

## **NOTICE OF ILLEGIBLE PAGES**

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DECLARATION BY THE BOARD OF TRADE,

pursuant to Section 23 of the Companies Act, 1867.

WHEREAS it has been proved to the Board of Trade that the

*Hospital Saturday Fund*

which is about to be registered under the Companies Acts, 1862 to 1880, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 23rd section of the Companies Act, 1867, and that it is the intention of the said

*Association*

that the income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, as set forth in the Memorandum of Association of the said

*Association*

and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the persons who at any time are, or have been, members of the said *Association* or to any of them, or to any person claiming through any of them.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said

*Hospital Saturday Fund*

as subscribed by *nine* members thereof on the *11<sup>th</sup>* day of *February* 1890, do by this their licence direct the

*Hospital Saturday Fund*

to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this  
of *February* 1890.

*12<sup>th</sup>* day

*Lawrence Boyle*

An Assistant Secretary to the Board of Trade.

THE COMPANIES ACTS, 1862—1867.

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# HOSPITAL SATURDAY FUND.

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## Memorandum

AND

## Articles of Association.

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LONDON:  
PRINTED BY JAS. TRUSCOTT & SON,  
SUFFOLK LANE, E.C.

1890.

THE COMPANIES ACTS, 1862—1867.

ASSOCIATION NOT FOR PROFIT.

Memorandum of Association  
OF THE  
HOSPITAL SATURDAY FUND.

REGISTERED  
4032  
19 FEB 1890

1. The name of the Association is "THE HOSPITAL SATURDAY FUND."

2. The Registered Office of the Association will be in England.

3. The objects for which the Association is established are:—The acquiring and holding of real estate, chattels, real personal estate, moneys, stocks, funds, and securities by gift, devise, bequest, purchase, subscription or otherwise (but as regards real estate and property savouring of the realty, subject to the provisions of the 21st Section of the Companies Act of 1862, so far only as the Association lawfully may acquire and hold the same by virtue of the License of the Board of Trade or otherwise), and the selling, exchanging, leasing, con-

*Hever*

*Trustee Corp.*  
23



verting, or otherwise dealing with the same respectively, and the appropriation, distribution and spending of the same, and of the assets, issues and profits, dividends and income thereof, and of every or any part or parts thereof, and of any moneys arising from the selling, exchanging, leasing, converting, or otherwise dealing therewith as aforesaid in all or some or one of the ways, or for all or some one of the purposes hereinafter mentioned, that is to say: (1) To make grants for the erection, maintenance or repair, or towards the general expenses of all or any of the Hospitals, Dispensaries, Convalescent Homes, or Hospitals or other Medical Charities at any time existing within the Metropolitan Postal District, and also to any Convalescent Homes or Hospitals outside the Metropolitan Postal District. (2) To purchase or lease, erect, and maintain one or more Convalescent Homes in Great Britain for the reception of Convalescent Patients ordinarily resident within the Counties of Middlesex, Essex, Kent, Surrey, and Hertford. (3) To acquire Medical and Surgical appliances either by purchase, gift or otherwise, and to dispose thereof either gratuitously or at a price not exceeding the wholesale price for the time being of such medical and surgical appliances. (4) To give Medical relief, either gratuitously or not, to patients ordinarily residing within the Counties of Middlesex, Essex, Kent, Surrey, and Hertford. The providing for the maintenance and furtherance of the work of the Association, and the doing of all such other lawful things as are incidental or conducive to the attainment of the above objects, including power for the Association to accept gifts of property under any special conditions that the same shall be applied to one or more of the objects of the Association

to the exclusion of or in preference to any other or others, and at any time to resign the administration of the said property, or vest the same in any two or more trustees, or obtain the administration of the same by the High Court of Justice or the Charity Commissioners. Provided that, if any gift or property taken by the Association shall be in the nature of such a charitable endowment as to be subject to the jurisdiction of the Charity Commissioners, the Association shall observe all rules and directions of the Charity Commissioners with respect thereto, and shall, if required by them, vest such property in special trustees thereof.

4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, or of any one or more of those objects to which such income or property may lawfully be applied, and no portion thereof shall be paid directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit to the Members of the Association, provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Association (or to any Member of the Association) or other person in return for any services actually rendered to the Association.

5. The 4th paragraph of this Memorandum is a condition on which a license is granted by the Board of Trade to the Association in pursuance of Section 23 of "The Companies Act, 1867."

6. If any member of the Association pays or receives any dividend, bonus or other profit in contravention of

the terms of the 4th paragraph of this Memorandum his liability shall be unlimited.

7. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding £1, or in case of his liability becoming unlimited such other amount as may be required in pursuance of the last preceding paragraph of this Memorandum.

8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.

9. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place; and of the property, credits, and liabilities of the Association; and, subject to any reasonable restrictions

as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance-sheet ascertained by one or more properly qualified Auditor or Auditors.



WE, the several persons whose Names and Addresses are subscribed, are desirous of being formed into an Association, in pursuance of this Memorandum of Association.

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Names, Addresses, and Descriptions of Subscribers.

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James Whitbread Highfield House, Cutford Bridge  
 Alderman of the City of London. Sp. D.C. &c  
 H N Hammett House Banker 37 Noel St  
 Reginald A. Barclay. Banker 20 Kings Bench Walk  
 J. A. Dickenson 60 Whitehall, W. A. P. S. C.  
 James Macgregor Hillside Brockley Park  
 South Hill  
 Wm. F. Stratford 12 Park Rd. Rotherhithe S.E.  
 Thomas James Jamon 23 The Grange Terrace Hampstead  
 Robert Linsagstone Gillespie 57 Lupus Street S.W.  
 William Loach 107 Wilburton Road  
 Finsbury Park N.

Dated this 11<sup>th</sup> day of February, 1890.

Witness to the above Signatures,

Robert Frewer  
 J. M. G. G.  
 Fleet St E.C.

The Hospital Saturday Fund

(the word "limited" being omitted by licence of the  
Board of Trade)

Limited, is Incorporated under the Companies' Acts, 1862 to 1886, as a Limited

Company, this Nineteenth day of February

One thousand eight hundred and ninety-           

J. B. Park

Registrar of Joint Stock Companies.

Certificate of Incorporation received by:—

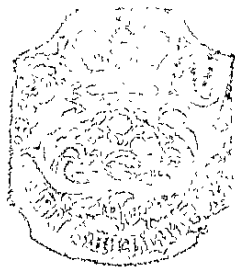
Robert F. Green  
Secretary

pro

Hospital Sat. Fnd

Date

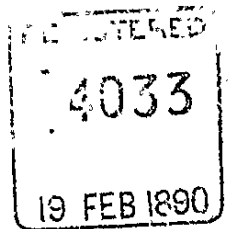
Feb 21. 1890



THE COMPANIES ACTS, 1862—1867.

ASSOCIATION NOT FOR PROFIT.

Articles of Association  
OF THE  
HOSPITAL SATURDAY FUND.



IT IS AGREED AS FOLLOWS:—

Interpretation.

"The Association" means the Hospital Saturday Fund.

"The Board" shall mean the Board of Delegates.

"The Council" means the Council of the Hospital Saturday Fund.

"Local Committees" means Committees formed, with the approval and under the control of the Hospital Saturday Fund, for the purpose of collecting money to be paid into the Funds of the Association or in any other way to further the objects of the Association.

"Office" means the Registered Office for the time being of the Association.

"The Statutes" means and includes "The Companies Acts, 1862 & 1867," and every other Act from time to time in force concerning Joint Stock Companies which may apply to the Association.

1. For the purpose of registration the number of Members of the Association is declared not to exceed 500.

(1)



2. The Board may, whenever the business of the Association requires it, register an increase of the Members.

3. These Articles shall be construed with reference to the provisions of the Companies Act, 1862, and the Companies Act, 1867, and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in those Acts.

#### QUALIFICATION OF MEMBERS.

4. The Members of the Association shall be either life members or annual members.

5. Any person who personally contributes in one sum paid direct to the Secretary or Treasurer of the Association not less than £10 10s. may become a life member of the Association.

6. Any person who personally contributes in one sum paid direct to the Secretary or Treasurer of the Association not less than ten shillings and sixpence may become a Member of the Association for the year in which such sum is paid.

7. Any person elected as a delegate in accordance with the provisions contained in the sub-sections of this section may become a Member of the Association for the year in which such person is elected; provided always that if any question shall arise as to the qualification of or the formality of the election of any person so elected, such question shall be decided by the majority of the Board present and voting at any Meeting of the Board at which such questions shall be raised.

i. Every Local Committee shall elect as Delegates the Honorary Secretary of the Local Committee and

also one person for each £100 or part of £100 subscribed to the funds of the Association, provided that in no case shall any Local Committee be entitled to elect more than five Delegates in addition to the Honorary Secretary of such Local Committee.

ii. Every Friendly or Trade Society, or Branch Lodge or Court of a Trade, Friendly Society, Workman's Club or Institute, having 25 members, or persons numbering 25 or upwards employed by any person, firm, or Company, or in any distinct department of the business of any person, firm, or Company, subscribing not less than £1 amount to the funds of the Association, shall be entitled to elect one Delegate.

iii. Every Hospital or other Institution which shall have participated in the last preceding distribution of the Hospital Saturday Fund shall be entitled to elect one Delegate.

iv. The Board shall have power to elect as delegates for one year any person whose services will in their opinion be advantageous to the Association.

#### ADMISSION OF MEMBERS.

8. The power of electing persons qualified under paragraphs 5 and 6 of these Articles shall be vested in the Board.

9. Every person qualified under paragraph 7 of these Articles shall become a member upon his signifying in writing to the Secretary of the Association his willingness to become a Member.

10. Annual subscriptions shall be due and payable on the 1st day of January in each year. In case the annual subscription of any Member shall be in arrear for more than six months the Board shall strike off the name of such Member from the list of Members, and he shall thereupon cease to be a Member.

#### RETIREMENT OF MEMBERS.

11. Any Member of the Association may at any time retire by giving notice in writing to the Association of his desire to resign his membership.

#### HONORARY OFFICERS.

12. There shall be a President, Chairman of the Fund, Vice-Presidents, Honorary Treasurer, Honorary Secretaries, Honorary Standing Counsel and Honorary Solicitors.

13. The President and Vice-Presidents shall be elected at the Annual General Meeting.

14. The Chairman of the Fund, Treasurer, Secretaries, Standing Counsel, and Solicitors shall be elected by the Board of Delegates at their first meeting in each year. No person shall be elected to any Honorary office in the Association unless and until he shall, by writing under his hand addressed to the Secretary of the Association, have signified his willingness to accept the Honorary office to which it is proposed to elect him, except in the case of any Honorary Officer or Honorary Officers who shall have previously acted.

15. Every Honorary Officer elected in accordance with these Articles shall hold office from the date of his election until the next Annual General Meeting or the first meeting of the Board of Delegates in the year after his election as the case may be.

16. Every Honorary Officer shall be eligible for re-election upon his quitting office, the President, Vice-Presidents, Honorary Officers and Members of the Association shall be removable by a resolution passed at any general meeting by two-thirds of the persons then present and voting. No such resolution shall be proposed unless seven clear days' notice by a registered letter has been given to the person affected. In the event of such resolution being passed the general meeting may thereupon elect another member in his stead, who shall hold office only during such time as the removed member would have held office had he not been removed. In the event of more than one member being proposed at such meeting to supply the place of the removed member, the member who receives the greatest number of votes shall be elected. The Board may from time to time determine the duties of Honorary Officers.

#### THE SECRETARY.

17. The Secretary shall be elected by the Board, and shall receive such salary as shall from time to time be fixed by the Board. He shall hold office subject to three months' notice on either side, and shall perform such duties as shall from time to time be determined by the Board.

18. The Board shall at any time have power to suspend the Secretary from the performance of his duties for such reasons as may seem to them sufficient.

19. The Board shall have power, by resolution carried by a majority of two-thirds of the delegates present and voting at a special meeting called for that purpose, summarily to dismiss the Secretary for any grave offence which in their opinion requires his immediate dismissal. Not less than seven days' notice shall be given to every member of the Board and to the Secretary of such meeting, and the notice shall contain a copy of the charge or charges to be brought against the Secretary with the resolution to be proposed, and the names of the proposer and seconder. Notice to the Secretary to be by registered letter.

20. In the event of any disagreement between the Secretary and the Council or any Committee, either of the parties shall have power to appeal to the Board, whose decision on the matter in dispute shall be final and conclusive.

#### MANAGEMENT.

21. The business and concerns of the Association shall be managed by the Board, which shall consist of all those Members of the Association elected in accordance with paragraph 7 of these Articles, together with the President, Chairman, Vice-Presidents, Honorary Treasurer, and Honorary Secretaries of the Association in case they shall not have been elected under paragraph 7 of these Articles.



22. The persons hereinafter named, or such of them as shall consent to act, shall be the first President, Chairman, Vice-Presidents, Honorary Treasurer, Honorary Secretaries, and Members of the Board.

The Rt. Hon. Sir H. A. Isaacs, Lord Mayor, *President*.

Sir James Whitehead, Bart., *Chairman of the Fund*.

*Vice-Presidents:*

His Grace the Duke of Northumberland.

The Right Hon. the Earl of Glasgow.

The Earl of Meath.

The Right Hon. Lord Aberdare.

Lord Francis Hervey, M.P.

The Right Hon. Hy. Cecil Raikes, M.P. (Her Majesty's Postmaster-General.)

Sir J. R. C. Colomb, M.P., K.C.M.G.

Right Hon. Jas. Stansfeld, M.P.

Col. Sir Edmond Henderson, K.C.B.

Samuel Montagu, Esq., M.P.

H. W. L. Lawson, Esq., M.P.

Hy. Kimber, Esq., M.P.

Lieut.-Col. Charles Mercier.

G. O. T. Bartley, Esq., M.P.

John Holms, Esq.

Sir E. H. Currie.

Sir Arthur Blackwood, C.B.

The Rev. Canon Fleming, B.D.

The Rev. C. H. Spurgeon.

The Rev. J. R. Diggle, M.A.

Leopold de Rothschild, Esq.

H. N. Hamilton-Hoare, Esq.

Benjamin Lucraft, Esq., M.L.S.B.

John Hughes, Esq., C.C., F.S.S.

Hodgson Pratt, Esq.

A. W. Mackenzie, Esq., F.S.S.

Percy Beamish, Esq.

J. A. Dickinson, Esq.

J. Woollett, Esq.

W. H. Baker, Esq.

H. N. Hamilton-Hoare, Esq., *Treasurer*.

R. B. D. Acland,	} <i>Hon. Secretaries.</i>
O. G. Brimmer,	
T. G. Garnon,	
R. L. Gillespie,	

23. Notwithstanding anything herein contained, the Board may exercise all the powers given to it notwithstanding any vacancy or vacancies in the number of the Board.

24. The Board may from time to time by resolution appoint and remove or delegate any of its powers to any Committee or Committees, such Committee or Committees consisting of three or more members of the Board, as they think fit. And may by resolution determine and regulate the quorum necessary for the transaction of business by and the duties and procedure of all such Committees, and if the quorum and procedure be not so determined the Committees respectively may from time to time determine their own quorum and procedure.

25. The Board may, without the sanction of a General Meeting, exercise every power of the Association whether given by these Articles or by these statutes or otherwise,

except any power which is by the statutes or by the regulations of the Association for the time being required to be exercised by the Association in General Meeting or by the Board with the sanction of a General Meeting.

26. The President of the Association shall be Chairman of the Board; but if he shall not be present at the time appointed for the meeting, the Chairman of the Association shall preside, or in his absence the Delegates then present may appoint a chairman to preside at that meeting.

27. The Board may meet together for the despatch of business, adjourn and regulate their proceedings by bye-laws or otherwise as they think fit, and determine the quorum necessary for the transaction of business. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman for the time being shall have a second or casting vote. Special meetings of the Board may be called at any time on the requisition of the President of the Association or the Chairman of the Council, or any twelve members of the Board; two days' notice at the least shall be given of every such special meeting and of the business to be transacted thereat.

28. Minutes of the proceedings of the Board, Council, and of every Committee shall be recorded in books kept for the purpose, and be signed respectively by the Chairman of the next meeting of the Board, Council, or Committee, and every such Minute when so signed shall, in the absence of proof of error therein, be considered sufficient evidence of the facts stated therein.

29. Any Meeting of the Board, Council, or a Committee at which the proper quorum shall be present shall be able to exercise all the powers of the Board, Council, or such Committee respectively.

30. All acts done by any Meeting of the Board, or a Committee, or by any person acting in the name and with the authority of the Board, or such Committee, shall, notwithstanding that it shall be discovered afterwards that there was some defect in the appointment of the Board, Council or Committee, or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if the Board, Council or Committee or person had been duly appointed and had been duly qualified.

31. The Members of the Board, and the Officers for the time being of the Association, shall be indemnified out of the funds of the Association against all such charges, damages, and expenses which they shall respectively incur or be put to on account of any contract, act, deed, matter, or thing which shall be made, done entered into, or executed by them respectively on behalf of the Association. And they shall be reimbursed by the Association all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Association or otherwise in the execution of their respective offices, except such costs, losses, and expenses as shall happen through their respective wilful neglect or default, and any such Member of the Council or said officer shall be chargeable only for so much money as he shall actually receive; and the Members of the Board respectively shall not be answerable for the acts, receipts,

neglects or defaults of each other, but each of them for his own acts, receipts, neglects or default only; nor shall they respectively be answerable for any banker, broker, collector, or other person appointed by the Board with whom or into whose hands any property or money of the Association may come, nor for the insufficiency of the title to any estate or property which may from time to time be purchased by order of the Board on behalf of the Association, nor for the insufficiency of any security upon which any of the moneys of the Association shall be invested by order of the Board, nor for any loss or damage which may happen in the execution of their respective offices unless the same shall happen through their own respective wilful neglect.

32. The Board may from time to time make such regulations as they think fit for the election of the Delegates and for the due notification to the Association of the election of any person or persons as Delegates.

33. The Council shall consist of the members of such of the Committees elected under Article 24, as the Board may from time to time appoint, together with the President, Chairman, Honorary Treasurer, and Honorary Secretaries of the Fund.

34. The Council shall perform such duties and exercise such of the powers of the Board as the Board may from time to time determine.

35. The Council shall hold office from the date of their election until the second meeting of the Board in the year next after their election.

## POWERS OF THE ASSOCIATION.

36. The Association is established for the purposes expressed in the Memorandum of Association, and shall have power to do all things conducive to such objects except so far as such powers are expressly limited by these Articles or any future regulations of the Association, but such power shall (except where by these Articles it is expressly declared that such powers shall be exercised by a General Meeting or otherwise) be exercised only through or by the authority of the Board, unless the exercise of such power shall have been expressly delegated in a particular case to three or more Members of the Board as provided by paragraph 24 of these Articles.

37. The Association shall have power to borrow money on mortgage or otherwise, but so that in case of mortgage the money borrowed on such mortgage shall not exceed one-half of the estimated value of the property, real or personal, affected by such mortgage.

38. The Association may accept gifts of property under any special conditions that the same shall be applied to one or more of the objects of the Association, to the exclusion of or in preference to any other or others, but the Association may at any time resign the administration of the said property, or vest the same in any two or more Trustees, or obtain the administration of the same by the High Court of Justice or the Charity Commissioners.

39. The Association may, except as regards property taken subject to special conditions, and subject as regards

all its property to the conditions of the Memorandum and these Articles, deal with all its property as absolute owner thereof, and may sell, let, invest, or otherwise dispose of the same or any part thereof for any estate or interest; and may invest money in any investment in its own name, or in the names of any person or persons, or in the purchase of any estate or interest in land.

40. In case of any gift of money or property to the Association which may not lawfully be applied to all the objects of the Association, the Association shall only apply the same to some or one of the objects of the Association to which it may lawfully be applied, but subject as aforesaid the Association may give, grant, or dispose of, with or without consideration, any of the property of the Association to any institution for the benefit of which this Association was founded.

41. The Association may promote any enterprise, whether by individuals or Societies which have for their object the making or doing or aiding in making or doing all or any things which shall be conducive to any of the objects of the Association. The Association may subscribe out of its funds to any such individuals or Societies or to any Local Committee which have for their object the promotion of all or any of the objects of the Association.

#### GENERAL MEETINGS.

42. The first General Meeting of the Association shall be held at such time (not being more than four months after the date of the Registration of the Association) and at such place as the Subscribers of the Memorandum of Association may determine.

43. Subsequent General Meetings shall be held once in every year, that is to say, on such day as may be appointed by the Board not more than three months after the date of closing the accounts.

44. The above-mentioned General Meeting shall be called Ordinary Meetings, all other General Meetings shall be called Extraordinary General Meetings.

45. The Board may, whenever they think fit, and shall, upon a requisition in writing signed by not less than twenty Members of the Association specifying the business for which they desire an Extraordinary General Meeting to be called, convene an Extraordinary Meeting.

46. Upon receipt of such requisition the Board shall convene an Extraordinary General Meeting to be held within twenty-one days of the receipt of such requisition, and upon default, such requisitionists or any other twenty Members of the Association may convene the Meeting.

47. Seven days' notice at the least of every General Meeting, specifying the place, date, and hour of such meeting, and in the event of the Meeting being called for special business, the nature of such business shall be given to the Members of the Association in manner hereinbefore mentioned, but the non-receipt of such Notice by any Member shall not invalidate the proceedings of any Meeting.

48. All business shall be deemed to be special that is transacted at any Extraordinary General Meeting; and also all business that is transacted at any Ordinary General Meeting, with the exception of the following



matters, that is to say : the election of the President and Vice-Presidents of the Association, the election of the Auditors, the consideration of the Accounts and Balance Sheet, and of the Annual Reports of the Board.

49. Any Member may, on giving to the Secretary not less than ten days' previous notice, submit any resolution of special business to an Ordinary Meeting; such notice may be given by leaving a copy of the resolution to be moved at the Office of the Association.

#### PROCEEDINGS AT GENERAL MEETINGS

50. No business shall be transacted at any General Meeting unless fifteen Members at least be present at the time appointed for the Meeting, or within thirty minutes after.

51. If at the expiration of thirty minutes after the time appointed for the Meeting a quorum of Members be not present, the Meeting, if convened upon the requisition of Members of the Association, shall be dissolved, in any other case it shall be adjourned to some day in the following week, and if at such adjourned Meeting a quorum be not present it shall be adjourned to a day to be thereafter appointed by the Board.

52. The President of the Association, or in his absence any Vice-President, or if there be no Vice-Presidents present, any Member of the Association elected by the Members then present, shall preside as Chairman at every Meeting of the Association.

53. The Chairman may, with the consent of the

Meeting, adjourn any Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

54. If in the opinion of the Chairman any matter of urgent importance has arisen which requires immediate discussion, any Member may, with the consent of three-fourths of the members then present, propose any Motion without having given the notice required by paragraph 53 of these articles.

55. At any General Meeting a declaration by the Chairman that a Resolution has been carried or lost shall be sufficient evidence of the fact without proof of the number or proportion of the Members who may be in favour of or against such Resolution.

56. Every Member shall have one vote and no more.

57. Every vote shall be given personally.

58. No Member shall be entitled to vote whilst his subscription is unpaid.

59. The Chairman of any Meeting in every case in which, on any question arising at such Meeting, there is an equal show of hands or an equality of votes at a Meeting or at a poll, shall have a second or casting vote at such Meeting or poll as the case may be.

60. No objection shall be made to the validity of any vote except at the Meeting or poll at which such vote shall be tendered, and every vote not disallowed at such

Meeting or poll shall be deemed valid for all purposes whatever.

61. The Chairman shall, except as hereinafter provided, be the sole and absolute judge of the validity of any vote tendered at such Meeting or at a poll demanded at such Meeting, and may allow or disallow the votes tendered according as he shall be of opinion that the same are or are not valid, provided always that in case of a vote given on any question affecting the Chairman personally, the majority of members present may control his decision on the validity of such votes, and themselves decide on the validity of the same.

62. If at any Meeting a poll is demanded by four or more Members, it shall be taken in such manner as the Chairman directs.

#### ACCOUNTS.

63. The Board shall cause the Banking Account of the Association to be kept in the name of the Association.

64. Every sum paid on behalf of the Association amounting to £2 or upwards shall be paid by cheque upon its Bankers, and shall be signed in such manner and by such person or persons as the Board may from time to time direct.

65. All Bills of Exchange or Promissory Notes shall be made, drawn, accepted or endorsed, and all cheques payable to the Order of the Association shall be endorsed by such person or persons and in such manner as the Board shall from time to time authorise.

66. No payment on account of the Association shall

be made without the Order of the Board except only payments for petty cash.

67. The Secretary shall make to every Ordinary Meeting of the Board, or to any Committee appointed by them for that purpose, and at such other times as they may direct, a return of all payments on petty cash account.

68. The Board shall cause to be kept true accounts of all receipts, credits, payments and liabilities of the Association, and all other matters necessary for showing the true financial state and condition of the Association.

69. The books of account shall be kept at such place or places of security as the Board shall think fit.

70. At every Ordinary Meeting of the Association the Board shall lay before the Association a Statement, made up to not less than six weeks before such Meeting, of the income and expenditure of the Association since the date at which the last account was made up, and in cases of the First Ordinary Meeting from the Incorporation of the Association, and every such Statement shall be accompanied by the Report of the Council as to the financial state and condition of the Association.

71. A Balance Sheet shall be produced to every Ordinary Meeting, and shall contain a Summary of the assets and estimated liabilities of the Association arranged under convenient heads.

72. Every account of the Board, when audited and approved by a General Meeting, shall be conclusive, except as regards any error discovered therein within

two months next after the approval thereof, and whenever any such error shall be discovered within such period it shall be forthwith corrected.

#### AUDIT.

73. Previous to every Ordinary Meeting after the First, the accounts of the Association shall be examined and the correctness of the yearly Statements ascertained by one or more Auditor or Auditors; if only one is appointed all the provisions herein contained shall apply to him.

74. Messrs. W. H. Pannell & Co. shall be the first Auditors; subsequent Auditors shall be appointed by the Association at the Ordinary Meeting in each year.

75. The Auditors may be Members of the Association, but no person shall be an Auditor who is interested other than as a Member, in any other transaction of the Association, and no Member of the Board or other officer of the Association shall be eligible during the continuance of his office.

76. Any Auditor shall be re-eligible on his quitting office.

77. If any casual vacancy arises in the office of an Auditor the Board may fill up the vacancy.

78. If no election of Auditors is made in manner aforesaid, the Board of Trade may, on the application of not less than five Members of the Association, appoint an Auditor for the current year and fix the remuneration to be paid to him for his services.

79. At least thirty days before the day fixed for an Ordinary Meeting there shall be delivered by the Treasurer, on behalf of the Board, to the Auditors the Accounts and Balance Sheet to be produced to the Ordinary Meeting as aforesaid, and the Auditors shall examine the same with the accounts and vouchers relating thereto.

80. Each Auditor shall have delivered to him a list of all books of account kept by the Association, and shall at all reasonable times have access to the books and accounts of the Association.

81. Within twenty-one days of the receipt of the Accounts and Balance Sheets the Auditors shall either confirm them and report generally thereon, or shall, if they do not think fit to confirm them, report specially thereon, and shall deliver to the Board the Accounts and Balance Sheet with their Report thereon, and such Report shall be read at the Ordinary Meeting.

82. A copy of the Accounts and Balance Sheet audited, and of the Auditors' Report thereon, shall be open to the inspection of the Members of the Association four days at least before every Ordinary Meeting.

#### NOTICES.

83. Notices may be served on the Association by leaving the same at or sending the same by post to the Office of the Association.

84. Notices required to be given to Members may be given by being sent to them through the post, prepaid and addressed to the Members at their registered addresses, or in such other manner as the Board may from time to time direct.

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## COMMON SEAL.

85. The Board shall forthwith cause a Common Seal to be made bearing the name of the Association and such device, if any, as they may think fit.

86. The Common Seal shall remain in the custody of the Board, and shall be affixed only in pursuance of a Resolution of a Meeting of the Board to that effect.

## REGISTERED OFFICE.

87. The present Registered Office of the Association is at 5, Mitre Court, Fleet Street, in the City of London.

88. The Registered Office may be fixed at such place within the Metropolitan Postal District as the Board may from time to time determine.

## AMALGAMATION OF THE ASSOCIATION.

89. The Association may, in pursuance of any Resolution to that effect carried by a majority of not less than three-fourths of the Members present, and voting at an Extraordinary General Meeting convened for that purpose, for such consideration and generally upon such terms and conditions as such Meeting may determine, amalgamate with any other Association having the same or similar objects as the Association, and which is constituted with a Memorandum of Association that prohibits the payment of any dividend to its Members. And upon the amalgamation being concluded the Board shall, by all proper acts and deeds, convey and assign the property of the Association to the use of the amalgamated Associations.



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ALTERATION OF THE ARTICLES.

90. Subject to the conditions of the Memorandum of Association, the Association may by Special Resolution repeal or alter any of those Articles, or make new regulations in lieu thereof, except that the clauses referred to in the Memorandum of Association shall not be altered or modified further or in any other manner than is in such Clauses provided.

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Names, Addresses, and Descriptions of Subscribers.

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~~James Leitchhead~~ Highfield House, Catford  
 colonnade of the City of London. Bridge St.  
 16 or 17 Hamilton House, Bamber  
 57 Kent St.  
 11/12 Highfield House, Catford, Bamber  
 107 Kent St.  
 James MacGregor, Riverside, Bowdley Park  
 York St. Will  
 Wm. J. Stratford, 12. Rush Rd. Rotherhithe.  
 Thomas James, 23 Richmond Terrace, S.E.  
 Robert Gillingstone Gillespie, 57 Lupus Street, S.W.  
 William Goad, 107 Highfield House, Catford  
 Finsbury Park St.

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Dated this 11<sup>th</sup> day of February, 1890.

Witness to the above Signatures,

Robert Frewer.  
 5 Little Courts  
 Fleet Street E.C.

# HOSPITAL SATURDAY FUND

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Memorandum

AND

Articles of Association

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REES, JAVIES & CO.,

1A, FREDERICK'S PLACE,

OLD JEWRY, E.C.

JAS. TRUSCOTT & SON, Printers, Suffolk Lane, E.C.