

LICENCE 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

Church of England Soldiers' Institutes

which is about to be registered under the Companies Acts, 1862 to 1890, 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

Church of England Soldiers' Institutes
as subscribed by *seven* members thereof on the *26th* day of *May*, 18 *91*, do by this their licence direct the

Church of England Soldiers' Institutes
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

May, 18 *91*.

28th

day

Contra Sign

An Assistant Secretary to the Board of Trade.

5094
4710
Memorandum

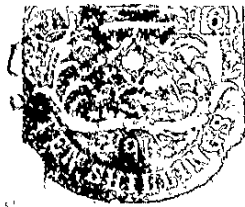
AND

Articles of Association

OF

THE CHURCH OF ENGLAND SOLDIERS'
INSTITUTES.

GADSDEN & TREHERNE,
28, Bedford Row, W.C.



REGISTERED

17091

29 MAY 1891

Memorandum of Association
OF
**THE CHURCH OF ENGLAND SOLDIERS'
INSTITUTES.**

1. The name of the Association is the "CHURCH OF ENGLAND SOLDIERS' INSTITUTES."
2. The Registered Office of the Association will be situate in England.
3. The objects for which the Association is established are:—
 - (a.) To open, carry on, establish and maintain Church of England Soldiers' Institutes in the principal military stations and other places at home and abroad, and to assist local or other efforts to open, carry on, establish and maintain such Institutes.
 - (b.) Subject to the provisions of the 21st section of the Companies' Act 1862, to purchase, or take on lease, or use real or personal property, and any easements, rights or privileges necessary or convenient for the purposes of the Association, and to purchase, hire, or otherwise acquire any buildings, plant, fittings and furniture, club and household effects, utensils, books, newspapers, periodicals, musical instruments, apparatus, appliances and accommodation.
 - (c.) To construct, maintain, improve and alter any buildings or works necessary or convenient for the purposes of the Association.
 - (d.) To use, or to let on lease or otherwise, or to permit the use and occupation of all or any part of the property of the Association for the purposes

524



Association shall think fit and to execute and grant cash, credit or other bonds, and make, accept, indorse and execute promissory notes, bills of exchange, or other negotiable instruments.

- (L) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them. Provided that if the Association shall take any property upon such trusts as to make it subject to the jurisdiction of the Charity Commissioners, the Association shall observe all lawful directions of the Charity Commissioners with respect thereto, and 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 as originally framed, or as the same may be altered under the provisions of the Companies' (Memorandum of Association) Act, 1890, and no portion thereof shall be paid or transferred 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, nor prevent the payment of interest at a rate not exceeding five per cent. per annum on money borrowed from any Member of the Association.

5. The fourth 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 fourth 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 five pounds, 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 Church of England Soldiers' Institutes, in such shares or proportions, and in such manner as shall be determined by 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.

The several persons whose names and addresses are subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, Addresses, and Descriptions of Subscribers.

John Cox Esq. D.D. Chaplain General to the Mar. L. Honorary Chaplain
to the Queen. War Office. Pall Mall
Chelmsford General - 5 Knarston's Place S.W.
Quilbert Edward Wyndham March. Major late RA
140 Palace Green Bridge St SW

Thomas Roworth Parr. Esq. Colonel.
Junior United Service Club. S.W.

Alfred Augustus Stewart Esq. Major General
19 Cranley Gardens - S.W.

John Briers Watier Esq. Colonel
Fair View Ash. M. Aldershot

Charles Augustus Solbe Esq. Chaplain to the Forces
Royal Military Academy S.W.

Dated the 26th day of May 1891.

Witness to the Signatures of the above-named—

Ernest John Thomas

Edmund Thomas

Ernest Thomas



REGISTERED

17092

29 MAY 1891

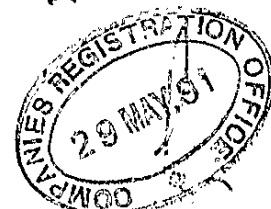
Articles of Association
OF
**THE CHURCH OF ENGLAND SOLDIERS'
INSTITUTES.**

1. For the purpose of registration the number of Members of the Association is declared not to exceed fifty.
2. The Association hereinafter mentioned may whenever they think fit register an increase of Members.
3. These Articles shall be construed with reference to the provisions of the Companies' Acts 1862 to 1890, and terms used in these Articles have the same respective meanings as they have when used in these Acts.
4. The Association is established for the purposes expressed in the Memorandum of Association.

QUALIFICATION OF MEMBERS.

5. Any person being a Communicant of the Church of England, or of any Church in communion with the Church of England, shall be deemed to be a Member of the Association, who having been elected as a Member at some meeting of the Association, or elected by the Committee of some local Church of England Institute to become a Member as their delegate, shall agree in writing to become such Member. The form of consenting to be a Member, to be signed by a Member, shall contain on some part of it a memorandum showing the liability attached to membership under the 7th Clause of the Memorandum of Association.

85



RETIREMENT OF MEMBERS.

6. Any Member of the Association who shall desire to retire and cease to be such Member, shall specify the same in writing to the Secretary, and upon the receipt of such writing his name shall be removed from the list of Members of the Association, and he shall be deemed to have retired and to have ceased to be such Member. Any Member who ceases to be a Communicant of the Church of England, or of any Church in communion as aforesaid, shall be deemed to desire to retire from the Association, and shall *ipso facto* cease to be such Member.

THE FIRST MEMBERS.

7. The following persons, whose names have been submitted to and approved by H.R.H. The Duke of Cambridge, K.G., &c., Commander-in-Chief of the Army, shall be the first Members of the Association, on respectively signing the Memorandum of Association or the form of consent and memorandum referred to in the fifth Article :—

Chairman—THE CHAPLAIN GENERAL TO THE FORCES.

Members—

MAJOR-GENERAL W. ARBUTHNOT, C.B.
 MAJOR-GENERAL H. BUCHANAN, C.B.
 MAJOR F. BARINGTON FOOTE, R.H.A.
 MAJOR-GENERAL E. F. CHAPMAN, C.B.
 GENERAL LORD CHELMSFORD, G.C.B.
 COLONEL A. M. HANDLEY, late Yorkshire Regiment.
 COLONEL R. H. JELF, R.E.
 COLONEL J. P. E. JERVOISE, 3rd Hussars.
 MAJOR G. E. W. MALET, late R.H.A.
 MAJOR-GENERAL G. H. MONCREIFF.
 LIEUT-COL. T. R. PARR.
 THE REVEREND J. W. PICKANCE.
 THE REVEREND C. A. SOLBÉ, C.F.
 MAJOR-GENERAL A. A. STEWART.
 COLONEL H. TROTTER, Grenadier Guards.
 COLONEL P. A. A. TWYNAM, C.B.
 LIEUT.-COLONEL J. B. WALKER.

8. The Association shall have power from time to time to fill up vacancies occasioned by death or retirement. And in the event of any difference of opinion existing, as to the election of any person proposed to be elected, and alleged to be duly qualified as aforesaid, the same shall be determined by a majority of at least two-thirds of the Members of the Association present at a meeting specially convened for the purpose of considering the same.

9. The Association shall meet at such times as they shall appoint. They may make such regulations as they think proper as to the summoning and holding of meetings and for the transaction of business thereat as are not inconsistent with the Articles as originally framed or altered by special resolution; and they may adjourn any meeting and from time to time fix the quorum necessary for the transaction of business, but until they shall otherwise determine five Members shall form a quorum, except as otherwise provided by Article 12, Clause 8.

10. The Chairman of the Association shall take the chair, at all meetings of the Association, or in his absence at the time fixed for the commencement of such meeting, the Members present shall choose some one of their number to be Chairman of the Meeting.

11. Questions at any meeting of the Association shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

12. The Association shall have the following powers and duties:—

- (1) To delegate any of their powers and duties to individual Members, or to any Committee or Committees, to appoint conveners of the said Committees, and fix the quorum necessary for the transaction of business.
- (2) To fix, allow and satisfy all allowances, costs, charges and expenses connected with the formation, registration, management and carrying on

and winding up of the Association, including the costs, charges, and expenses of the Committee which has carried on the work of the Association prior to its incorporation.

- (3) To regulate and control the custody, management, expenditure, application and investment of the moneys and funds of the Association.
- (4) To borrow any sum or sums of money not exceeding in the whole a moiety of the estimated value of the property and assets of the Association for the time being, and that either on cash, credit or otherwise, and to assign or deposit or charge by way of security for the same all or any part of the property and effects of the Association.
- (5) To appoint such of their own Members as they shall think fit, to sign cash credit bonds and other documents and receipts, and also cheques on the bank account of the Association.
- (6) To make grants from the funds of the Association either by way of gift or loan, and in the latter case either with or without security, and carrying interest at such rate as may be agreed on, not exceeding £5 per cent per annum, or at a nominal rate of interest, and generally on such terms as they shall think fit, to any district or local Institute established and conducted, or to be established and conducted, in accordance with "Rules and Regulations" to be issued from time to time by the Association.
- (7) To make and issue rules and regulations as to the establishment and conduct of such Institutes as aforesaid, and to define the conditions on which the same shall be qualified to receive such grants as last aforesaid, and to add to, rescind, or vary such regulations from time to time.
- (8) Notwithstanding the two preceding clauses, no grant of money exceeding £20 either by way of

gift or loan, and no addition, recission or variation to or of any original or subsequent rule or regulation shall be made, except at a Meeting of the Association specially convened for the purpose, at which Meeting not less than eight of the Members for the time being of the Association shall be present, or without the consent of at least two-thirds of the Members so present.

- (9.) To bring and defend any action, prosecution, or other legal proceeding; to refer disputes to arbitration to give time to debtors and
- (10.) To make due provision for procuring, collecting, receiving and applying donations, annual or other subscriptions and contributions for the purposes of the Association from all persons willing to make, pay or contribute the same, and for the interim investment of so much thereof, as may not be immediately required for the purposes of the Association.
- (11.) Generally to do all things which from time to time may be or appear to them to be necessary or expedient for the purposes of the Association.

TRUSTEES.

13. Trustees may be appointed if, and as often as occasion shall arise, either for the general purposes of the Association, or for any specific purpose or purposes thereof, and in the latter case, whether the persons appointed be Members of the Association or not, such appointments may be made by a resolution passed at a Special General Meeting. Whenever any one or more Trustees shall die, go to reside abroad, or desire to be discharged, or become incapable of acting, a successor or successors of such Trustee or Trustees may, as soon as convenient, be nominated and appointed in like manner, and in the case of any Trustees appointed for general purposes, such nomination and appointment shall take place whenever any or either of the events before referred to shall happen, so that the original number of Trustees may be kept up.

14. All freehold or leasehold property, stocks, funds, shares and other securities, the property of the Association, shall from time to time be vested either in the Association or in the Trustees or Trustee for the time being as the Association shall determine; and upon any appointment of a new Trustee or new Trustees such property, stocks, funds, shares and securities, unless vested or to be vested in the Association, shall be so conveyed, assigned and transferred, that the same may vest in such new Trustee or Trustees jointly with the surviving or continuing Trustees or Trustee, or in such new Trustees solely as the case may be.

15. It shall be obligatory upon the Trustees, whether general or special, to deal with or dispose of any property of the Association vested in them as the Association shall from time to time direct, but no part of the property of the Association shall be sold, assigned, transferred, conveyed, or otherwise disposed of by the Trustees, without the authority of a Special Resolution passed at a meeting of the Association, specially convened as prescribed by Article 12, Clause 8, and in the case of property taken upon special trusts the provisions of this clause are only to apply so far as they are legally applicable, having regard to such special trusts.

GENERAL MEETINGS.

16. The first General Meeting shall be held at such time not being not more than three months after the incorporation of the Association and at such place as the Chairman may determine.

17. Subsequent General Meetings shall be held at such time and place as may be appointed by the Association in General Meeting, and if no other time and place is prescribed, a General Meeting shall be held at such time and place as may be determined by the Chairman.

18. The above-mentioned General Meetings shall be called Ordinary Meetings. All other General Meetings shall be called Extraordinary, and notice shall be given at least fourteen days before every such meeting, either by advertisement in two or more of the London daily papers, or by circular, at the discretion of the Chairman.

19. The Chairman may whenever he thinks fit, and he shall on the requisition made in writing by any five or more Members, convene an Extraordinary General Meeting.

20. Any requisition made by the Members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Association.

21. Upon the receipt of such requisition the Chairman shall forthwith proceed to convene an Extraordinary General Meeting. If he does not proceed to convene the same within 21 days from the date of the requisition the requisitionists or any other five Members may themselves convene a meeting.

PROCEEDINGS AT GENERAL MEETINGS.

22. Ten days' notice at the least specifying the place, the day and the hour of meeting, and in case of special business the general nature of such business shall be given to the Members in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by the Association in General Meeting; but the accidental omission to give or the non-receipt of such notice to or by any Members shall not invalidate the proceedings of any General Meeting.

23. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of the consideration of the accounts and balance sheets.

24. No business shall be transacted at any meeting of the Association unless a quorum of Members is present at the commencement of such business. Five Members of the Association shall form a quorum, except as otherwise provided by Article 12, Clause 8.

25. If within thirty minutes from the time appointed for the meeting a quorum of Members is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned

meeting a quorum of Members is not present, it shall be adjourned *sine die*.

26. The Chairman of the Association shall preside at all meetings of the Association.

27. If at any meeting the Chairman shall not be present the Members present shall choose one of their own number to be Chairman of such meeting.

28. The Chairman may, with 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.

29. At any General Meeting unless a poll is demanded by at least five Members, a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the book of the proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

30. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Association in General Meeting.

31. Every Member of the Association shall have one vote and no more, and no Member shall be entitled to vote by proxy.

ACCOUNTS.

32. The Association shall cause true accounts to be kept of the moneys received, and expended by the Association, and of the matters in respect of which such receipt and expenditure takes place and of the assets, credit and liabilities of the Association.

33. The books of account shall be kept at the registered office of the Association, or at such other place or places as the Association think fit.

34. Once at least in every year the accounts of the Association shall be examined, and the correctness of the statement and balance sheet ascertained by one or more Auditor or Auditors.

35. The Auditor or Auditors shall be supplied with a copy of the balance sheet, and it shall be his or their duty to examine the same with the accounts and vouchers relating thereto, and report on the same to the Members of the Association at the General Meeting.

APPROPRIATION OF PROFITS.

36. It shall not be in the power of the Association to declare any dividend to be paid to the Members of the Association.

37. If any profit shall arise on the business of the Association, whether in the shape of donations or subscriptions, or of interest on loans under the local or district institutes or of income derived from investments or otherwise, the said profits shall be applied by the Association in the manner specified in the Memorandum of Association,

MINUTES.

38. Minutes of the proceedings of every meeting of the Association shall be recorded in a book or books to be kept for that purpose and be signed by the Chairman of such meeting and in case of his not signing such minutes at or before the succeeding meeting then if confirmed at such succeeding meeting by the Chairman thereof and such minutes when so recorded and signed shall be received as evidence of such proceedings without further proof. The minute book shall be open to the inspection of the Members at all reasonable times upon application to the Secretary.

WINDING UP.

39. The Association shall be wound up voluntarily whereon an Extraordinary Resolution as defined by the Companies Act 1862 is passed requiring the Association to be wound up voluntarily.

NOTICES.

40. A Notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered place of address.

41. As regards the Members who have no registered address in the United Kingdom a notice posted up in the office shall be deemed to be well served on them at the expiration of 24 hours after it is so posted up.

42. Any notice required to be given by the Association to the Members or any of them and not expressly provided for by these presents shall be sufficiently given if given by advertisement.

43. Any notice given by advertisement shall be inserted once in two London daily newspapers.

44. Any notice if served by post shall be deemed to have been served at the time at the time the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed prepaid, and put into a post office.

Names, Addresses, and Descriptions of Subscribers.

John Cox Edgwick O.D. Chaplain General & the Mar. L. Honorary Chaplain
 17th Regt. War Office. Pall Mall

Chelmsford - General. 5 Knareston Place - S.W.

Guilbert Edward Wyndham Trevellick Major Genl R.A.
 140 Palace Green London Portico St SW

Thomas Roworth. Past.

Soldier.

Junior United Service Club.

Alfred Augustus Stewart Major General
 19 Cranley Gardens. S.W.

John Bridges Walker L Colonel

Fair View. Ash Mr. Alder shot.
 Charles Augustus Solley Major Genl R.A.
 Royal Military Academy

Dated this 26th day of May, 1891.

Witness to the above-named signatures—

Ernest Selwyn Thomas Thomas

Edmund Thomas

Thomas Thomas

Memorandum
AND
Articles of Association
OF
THE CHURCH OF ENGLAND SOLDIERS'
INSTITUTES.

GADSDEN & TREHERNE,
28, Bedford Row, W.C.

HARWAN, BROS., & FITCH, Printers, 2 and 3, Furnival's Inn, and 42, Furnival
Street (late Castle Street), Holborn.

1906.19.7.5191

No. 34118.



C.N.L. 3 3193.

Certificate of Incorporation

OF THE

Church of England Soldiers' Institutes.

I hereby Certify, That the

Church of England Soldiers' Institutes, the word "Limited" being omitted by licence of the Board of Trade,

is this day Incorporated under the Companies' Acts, 1862 to 1890, and that the Company is **Limited**.

Given under my hand at London, this Twenty ninth day of May ... One

Thousand Eight Hundred and Ninety One.

Fees and Deed Stamps £ 6 : 5 / -

Stamp Duty on Capital £ _____

J. S. Pank

Registrar of Joint Stock Companies.

Certificate received by Arthur Tibbitts
for Gordon Spence
18 Bedford Row
London

Date 2nd June 1891

Company Limited 3411874

passed 12th May 1897 - Confirmed 29th May 1897
Church of England

SOLDIERS' INSTITUTES ASSOCIATION.

an Extraordinary General Meeting of the members of this Association
was convened and held at Church House, Dean's Yard, Westminster
the County of Middlesex on 12th May 1897, the following Special Reso-
~~PROPOSED NEW RESOLUTIONS TO ALTER ARTICLES,~~

tion was duly passed and at a subsequent Extraordinary General
Meeting of the members of the Association also duly convened & held
at the same place on the 29th May 1897 the following Special Resolution was
duly confirmed -
SPECIAL RESOLUTION.

26345 That the Articles of Association be added to and altered in manner following :-

(a). In Article 5 the words "at some meeting of the Executive Committee hereinafter referred to" shall be substituted for the words "at some meeting of the Association."

(b). The following Article shall be inserted after Article 5, viz. :-

5A. "Members shall consist of Annual Members and Life Members, and any subscriber of not less than one guinea per annum to the General Fund of the Association (being otherwise qualified under Article 5) may be elected as an Annual Member; and any donor of not less than ten guineas in a single donation to the said General Fund (being otherwise qualified as aforesaid) may be elected as a Life Member."

(c). The following words shall be added to the end of Article 6, viz. :-

"and any Annual Member whose subscription is in arrear for more than one year shall cease to be such member if his name shall be struck off the Register of Members in pursuance of a resolution of the Executive Committee."

(d). Article 12 shall be altered by adding thereto the following clauses numbered 1A and 7A respectively :-

1A. "To submit any difficulty or question which may arise as to the conduct of the religious or spiritual work of any local Institute, or any matters connected therewith to the Bishop of the Diocese, within which such Institute may be situate, whether he shall be a member of the Association or not, and if the Bishop shall consent to deal with such difficulty or question, to give effect to his decision when obtained."

7A. "To make, vary, or repeal bye-laws as to the conduct of General Meetings; as to the constitution of the Executive Committee; and also as to the regulation of the business of the Association generally, or of the business of the Executive Committee."

Also by substituting for clause 8 (which is hereby cancelled) the following :-

8. "Notwithstanding the three preceding clauses, no bye-laws shall be made, varied, or repealed; and no grant of money exceeding £20, either by way of gift or loan, and no addition, rescission, or variation to or of any original or subsequent rule or regulation shall be made, except at a meeting of the Association specially convened for the purpose, at which meeting not less than eight of the members for the time being of the Association shall be present, or without the consent of at least two-thirds of the members so present."

(e). The following Articles shall be inserted after Article 12 :-

12A. "Unless and until the Association shall in General Meeting otherwise direct, and save as provided in Article 12E, all or any of the powers and duties conferred upon the Association by the Articles of Association may be exercised and performed by the Executive Committee for the time being. Such Committee shall be composed of *Ex-officio* Members, Elected Members, and Delegate Members, so that the number of elected members do not exceed 80, nor be less than 15."



197

12b.—The First Executive Committee shall consist of—

(1). "*Ex-officio* Members—

"The Chairman of the Association and the Hon. Treasurer."

(2). "Elected members. The first members shall be—

"Lt.-Genl. H. BUCHANAN, C.B.
"Colonel E. T. BROWELL, *Late R.A.*
"Lt.-Genl. E. F. CHAPMAN, C.B., *Commanding Scottish District.*
"General Lord CHELMSFORD, G.C.B.
"Lt.-Col. F. O. BARRINGTON-FOOTE, R.A.
"Col. R. H. JELF, R.E.
"Col. J. P. E. JERVOISE, *Late 8th Hussars.*
"Major G. E. W. MALET, *Late R.A.*
"Lt.-Genl. G. H. MONRIEFF.
"The Rev. J. WILSON-PICKANCE, *Warden O.E.S. Institute, Aldershot.*
"Col. T. B. SHAW-HELLIER.
"Field-Marshal Sir LINTON SIMMONS, G.C.B., G.O.M.G.
"The Rev. C. A. SOLBH, *Bretby Vicarage.*
"G. A. SPOTTISWOODE, Esq.
"J. A. SHAW-STEWART, Esq.
"Major-Genl. H. TROTTER.
"Col. P. A. A. TWYNAM, C.B., *Late East Yorks Regiment.*
"Major-Genl. A. H. UTTERSON, C.B.
"Lt.-Col. J. B. WALKER, *Late R.A., Commandant Gordon Boys' Home.*"

(3). "Delegate members—

"The Local Committee of each Institute, the property of which is vested in the Association, may elect one member from its own body. Upon any such delegate resigning or ceasing to be a delegate, another may be elected as such in his place by the Local Committee of the Institute which elected him."

12c.—"One-third of the Executive Committee who are neither *ex-officio* nor delegate members, shall retire in rotation in the order of seniority at the Annual General Meeting in 1898, and at every subsequent Annual Meeting, but the retiring members shall be eligible for re-election."

12d.—"Any casual vacancy among the elected members of the Executive Committee, may be filled up by the Executive Committee; but any member who may be so added to the Executive Committee shall retire in the rotation in which the member whose place he fills would have had to retire. At each Annual Meeting, the Association shall fill up the places vacated by retiring members of the Executive Committee."

12e.—"Notwithstanding Article 12a, the appointment of the Chairman, the Hon. Treasurer, and the Secretary of the Association shall be made by the Association in General Meeting, after due notice of their nomination shall have been given; and unless any of them shall be removed from Office by the Association in General Meeting, they shall only vacate the same by death or resignation."

12f.—"The Auditor or Auditors shall be elected at the Annual Meeting of the Association for one year and will be eligible for re-election."

12g.—"Patrons and Patronesses may be elected by a majority composed of two-thirds of the members of the Executive Committee present at a Monthly Meeting, notice having been given at a previous Monthly Meeting of the intention to propose the election of such Patrons or Patronesses."

(f). The following Article shall be added after Article 15:—

15a.—"The Association may receive gifts of money or 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."

9th June. 1897.

E. Hughes. Colonel
Secretary.

34118/5

COLONEL E. HUGHES, O.B., O.M.G.
SECRETARY

Church of England Soldiers' Institutes
CHURCH HOUSE,
DEAN'S YARD,
WESTMINSTER,
LONDON, S.W.



Lottery Register
of Public Companies

Dec. 98
RECEIVED
55945
28 DEC 1898

Sir

I have the honor to
acquaint you of the desire of
this Association to increase
the number of its members from
50 to 100 and to request that
that the same may be regis-
tered, for which purpose
I enclose the fee of 5/-



17

17

by Postal Order.

I am

faithfully yours,

E. Anglin

Colonel

Secretary.

... ..

Companies Acts. 1862 to 1900
SPECIAL RESOLUTION. (Pursuant to Companies Act 1862.S.51)

Passed - 12th June 1902, Confirmed. 10th July. 1902

34118/6

Church of England Soldiers' Institutes.

At an Extraordinary General Meeting of the members of said association duly convened and held at Church House, Dean's Yard, Westminster on the 12th June 1902, the following Special Resolutions were duly passed and at a subsequent

~~NOTICE IS HEREBY GIVEN THAT AN~~ Extraordinary GENERAL

MEETING of the CHURCH OF ENGLAND SOLDIERS' INSTITUTES

ASSOCIATION ~~will be~~ held at the Church House, Dean's Yard,

Westminster, at 2.30 p.m., on Thursday, 10th July, 1902. the following Special Resolutions were duly confirmed

AGENDA.

~~Minutes of Extraordinary General Meeting held on 12th June, 1902.~~

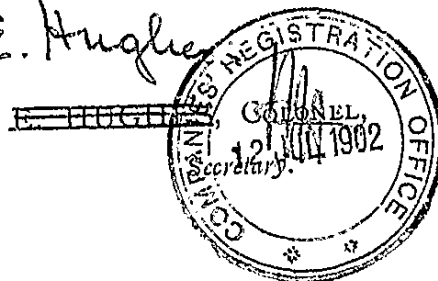
~~The Special Resolutions passed at the Meeting of 12th June, 1902, will be proposed for confirmation as follows, viz.:~~

- (a). That in the Note [a] to Rule 1 for Institutes the words "and in India" be inserted after the words "South Africa."
- (b). That at the beginning of Rule 5 for Institutes the words "If sanctioned by the Local Committee" be inserted before the word "Soldiers," and the word "need" substituted for "does" after the word "prohibition."

CHURCH HOUSE, WESTMINSTER.

11th June, 1902.

E. Angles



101

Church of England Soldiers' Institutes.

Passed 19th March 1903 confirmed 3rd April 1903

At an Extraordinary

duly convened and

The ANNUAL GENERAL MEETING of the Association will be held at the

CHURCH HOUSE, DEAN'S YARD, WESTMINSTER, at 2.30 p.m., on THURSDAY, 19th March

1903, when the following business will be carried out, namely:—

Special Resolutions were duly passed and at a subsequent

1. To receive and approve the Statement of Income and Expenditure and the Balance Sheet for 1902, as certified by the Auditors.

2. To consider the Annual Report for 1902, clause by clause, and adopt the same as amended.

3. To elect Members of the Executive Committee:—

General Lord CHELMSFORD, G.C.B., Colonel F. O. BARRINGTON-FOOTE, Major General R. W. JENY, C.M.G., Colonel JESSE, Colonel JARMOISE, R. V. E. B. N. NORMAN LEE, C.F., Colonel TWYMAN, C.B., and Lieut. Colonel J. D. WALKER, retire by rotation and are proposed for re-election.

The Rev. T. F. FALKNER, D.S.O., the Rev. G. GOODENUGH, R.N., the Ven. Archdeacon W. S. HANNA, Chaplain of the Fleet, Rear Admiral SWINTON C. HOLLAND, and Colonel F. H. MOUNTSTEVEN, C.M.G., are proposed to fill vacancies caused by death or resignation, or as additional Members.

4. To elect Auditors for the ensuing year.

duly convened
An EXTRAORDINARY GENERAL MEETING of the Association will be held at the same place at the close of the Annual General Meeting when the following will be proposed for adoption:—on the 3rd April 1903 the

following SPECIAL RESOLUTIONS were duly confirmed

1.—That the Memorandum of Association be added to and altered in the manner following:

In Articles 1, 3 (a) and 3 (b) the words "and Sailors" shall be inserted after the words "Church of England Soldiers'," and in Article 3 (a) the words "and Naval" after the words "the principal Military."

2.—That the Articles of Association be added to and altered in the manner following:

In Article 18 the words "at least ten days" shall be substituted for "at least fourteen days."

In Article 12b (3) the words "may elect one delegate member of the Executive Committee" shall be substituted for the words "may elect one member from its own body."

The following additional clause shall be added at the end of Article 12b, namely:

"(4). Two representatives nominated by the Church Navy and Army Board of Convocation."

3.—That the Rules and Regulations for Institutes be added to and altered in the manner following:

In Rules 1, 5, and 11 the words "and Sailors" shall be inserted after the word "Soldiers."

In Rules 14 and 15 and in Note [c] the words "and Chaplain of the Fleet" shall be inserted after the words "Chaplain-General" wherever the latter words occur, and words in the singular number will be altered to the plural number accordingly wherever required.

A Resolution will also be proposed "That a further grant of Fifty Pounds be made to the Institute at Peshawar to render it clear of debt."

A MEETING OF THE EXECUTIVE COMMITTEE of the Association will be held at same place and date as above to carry out the following business:

1. To sign Cheques as required.

2. To elect Members of Association.

3. To elect as Vice-Patrons, H.R.H. The DUKE OF CAMBRIDGE, K.G., His Grace the Archbishop of York, the Right Reverend the Bishops of London and Rochester, and the Right Hon. the Earl of Granbrook.

4. Sealing Trust Deeds of Bermuda, Bloemfontain, and Maritzburg Institutes, and Lease of site of Institute on Western Heights, Dover.

5. Any other business deemed urgent.

E. Anglin.

CHURCH HOUSE, WESTMINSTER.

14th March. 1903.

THOMAS, COLONEL.

Secretary.

REGISTERED

28944

4 APR 1903

Any further communication should be addressed to:—

THE ASSISTANT SECRETARY,
(FINANCE AND GENERAL DEPARTMENT),
BOARD OF TRADE,
7, WHITEHALL GARDENS,
LONDON, S.W.

And the following letter and number should be quoted:—

F 9268

Telegraphic Address.

BOARD TRADE, FINANCE,
LONDON.

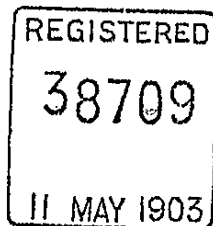
BOARD OF TRADE,

(FINANCE AND GENERAL DEPARTMENT),

7, WHITEHALL GARDENS,

LONDON, S.W.

9th May 1903



Sir,

With reference to your letter of the 4th instant, I am directed by the Board of Trade to inform you that they now approve of the name of the Church of England Soldiers' Institutes being changed to the Church of England Soldiers' and Sailors' Institutes.

This communication should be tendered to the Registrar of Joint Stock Companies, Somerset House, W.C., as his authority for entering the new name on the Register and for issuing his Certificate under Section 13 of the Companies' Act, 1862.

I am, Sir,

Your obedient servant,

Walter J. House

J. P. Secretary,

Church of England Soldiers' Institutes,

Church House,

Dean's Yard,

Westminster,

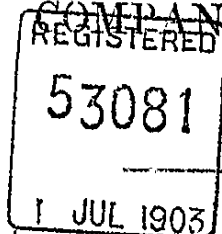


No. of }
(Certificate) {

9

Form No. 11.

"THE COMPANIES' ACTS, 1862 to 1900"



CR 9- add l



Notice of Increase in the Number of Members

of the Church of England Soldiers and
Sailors' Institutes

Company

Pursuant to Section 34, of the Companies' Act, 1862.



Presented for Filing by Colonel Imilins Hughes. Secretary-

CHURCH OF ENGLAND SOLDIERS' AND SAILORS' INSTITUTES

CHURCH HOUSE,

DEAN'S YARD,

WESTMINSTER,

LONDON. S.W.

NOTICE

Of increase in the Number of Members of the *Church of*
England Soldiers and Sailors' Institutes.

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The *Church of England Soldiers and*
Sailors' Institutes hereby give

you notice, in accordance with the Companies' Act, 1862, that by a Resolution of the

Company dated the *eleventh* day of *June. 1903*

the number of Members in the Company has been increased by the addition thereto of

fifty Members

beyond the present registered Number of *one hundred*

(Signature)

E. Hughes. Colonel

Secretary.

Dated *Twenty fourth* day of
June 1903.

COMPANIES ACTS 1862 TO 1900.

Special Resolution

* (Pursuant to Companies Act, 1862 s. 51)

OF THE

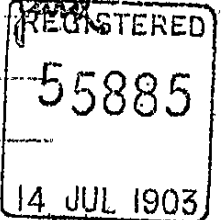
CHURCH OF ENGLAND SOLDIERS' AND SAILORS' INSTITUTES.

~~COMPANY LIMITED~~

Passed 11th June 1903, Confirmed 9th July 1903

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company,
duly convened and held at this Church House, Dean's Yard

Westminster



on the eleventh day of June 1903 in the County of Middlesex.
the following Special Resolution was duly passed, and at
a subsequent Extraordinary General Meeting of the Members of the
said Company, also duly convened and held at the same place on
the ninth day of July 1903
the following Special Resolution was duly confirmed

That so much of the Special Resolution Number One passed on the 19th day of
March, 1903, and confirmed on the third day of April, 1903, whereby it was
resolved That Articles 3 (a) and 3 (b) of the Memorandum of Association should
be added to and altered in the manner therein mentioned be rescinded.

Signature

Officer

E. Hughes
Blond
Secretary

To be authenti-
cated by the
written signature
of an Officer of
the Company.

* (NOTE.—A Resolution in order to be "Special" must be passed at a duly convened Meeting
by a three-fourths majority, and must be confirmed by a majority at a subsequent Meeting held at
an interval of not less than Fourteen Days nor more than one month from the day on which the
Resolution was passed. Mr. Justice Chitty decided in the case of the Railway Shareholders' Association.

COMPANIES ACTS 1862 TO 1900

Special Resolution

* (Pursuant to Companies Act, 1862 s. 51)

OF THE

CHURCH OF ENGLAND SOLDIERS' AND SAILORS' INSTITUTES

~~COMPANY LIMITED.~~Passed 14th January 1904, Confirmed 11th February 1904At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company,
duly convened and held at the Church House, Dean's YardWestminster

REGISTERED

14199

on the fourteenth day of January 1904 in the County of Middlesex
 the following Special Resolution was duly passed, and at
 a subsequent Extraordinary General Meeting of the Members of the
 said Company, also duly convened and held at the same place on
 the eleventh day of February 1904
 the following Special Resolution was duly confirmed

The Special
Resolution to
be printed on
this space and
not affixed to
it. The Act
does not admit
of writing.

That Rule I and its note (a) of Rules and Regulations for Church of England
Soldiers' and Sailors' Institutes be cancelled and the following substituted in its
place—

Rule I.—Each Institute at Home shall have the common title "Church of
England Soldiers' and Sailors' Institute" placed conspicuously on the front
of the building, although it may also bear any particular title chosen by
its local Committee. 'Abroad, the title may be "Church Institute for
Soldiers and Sailors," or words conveying this meaning.

Signature

Officer

E. Hughes
Blundell
Secretary

To be authenti-
cated by the
written signature
of an Officer of
the Company.

* (NOTE.—A Resolution in order to be "Special" must be passed at a duly convened Meeting
by a three-fourths majority, and must be confirmed by a majority at a subsequent Meeting held at
an interval of not less than Fourteen days nor more than one month from the day on which the
Resolution was passed. In the case of the Railway Supply Company, the interval between

34118/12
COMPANIES ACTS 1862 TO 1900

Special Resolution.

* (Pursuant to Companies Act, 1862 s. 51)

OF THE

CHURCH OF ENGLAND SOLDIERS' AND SAILORS' INSTITUTES.

COMPANY LIMITED.

Passed 5th March. 1906, Confirmed 14th April 1906

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company,
duly convened and held at Church House, Dean's Yard,

Westminster

on the eighth day of March 1906
the following **Special Resolution** was duly passed, and at
a subsequent Extraordinary General Meeting of the Members of the
said Company, also duly convened and held at the same place on
the fourth day of April 1906
the following **Special Resolution** was duly confirmed

REGISTERED
34160
11 APR 1906

The Special Resolution to be printed on this space and not affixed to it. The Act does not admit of writing.

"That Colonel JOHN PUREFOY ELLIS JERVOISE and Mr. VESEY GEORGE MACKENZIE HOLT, the Trustees of the Church of England Soldiers' and Sailors' Institutes, be and are hereby authorised to transfer the £491 7s. 6d. Victorian Government Inscribed Stock Four per cent. 1884, £32 16s. 7d. Consols, £499 Gas Water and General Investment Trust 4½ per cent. Preference Stock, and £368 Deferred Stock of the same Company, now standing in their names into the name of the Association and further that so soon as such Stocks and Securities shall have been transferred into the name of the Association, the said VESEY GEORGE MACKENZIE HOLT shall be forthwith released and discharged from such Trusteeship and that Colonel LLEWELYN WYVILL, of Somborne, Farnborough, Hants, be and is hereby appointed a Trustee in the place of the said VESEY GEORGE MACKENZIE HOLT and jointly with the said JOHN PUREFOY ELLIS JERVOISE of the said Association."

Signature

Officer

E. Anglin Colonel
Secretary

To be authenticated by the written signature of an Officer or the Company.

* (NOTE.—A Resolution in order to be "Special" must be passed at a duly convened Meeting by a majority of the Members present and must be confirmed by a majority of the Members at a subsequent Meeting held at a later date than the day on which the

DUPLICATE FOR THE FILE.

No. 34118 C.



Certificate of Change of Name
OF THE

Church of England Soldiers' Institutes.

I hereby Certify,

That the

Church of England Soldiers' Institutes, (the word 'Limited' being omitted by Licence of the Board of Trade).

having, with the sanction of a Special Resolution of the said Company, and with the approval of the BOARD OF TRADE, changed its name, is now called the

Church of England Soldiers' and Sailors' Institutes.

and I have entered such new name on the Register accordingly.

Given under my hand at London, this

Eleventh

day of

May

Thousand Nine Hundred and *three*

Ernest Jones

Registrar of Joint Stock Companies

Certificate received by

*E. Hughes. Colonel
Secretary.*

Date

13. May. 1903

COMPANIES ACTS 1862 TO 1900.

REGISTERED
89863
Special Resolution
22 OCT 1907



* (P. pursuant to Companies Act 1862)

OF THE

CHURCH OF ENGLAND SOLDIERS' AND SAILORS' INSTITUTES

~~COMPANY LIMITED~~

Passed 18th September 1907 Confirmed 16 October 1907

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company,
duly convened and held at CHURCH HOUSE,
DEAN'S YARD,

WESTMINSTER,
LONDON, S.W.

on the eighteenth day of September 1907,
the following Special Resolution was duly passed, and at
a subsequent Extraordinary General Meeting of the Members of the
said Company, also duly convened and held at the same place on
the sixteenth day of October 1907,
the following Special Resolution was duly confirmed.

"That, on account of the deficits in the financial working of the
York Institute (in consequence of which it has been closed from August
1st, 1907) and there being no apparent prospect of any financial
amelioration, the premises be sold."

The Special
Resolution to
be printed on
this space and
not affixed to
it. The Act
does not admit
of writing.

Signature _____

E. Anglin. Colonel

Officer _____

Secretary.

To be authenticated
by the
written signature
of an Officer of
the Company.

* (NOTE.—A Resolution in order to be "Special" must be passed at a duly convened Meeting
by a three-fourth's majority, and must be confirmed by a majority at a subsequent Meeting held at
an interval of not less than Fourteen Days nor more than one month from the day on which the
Resolution was passed. Mr. Justice Chitty decided in the case of the Railway Sleeper Supply Company
that the interval of not less than 14 days required to elapse between the holding of the
Meeting at which the Resolution was passed and the subsequent Meeting at which it was confirmed did

COMPANIES ACTS 1862 TO 1900.

Special Resolution

* (Pursuant to Companies Act, 1862 s. 51)

OF THE

CHURCH OF ENGLAND SOLDIERS' AND SAILORS' INSTITUTES.



~~COMPANY LIMITED.~~

REGISTERED
06082
19 DEC 1907

Passed 13th November 1907, Confirmed 11th December 1907

AT an EXTRAORDINARY GENERAL MEETING of the Members of the said Company,
duly convened and held at... CHURCH HOUSE,

DEAN'S YARD,

WESTMINSTER,

LONDON, S.W.

The blanks in
this heading
may be filled
up in writing.

on the {thirteenth} in the County of day of November 1907,
the following Special Resolution was duly passed, and at
a subsequent Extraordinary General Meeting of the Members of the
said Company, also duly convened and held at the same place on
the eleventh day of December 1907,
the following Special Resolution was duly confirmed

The Special
Resolution to
be printed on
this space and
not affixed to
it. The Act
does not admit
of writing.

"That the proposal to sell the Institute at Bulford Camp to the War
Department be approved."

E. Angles.

Colonel

Signature

Officer

Secretary.

To be authenti-
cated by the
written signature
of an Officer of
the Company.

(NOTE.—A Resolution in order to be "Special" must be passed at a duly convened Meeting
by a three-fourth majority, and must be confirmed by a majority at a subsequent Meeting held at
an interval of not less than Fourteen Days nor more than one month from the day on which the

1234118
1908
COMPANIES ACTS 1862 TO 1900

Special Resolution



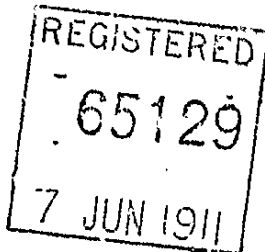
* (Pursuant to Companies Act, 1862 s. 51)

OF THE
CHURCH OF ENGLAND SOLDIERS' AND SAILORS' INSTITUTES.~~COMPANY LIMITED.~~Passed 3rd May. 1911, Confirmed 31st May. 1911AT AN EXTRAORDINARY GENERAL MEETING of the Members of the said Company,
duly convened and held at CHURCH HOUSE,DEAN'S YARD,WESTMINSTER,LONDON, S.W.

on the third day of May. 1911 in the County of Middlesex
 the following **Special Resolution** was duly passed, and at
 a subsequent Extraordinary General Meeting of the Members of the
 said Company, also duly convened and held at the same place on
 the thirty first day of May. 1911
 the following **Special Resolution** was duly confirmed

The Special
Resolution to
be printed on
this space and
not affixed to
it. The Act
does not admit
of writing.

St. THOMAS' MOUNT.—That the sale of the property at this place be sanctioned.



Signature _____

E. Hughes.

Colonel

Officer

Secretary

To be authenti-
cated by the
written signature
of an Officer of
the Company.

(NOTE.—A Resolution in order to be "Special" must be passed at a duly convened Meeting
by a three-fourth's majority, and must be confirmed by a majority of the Members of the Company.

No. 34118^c

Companies Act 1929

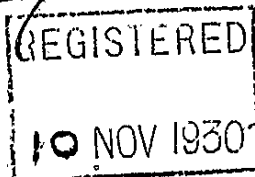
CHURCH OF ENGLAND
SOLDIERS' AND SAILORS' INSTITUTES.

At a GENERAL MEETING of the Association of the
OF ENGLAND SOLDIERS' AND SAILORS' INSTITUTES held at
House, WESTMINSTER, on Wednesday, 21st May, 1930, of which
21 days' notice had been given, and at which 14 members were
present, the following resolution was passed unanimously to
change the name of the Association to—

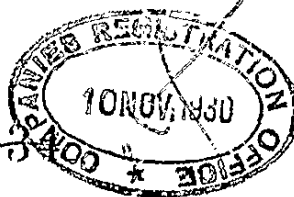
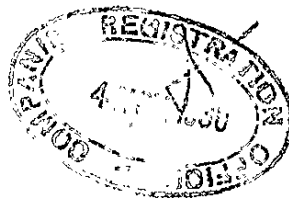
"CHURCH OF ENGLAND
SOLDIERS', SAILORS', AND AIRMEN'S INSTITUTES."

Rev. C. W. Motony

Secretary



Filed by
Filed Rose & Co,
36, Lincoln Inn Fields,
W.C. 2. Solicitors.

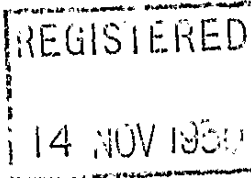


53-13400

may be addressed to the
Companies Department, Board of Trade, Great
George Street, London, S.W.1. (Telegraphic
Address: "Companies, Parl, London," Telephone
Number: Victoria 3840), and that the following
number may be quoted:— Cos. 2757/30.

BOARD OF TRADE,

13th November, 1930.



CHURCH OF ENGLAND SOLDIERS' AND SAILORS'
INSTITUTES.



Gentlemen,

With reference to your application of the 5th November,
I am directed by the Board of Trade to inform you that they approve of the
name of the above-named Company being changed to "CHURCH OF ENGLAND
SOLDIERS', SAILORS', AND AIRMEN'S INSTITUTES".

This communication should be tendered to the Registrar of Joint Stock
Companies, Somerset House, Strand, W.C.2.
as his authority for entering the new name on the Register, and for issuing
his certificate under Section 19 (4) of the Companies Act, 1929. A Postal
Order for 5/-, made payable to the Commissioners of Inland Revenue,
must at the same time be forwarded to the Registrar in payment of the
Registration fee.

I am, Gentlemen,

Your obedient Servant,

Messrs. Field Roscoe & Co.,
36, Lincoln's Inn Fields,
W.C.2.

Walter Cowley



DUPLICATE FOR THE FILE.

No. 34118



Certificate of Change of Name.

I hereby Certify, That

CHURCH OF ENGLAND SOLDIERS' AND SAILORS' INSTITUTES

having, with the sanction of a Special Resolution of the said Company, and with the approval of the BOARD OF TRADE, changed its name, is now called
CHURCH OF ENGLAND SOLDIERS', SAILORS', AND AIRMEN'S INSTITUTES

and I have entered such new name on the Register accordingly.

Given under my hand at London, this fourteenth day of November
One Thousand Nine Hundred and thirty

W. B. E.
Registrar of Companies.

Certificate received by

W. B. E. Nichols
clerk to Field Marshal
36, Lincoln Inn Fields
W.B.E.

Date

18th November 1930.

No. 34118



The Church of England, Soldiers', Sailors' & Airmen's Institute

Notice is hereby given that an Extraordinary General Meeting of the above-named Association will be held at 537, Grand Buildings, Trafalgar Square, W.C.2., on Wednesday the 5th day of April, 1950 at 11 a.m., when the following Resolution will be proposed as a Special Resolution:-

RESOLUTION:-

That the Memorandum of Association of the Association be amended as follows:-

- (1) In Clause 3 (d) delete the words "or for such other purposes as may be considered advisable or for which the said property may be suitable or adapted"
- (2) Add to the end of clause 3 (i) after the word "Association" - "for the purpose of promoting its objects"

Dated this 15th day of March 1950.

BY ORDER of the Executive Committee

P. W. Chamberlain

Major,
Secretary.



Wherefore I certify that the above is a true copy of the Special Resolution duly confirmed and passed on the 5th day of April, 1950.

June 7th, 1950.

H. G. H. H. H.
Secretary

Presented for filing by:-

FIELD ROSCOE & CO.,
52 Bedford Sq.,
W.C.1.

957



CHURCH OF ENGLAND SOLDIERS', SAILORS', &
AIRMENS' INSTITUTES



NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the above named Association will be held at 537 Grand Buildings, Trafalgar Square, London, On Wednesday the Ninth day of July 1952, at 11 o'clock in the forenoon, for the purpose of considering and (if thought fit) passing the subjoined Resolutions as SPECIAL RESOLUTIONS :-

RESOLUTIONS

1. "That the Memorandum of Association of the Association be amended by deleting in line 4 of Clause 3 (e) thereof the words 'AND MARINES', and substituting therefor the words 'MARINES, AND AIRMEN'".

2. "That the Articles of Association of the Association be amended in manner following :-

(a) By deleting in line 2 of Article 3 the words and figures 'the Companies' Acts, 1862 and 1890', and substituting therefor the words and figures 'the Companies Act, 1948' and by deleting in the last line of the same Article the words 'these Acts' and substituting therefor the words 'that Act'.

(b) By inserting after the word 'shall' in line 1 of Article 10 the words '(subject to the requirements of the Companies Act, 1948)'.

(c) By deleting in line 1 of paragraph (3A) of Article 11 the figures '£100' and substituting therefor the figures '£300' and by deleting in line 10 of paragraph (8) of the same Article the words 'two-thirds' and substituting therefor the words 'three-fourths'.

(d) By deleting in line 2 of Article 12 the figures and letter '12E' and substituting therefor the figures and letter '12D'.

REGISTERED
15 AUG 1952

15 AUG 1952

We hereby certify that these Special Resolutions have been printed by the lithograph process of J. H. Trimen & Co. Ltd. 11 Portugal St., W.C.2

34118

52

Church of England
Soldiers', Sailors', & Airmen's Institutes
INCORPORATED 1891



MEMORANDUM OF ASSOCIATION
AND
ARTICLES OF ASSOCIATION

Dated 26th May, 1891

AND

BYE LAWS

Dated 29th May, 1897

(Reprinted December, 1952)



As Amended at EXTRAORDINARY GENERAL MEETINGS held
on 12th May, 1897, 19th March, 1908, 20th April, 1932, 17th
May, 1944, 5th April, 1950, and 9th July, 1952.

OFFICE OF THE COMMANDER-IN-CHIEF, PORTSMOUTH



5501

4/2/53

34118

~~2 fee~~
~~2 certificate and District Certs~~
~~2 certificate and District Certs~~

15/8/52

Memorandum of Association
OF
THE CHURCH OF ENGLAND
SOLDIERS', SAILORS', & AIRMEN'S
INSTITUTES.

- 1.—The name of the Association is the "CHURCH OF ENGLAND SOLDIERS', SAILORS', AND AIRMEN'S INSTITUTES."
- 2.—The Registered Office of the Association will be situate in England.
- 3.—The objects for which the Association is established are :—
 - (a) To open, carry on, establish and maintain Church of England Soldiers' Institutes in the principal military stations and other places at home and abroad, and to assist local or other efforts to open, carry on, establish and maintain such Institutes.
 - (b) Subject to the provisions of the 21st section of the Companies' Act, 1862, to purchase, or take on lease, or use real or personal property, and any easements, rights or privileges necessary or convenient for the purposes of the Association, and to purchase, hire, or otherwise acquire any buildings, plant, fittings, and furniture, club and household effects, utensils, books, newspapers, periodicals, musical instruments, apparatus, appliances, and accommodation.
 - (c) To construct, maintain, improve, and alter any buildings or works necessary or convenient for the purposes of the Association.
 - (d) To use, or to let on lease or otherwise, or to permit the use and occupation of all or any part of the property of the Association for the purposes of the Association.
 - (e) To provide accommodation in the nature of club-houses and other conveniences in connection with such Institutes as aforesaid for the use of SOLDIERS, SAILORS, ROYAL MARINES, AND AIRMEN and to furnish and maintain the same, and to permit the same to be used by SOLDIERS

John Rose

SAILORS, ROYAL MARINES, AND AIRMEN, and their friends, either gratuitously or upon such terms as may be determined, and generally to do whatever may seem best calculated to promote the interests of the said Institutes, and in particular to make grants, or lend money to, or subsidise the said Institutes, or any of them.

- (f) To take over the effects and liabilities of any existing or future Church of England Soldiers' Institutes at Aldershot, Colchester, Woolwich, Gosport, the Curragh, or other places, and to develop, complete, organise, and maintain the same.
- (g) To provide religious services and religious instruction in accordance with the creeds and principles of the Church of England, which shall be open to or available for all SOLDIERS, SAILORS, ROYAL MARINES, AND AIRMEN, but so that attendances at such services or instruction shall be purely voluntary.
- (h) To act as trustees or managers of any property endowments, legacies, bequests, subscriptions, or gifts, for the purposes of the Association or any of them, and to invest such funds as shall not be immediately required in such investments as the Association thinks fit.
- (i) To sell, assign, convey, demise, let, mortgage, charge, or otherwise dispose of or deal with the whole or any part of the property and effects of the Association for the purpose of promoting its objects.
- (k) To borrow money upon bonds, bills, promissory notes, or other obligations or securities of the Association, or in such other manner as the Association shall think fit and to execute and grant cash, credit or other bonds, and make, accept, indorse, and execute promissory notes, bills of exchange, or other negotiable instruments.
- (l) To do such other lawful things as are incidental or conducive to the attainment of the above objects or any of them. Provided that if the Association shall take any property upon such trusts as to make it subject to the jurisdiction of the

Charity Commissioners, the Association shall observe all lawful directions of the Charity Commissioners with respect thereto, and 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 as originally framed, or as the same may be altered under the provisions of the Companies (Memorandum of Association) Act, 1890, and no portion thereof shall be paid or transferred 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, nor prevent the payment of interest at a rate not exceeding five per cent. per annum on money borrowed from any Member of the Association.

5.—The fourth paragraph of this Memorandum is a condition on which a licence 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 fourth 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 five pounds, or in the 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 Church of England Soldiers' -G
by

Institutes, in such shares or proportions, and in such manner as shall be determined by 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.

10.—The several persons whose names and addresses are subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, Addresses, and Descriptions of Subscribers.

JOHN COX EDGILL, D.D., Chaplain-General to the Forces and Honorary Chaplain to the Queen, War Office, Pall Mall.

CHELMSFORD, General, 5, Knarresboro' Place, S.W.

GUILBERT EDWARD WYNHAM MALET, Major, late R.A., 140, Palace Chambers, Bridge Street, S.W.

THOMAS ROWORTH PARR, Lieut.-Colonel, Junior United Service Club, S.W.

ALGERNON AUGUSTUS STEWART, Major-General, 19, Cranley Gardens, S.W.

JOHN BRIDGES WALKER, Lieut. Colonel, Fair View, Ash, near Aldershot.

CHARLES AUGUSTUS SOLME, Chaplain H.M. Forces, Royal Military Asylum, S.W.

Dated the 26th day of May, 1891.

Witness to the Signatures of the above-named :—

GEORGE GILBERT TREHERNE TREHERNE,
28, Bedford Row, London,

Solicitor

Confirmed to be a true copy of the Memorandum as altered by Special Resolution on 9th July 1952

20 FEB 1953

CHURCH OF ENGLAND
SOLDIERS' SAILORS'

AND ARMY AND NAVY INSTITUTIONS

Articles of Association
OF
THE CHURCH OF ENGLAND
SOLDIERS', SAILORS', & AIRMEN'S
INSTITUTES.

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

2.—The Association hereinafter mentioned may whenever they think fit register an increase of Members.*

3.—These Articles shall be construed with reference to the provisions of the Companies' Act, 1948, and terms used in these Articles have the same respective meanings as they have when used in that Act.

4.—The Association is established for the purposes expressed in the Memorandum of Association.

QUALIFICATION OF MEMBERS.

5.—Any person being a Communicant of the Church of England, or of any Church in communion with the Church of England, shall be deemed to be a Member of the Association, who having been elected as a Member at some meeting of the Headquarter Committee hereinafter referred to, or elected by the Committee of some local Church of England Institute to become a Member as their delegate, shall agree in writing to become such Member. The form of consenting to be a Member, to be signed by a Member, shall contain on some part of it a memorandum showing the liability attached to Membership under the 7th Clause of the Memorandum of Association.

5A.—Members shall consist of Annual Members and Life Members, and any subscriber of not less than two shillings and sixpence per annum to the General Fund of the Association (being otherwise qualified under Article 5) may be elected as an Annual Member; and any donor of not less than ten guineas in a single donation to the said General Fund (being otherwise qualified as aforesaid), may be elected as a Life Member.

RETIREMENT OF MEMBERS.

6.—Any Member of the Association who shall desire to retire and cease to be such Member, shall specify the same in

*An increase of Members to 100 was registered on 28th, December, 1898, and to 150 on 1st July, 1903.

writing
his name
sociation
ceased
Comm
commu
from t
Membe
rear fo
his na
suance

7.—
fill up
event o
any pe
fied as
of at l
sent at
siderin

8.—
appoin
proper
the tra
the An
tion ;
time fi
but un
form a
Clause

9.—
all Me
fixed
presen
of the

10.—
(subje
decide
votes

11.—
duties

writing to the Secretary, and upon the receipt of such writing his name shall be removed from the list of Members of the Association, and he shall be deemed to have retired and to have ceased to be such Member. Any Member who ceases to be a Communicant of the Church of England, or of any Church in communion as aforesaid, shall be deemed to desire to retire from the Association, and shall *ipso facto* cease to be such Member, and any Annual Member whose subscription is in arrear for more than one year shall cease to be such Member if his name shall be struck off the Register of Members in pursuance of a resolution of the Headquarter Committee.

7.—The Association shall have power from time to time to fill up vacancies occasioned by death or retirement. And in the event of any difference of opinion existing as to the election of any person proposed to be elected, and alleged to be duly qualified as aforesaid, the same shall be determined by a majority of at least two-thirds of the Members of the Association present at a Meeting specially convened for the purpose of considering the same.

8.—The Association shall meet at such times as they shall appoint. They may make such regulations as they think proper as to the summoning and holding of Meetings, and for the transaction of business thereat as are not inconsistent with the Articles as originally framed or altered by special resolution; and they may adjourn any Meeting, and from time to time fix the quorum necessary for the transaction of business, but until they shall otherwise determine five Members shall form a quorum, except as otherwise provided by Article 11, Clause 8.

9.—The Chairman of the Association shall take the chair at all Meetings of the Association, or in his absence at the time fixed for the commencement of such Meeting, the Members present shall choose some one of their number to be Chairman of the Meeting.

10.—Questions at any Meeting of the Association shall (subject to the requirements of the Companies' Act, 1948) be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

11.—The Association shall have the following powers and duties :—

- (1) To delegate any of their powers and duties to individual Members, or to any Committee, Headquarter or Local, and fix the quorum necessary for the transaction of business.

- (2) To fix, allow, and satisfy all allowances, costs, charges and expenses connected with the formation, registration, management and carrying on and winding-up of the Association, including the costs, charges and expenses of the Committee which has carried on the work of the Association prior to its incorporation.
- (3) To regulate and control the custody, management, expenditure, application and investment of moneys and funds of the Association, whether at Headquarters or in the hands of Local Committees.
- (3A) No capital expenditure in excess of £300 shall be incurred by Local Committees without the sanction of the Association. This does not apply to the Institutes under the control of the Salisbury Diocesan Board for the welfare of Imperial Troops, to the Aldershot Town Institute or to the "Trafalgar."
- (4) To borrow any sum or sums of money not exceeding in the whole a moiety of the estimated value of the property and assets of the Association for the time being, and that either on cash, credit or otherwise, and to assign or deposit, or charge by way of security for the same, all or any part of the property and effects of the Association.
- (5) To appoint such of their own Members as they shall think fit to sign cash credit bonds and other documents and receipts, and also cheques on the bank account of the Association.
- (6) To make grants from the funds of the Association, either by way of gift or loan, and in the latter case either with or without security, and carrying interest at such rate as may be agreed on, not exceeding £5 per cent. per annum, or at a nominal rate of interest, and generally on such terms as they shall think fit, to any district or local Institute established and conducted, or to be established and conducted, in accordance with "Rules and Regulations" to be issued from time to time by the Association.
- (7) To make and issue rules and regulations as to the establishment and conduct of such Institutes as aforesaid, and to define the conditions on which

12
Mee
all c
tion
perf
Suc
Elec
of 1

13

all allowances, costs, and carrying on association, including the Committee of the Association

custody, management, and investment of Association, whether hands of Local Com-

cess of £300 shall be mittees without the This does not apply control of the Salis- own Institute or to the

of money not exceed- ety of the estimated assets of the Associa- and that either on cash, to assign or deposit, or for the same, all or any effects of the Associa-

own Members as they credit bonds and other and also cheques on the iation.

nds of the Association, loan, and in the latter security, and carrying may be agreed on, not r annum, or at a nomi- generally on such terms o any district or local l conducted, or to be d, in accordance with to be issued from time n.

nd regulations as to the et of such Institutes as he conditions on which

the same shall be qualified to receive such grants as last aforesaid, and to add to, rescind, or vary such regulations from time to time.

- (7A) To make, vary, or repeal bye-laws as to the conduct of General Meetings ; as to the constitution of the Headquarter Committee ; and also to the regulation of the business of the Association generally, or of the business of the Headquarter Committee.
- (8) Notwithstanding the three preceding clauses, no bye-laws shall be made, varied, or repealed ; and no grant of money exceeding £20, either by way of gift or loan, and no addition, rescission, or variation to or of any original or subsequent Rule or Regulation shall be made, except at a Meeting of the Association specially convened for the purpose, at which Meeting not less than eight of the Members for the time being of the Association shall be present, or without the consent of at least three-fourths of the Members so present.
- (9) To bring and defend any action, prosecution, or other legal proceedings ; to refer disputes to arbitration, to give time to debtors, and
- (10) To make due provision for procuring, collecting, receiving, and applying donations, annual or other subscriptions and contributions for the purposes of the Association from all persons willing to make, pay, or contribute the same, and for the interim investment of so much thereof, as may not be immediately required for the purposes of the Association.
- (11) Generally to do all things which from time to time may be or appear to them to be necessary or expedient for the purposes of the Association.

12.—Unless and until the Association shall in General Meeting otherwise direct, and save as provided in Article 12b, all or any of the powers and duties conferred upon the Association by the Articles of Association may be exercised and performed by the Headquarter Committee for the time being. Such Committee shall be composed of *ex-officio* Members, Elected Members, and Delegate Members, so that the number of Elected Members do not exceed 30, nor be less than 15.

12A.—The Headquarter Committee shall consist of :—

(1) *Ex-officio* Members.

The Chairman of the Association and the Hon. Treasurer.

(2) Elected Members.

(3) Delegate Members :—

The Local Committee of each Institute, the property of which is vested in the Association, may elect one delegate Member of the Headquarter Committee with full voting powers. Upon any such Delegate resigning or ceasing to be a Delegate, another may be elected as such in his place by the Local Committee of the Institute which elected him.

12b.—One-third of the Headquarter Committee who are neither *Ex-officio* nor Delegate Members, shall retire in rotation in the order of seniority at the Annual General Meeting, in 1898, and at every subsequent Annual General Meeting, but the retiring Members shall be eligible for re-election.

12c.—Any casual vacancy among the elected Members of the Headquarter Committee may be filled up by the Headquarter Committee ; but any Member who may be so added to the Headquarter Committee shall retire in the rotation in which the Member whose place he fills would have had to retire. At each Annual General Meeting the Association shall fill up the places vacated by retiring Members of the Headquarter Committee.

12d.—Notwithstanding Article 12, the appointment of the Chairman, the Hon. Treasurer, and the Secretary of the Association shall be made by the Association in General Meeting, after due notice of their nomination shall have been given ; and unless any of them shall be removed from Office by the Association in General Meeting, they shall only vacate the same by death or resignation.

12e.—The Auditor or Auditors shall be elected at the Annual General Meeting of the Association for one year, and will be eligible for re-election.

12f.—Patrons and Patronesses may be elected by a majority composed of two-thirds of the Members of the Headquarter Committee present at the Monthly Meeting, notice having been given at a previous Monthly Meeting of the intention to propose the election of such Patrons or Patronesses.

13.—The
shall arise
or for a
latter case
Associati
resolution
Whenever
abroad, c
acting, a
may, as
like man
general p
place wh
shall hap
kept up.

14.—A
shares, an
shall from
in the Tr
tion shall
Trustee of
and securi
shall be so
may vest
surviving
Trustees s

15.—It
general or
the Associ
time to t
Association
otherwise
a Special
specially c
in the case
of this cla
applicable,

15A.—Th
property u
applied to
exclusion o

TRUSTEES.

13.—Trustees may be appointed if, and as often as occasion shall arise, either for the general purposes of the Association, or for any specific purpose or purposes thereof, and in the latter case, whether the persons appointed be Members of the Association or not, such appointments may be made by a resolution passed at an Extraordinary General Meeting. Whenever any one or more Trustees shall die, go to reside abroad, or desire to be discharged, or become incapable of acting, a successor or successors of such Trustee or Trustees may, as soon as convenient, be nominated and appointed in like manner, and in the case of any Trustees appointed for general purposes, such nomination and appointment shall take place whenever any or either of the events before referred to shall happen, so that the original number of Trustees may be kept up.

14.—All freehold or leasehold property, stocks, funds, shares, and other securities, the property of the Association, shall from time to time be vested either in the Association or in the Trustees or Trustee for the time being as the Association shall determine; and upon any appointment of a new Trustee or new Trustees such property, stocks, funds, shares, and securities, unless vested or to be vested in the Association, shall be so conveyed, assigned, and transferred, that the same may vest in such new Trustee or Trustees jointly with the surviving or continuing Trustees or Trustee, or in such new Trustees solely as the case may be.

15.—It shall be obligatory upon the Trustees, whether general or special, to deal with or dispose of any property of the Association vested in them as the Association shall from time to time direct, but no part of the property of the Association shall be sold, assigned, transferred, conveyed, or otherwise disposed of by the Trustees, without the authority of a Special Resolution, passed at a Meeting of the Association specially convened as prescribed by Article 11, Clause 8, and in the case of property taken upon special trusts the provisions of this clause are only to apply so far as they are legally applicable, having regard to such special trusts.

15A.—The Association may receive gifts of money or 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.

GENERAL MEETING.

16.—The first General Meeting shall be held at such time not being more than three months after the incorporation of the Association, and at such place as the Chairman may determine.

17.—The Association shall once in every calendar year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year, and shall specify the Meeting as such in the notice convening it. The Annual General Meeting shall be held at such time and place as may be determined by the Association in General Meeting, or failing such determination by the Chairman, but so that not more than fifteen months shall elapse between the holding of any two successive Annual General Meetings.

18.—All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

19.—The Chairman may whenever he thinks fit, and he shall on the requisition made in writing by any five or more Members, convene an Extraordinary General Meeting.

20.—Any requisition made by the Members shall express the object of the Meeting proposed to be called, and shall be left at the registered office of the Association.

21.—Upon receipt of such requisition the Chairman shall forthwith proceed to convene an Extraordinary General Meeting. If he does not proceed to convene the same within 21 days from the date of the requisition, the requisitionists or any other five Members may themselves convene a Meeting.

PROCEEDINGS AT GENERAL MEETINGS.

22.—(1) An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty one days' notice in writing at the least, and a Meeting of the Association other than an Annual General Meeting or a Meeting called for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the time of the Meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any,

ld at such time
incorporation of
Chairman may

endar year hold
ting in addition
shall specify the
The Annual
ad place as may
al Meeting, or
but so that not
the holding of

Annual General
al Meetings.

anks fit, and he
ny five or more
Meeting.

rs shall express
ed, and shall be

Chairman shall
y General Meet-
same within 21
sitionists or any
Meeting.

ETINGS.

Meeting called
olution shall be
e in writing at
ssociation other
g or a Meeting
cial Resolution
ays' notice in
notice shall be
it is served or
ay for which it
place, the day
d, in case of
nature of that
manner herein-
manner, if any.

as may be prescribed by the Association in General Meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association.

- (2) A Meeting of the Association shall, notwithstanding that it is called by shorter notice than is specified by this Article, be deemed to have been duly called if it is so agreed (a) in the case of a Meeting called as an Annual General Meeting by all the Members entitled to attend and vote thereat and (b) in the case of any other Meeting by a majority in number of the Members having a right to attend and vote at the Meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at the Meeting of all the Members.
- (3) The accidental omission to give notice of a Meeting to or the non-receipt of notice of a Meeting by any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

23.—All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts and balance sheets, the reports of the Headquarter Committee and the Auditors, the election of Members of the Headquarter Committee in the place of those retiring, and the appointment of and the fixing of the remuneration of the Auditors.

24.—No business shall be transacted at any Meeting of the Association unless a quorum of Members is present at the commencement of such business. Five Members of the Association shall form a quorum, except as otherwise provided by Article 11, paragraph 8.

25.—If within thirty minutes from the time appointed for the Meeting a quorum of Members is not present, the Meeting, if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned Meeting a quorum of Members is not present, it shall be adjourned *sine die*.

26.—The Chairman of the Association shall preside at all Meetings of the Association.

27.—If at any Meeting the Chairman shall not be present the Members present shall choose one of their own number to be Chairman of such Meeting.

28.—The Chairman may, with 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.

29.—At any General Meeting unless a poll is demanded by at least five Members, a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the book of proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

30.—If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Association in General Meeting.

31.—Every Member of the Association shall have one vote and no more, and no Member shall be entitled to vote by proxy.

ACCOUNTS.

32.—The Association shall cause true accounts to be kept of the moneys received and expended by the Association, and of the matters in respect of which such receipt and expenditure takes place, and of the assets, credit and liabilities of the Association.

33.—The books of account shall be kept at the registered office of the Association, or at such other place or places as the Association think fit.

34.—Once at least in every year the accounts of the Association shall be examined, and the correctness of the statement and balance sheet ascertained by one or more Auditor or Auditors.

35.—The Auditor or Auditors shall be supplied with a copy of the balance sheet, and it shall be his or their duty to examine the same with the accounts and vouchers relating thereto, and report on the same to the Members of the Association at the Annual General Meeting.

APPROPRIATION OF PROFITS.

36.—It shall not be in the power of the Association to declare any dividend to be paid to the Members of the Association.

37.—Any profits arising from the business of the Association, from whatever source and in whatever locality, are the property of the Association and shall be applied by the Association in the manner specified in the Memorandum of Association.

MINUTES.

38.—Minutes of the proceedings of every Meeting of the Association shall be recorded in a book or books to be kept for that purpose, and be signed by the Chairman of such Meeting, and in case of his not signing such minutes at or before the succeeding Meeting, then if confirmed at such succeeding Meeting by the Chairman thereof, and such minutes when so recorded and signed shall be received as evidence of such proceedings without further proof. The minute book shall be open to the inspection of the Members at all reasonable times upon application to the Secretary.

WINDING UP.

39.—The Association shall be wound up voluntarily, whereon a Special Resolution as defined by the Companies' Act, 1948, is passed requiring the Association to be wound up voluntarily.

NOTICES.

40.—A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered place of address.

41.—As regards the Members who have no registered address in the United Kingdom a notice posted up in the office shall be deemed to be well served on them at the expiration of 24 hours after it is so posted up.

42.—Any notice required to be given by the Association to the Members or any of them and not expressly provided for by these presents shall be sufficiently given if given by advertisement.

43.—Any notice given by advertisement shall be inserted once in two London daily newspapers.

44.—Any notice if served by post shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid, and put into a post office.

PROFITS.

the Association to
Members of the

R. 5094.

L. S.

LICENCE 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 Church of England Soldiers' Institutes, which is about to be registered under the Companies' Acts, 1862 to 1890, 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 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 Church of England Soldiers' Institutes as subscribed by seven Members thereof on the 26th day of May, 1891, do by this their licence direct the Church of England Soldiers' Institutes 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 28th day of May, 1891.

COURTENAY BOYLE,
An Assistant Secretary to the Board of Trade.

(No. 34118.)

(C.N.L. 33193.)

CERTIFICATE OF INCORPORATION.

I hereby certify that the CHURCH OF ENGLAND SOLDIERS' INSTITUTES, the word "Limited" being omitted by licence of the Board of Trade, is this day incorporated under the Companies' Acts, 1862 to 1890, and that the Company is Limited.

Given under my hand at London this Twenty-ninth day of May, One thousand eight hundred and ninety-one.

J. C. PURCELL,
Registrar of Joint Stock Companies.

(No. 34118c.)

CERTIFICATE OF CHANGE OF NAME.

I hereby certify that the CHURCH OF ENGLAND SOLDIERS' INSTITUTES, the word "Limited" being omitted by licence of the Board of Trade, having with the sanction of a Special Resolution of the said Company and with the approval of the Board of Trade changed its name, is now called the CHURCH OF ENGLAND SOLDIERS' AND SAILORS' INSTITUTES, and have entered such new name on the Register accordingly.

Given under my hand at London this Eleventh day of May, One thousand nine hundred and three.

ERNEST CLEAVE,
Registrar of Joint Stock Companies.

(No. 34118.)

CERTIFICATE OF CHANGE OF NAME.

I hereby certify that the CHURCH OF ENGLAND SOLDIERS' AND SAILORS' INSTITUTES having, with the sanction of the said Company, and with the approval of the Board of Trade, changed its name, is now called CHURCH OF ENGLAND SOLDIERS', SAILORS', AND WORKMEN'S INSTITUTES, and I have entered such new name on the Register accordingly.

Given under my hand at London this Fourteenth day of November, One thousand nine hundred and thirty.

C. C. GALLAGHER,
Registrar of Companies.

Bye Laws.

1.—All meetings of the Association and of the Headquarter Committee shall be opened with prayer.

ANNUAL GENERAL MEETING OF THE ASSOCIATION.

2.—General Meetings shall be held in accordance with the Articles of the Association, numbered 16 to 31 inclusive, and the Annual Meeting of the Association shall be summoned by the Secretary at the request of the Headquarter Committee sometime before the end of May.

3.—The business of the Annual Meeting shall be to receive and consider the Statement of Income and Expenditure and the Balance Sheet for the preceding year, the Annual Report of the Headquarter Committee on the state and progress of the Association and of the Institutes connected with it, and the Auditor's Report; to elect Committeemen in place of those retiring by rotation or otherwise; to fill up any vacancies amongst the Officials of the Association; and transact any other business which, under the Articles of the Association, ought to be transacted at an Ordinary Meeting. A certificate shall be also attached by the Auditor to his Report that the title-deeds of the various properties held by the Association have been inspected and found to be in proper custody.

4.—A Member may submit any resolution to an Ordinary Meeting, provided he or she shall have given not less than twenty-one days' notice of such resolution, by leaving a copy thereof with the Secretary.

5.—Subscribers, not Members of the Association, and the friends of Members or subscribers may be invited, at the discretion of the Headquarter Committee, to be present at the Annual General Meeting, but shall not be entitled to speak or vote.

ACCOUNTS.

6.—The financial year shall commence on the 1st of January.

7.—All moneys received shall be paid to the credit of the Association at its bankers, and payments shall be made therefrom, and cheques signed, as may be ordered from time to time by the Headquarter Committee.

8.—
sanction

9.—
Meeting
to be a

10.—
When the
become
office, the

11.—
tions as to
Meetings
thereat,
for the t
wise dele
shall form
11, of A

12.—
powers to
individual
Committee
appoint,
not appoi
tive duties
and cond

13.—
any such
Meeting of
Meeting of
election of
for the en

14.—
time, by
Secretary,
take effect
after the

8.—No payment shall be made without the order or sanction of the Headquarter Committee.

HEADQUARTER COMMITTEE.

9.—Any Member who shall not have attended at least one Meeting of the Committee in the course of the year shall cease to be a Member thereof, but shall be eligible for re-election.

10.—Retirement by seniority means by date of election. When there shall be Members of equal seniority and it shall become necessary to determine which Members shall vacate office, the question shall be decided by lot.

11.—The Headquarter Committee may make such regulations as they think proper as to the summoning and holding of Meetings of the Committee and for the transaction of business thereat, and may from time to time fix the quorum necessary for the transaction of business ; but, until they shall otherwise determine, five Members of the Headquarter Committee shall form a quorum, except as provided by Clause 8, Article 11, of Association.

12.—The Headquarter Committee may delegate any of their powers to any Committee or Sub-Committee, or to any individual Member of the Headquarter Committee or Local Committee of any Institute or group of Institutes. They may appoint, remove, or suspend any employé of the Association not appointed by the Association, and determine their respective duties, powers, and emoluments, and generally manage and conduct the business and affairs of the Association.

13.—The Headquarter Committee shall meet monthly, or at any such other times as they may appoint. At the first Meeting of the Headquarter Committee after each Annual Meeting of the Association, the first business shall be the election of a Deputy-Chairman of the Headquarter Committee for the ensuing year.

14.—A Member of the Headquarter Committee may at any time, by notice in writing, signed by him, and sent to the Secretary, resign his membership ; and such resignation shall take effect at the next Meeting of the Headquarter Committee after the receipt of such notice.

15.—The Headquarter Committee shall prepare and propose for election at the Annual General Meeting the names of persons to fill up vacancies in the list of elected Members, provided that it shall be lawful for any individual Member of the Association to propose persons to fill such vacancies by leaving a notice in writing with the Secretary, on or before the 1st of January, giving the names of the proposed Candidate or Candidates and of the seconder.

16.—The Chairman of the Association may at any time of his own motion or on the requisition of five Members of the Headquarter Committee, forthwith summon a Special Meeting of the Headquarter Committee. No business, other than that for which the Meeting is summoned, shall be discussed at the Meeting so convened.

17.—The Chairman of the Association shall take the chair at all Meetings of the Headquarter Committee at which he is present, and if at any Meeting he is not present at the time appointed for holding the same, the Deputy-Chairman, if present, shall take the chair; in his absence, some Member of the Committee present shall be called to the chair.

18.—Questions at any Meeting of the Headquarter Committee shall be decided by the votes of the majority of Members present, and in case of an equality of votes the Chairman of the Meeting shall have a second or casting vote.

19.—Seven days' notice at the least, specifying the place, date, and hour of every Meeting, and the general nature of the business to be transacted thereat, shall be given to the Members in the manner prescribed in the Articles 40 to 44.

20.—If a quorum be not present at any duly summoned Meeting of the Committee, any Members or Member present may go through the business on the agenda paper; but no grant or order made, or resolution passed, at any such Meeting shall be binding until it has been confirmed at a subsequent Meeting at which a quorum shall be present.

21.—The Chairman of any Meeting, with the consent of the majority of Members present, may adjourn any Meeting from time to time and from place to place; but the business left unfinished at the former Meeting can alone be transacted at any adjourned Meeting.

22.—Minutes of the proceedings shall be recorded in a book kept for that purpose, and shall be signed by the Chairman of the Meeting at which such minutes are confirmed.

29th May, 1897.



CHURCH OF ENGLAND SOLDIERS', SAILORS'
& AIRMEN'S INSTITUTES.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the above named Association will be held at 537, Grand Buildings, Trafalgar Square, W.C.2. on Wednesday the 8th day of July, 1953, at 11 o'clock in the forenoon for the purpose of considering and if thought fit passing the sub-joined Resolution as a Special Resolution.

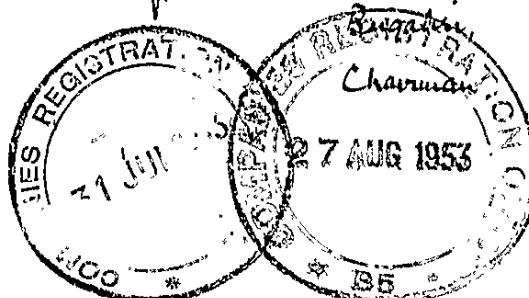
SPECIAL RESOLUTION.

THAT the Regulations contained in the printed document submitted to the Meeting and for the purpose of the Meeting subscribed by the Chairman thereof be approved and adopted as the Memorandum and Articles of Association of the Association in substitution for and to the exclusion of all existing Memorandum and Articles thereof.

The above Special Resolution was approved and passed by the Association on the 8th July, 1953.

8th July, 1953.

A2629
3372



I hereby certify that this is a true and exact copy of the Memorandum and Articles of Association and Bye laws as at present existing and incorporates all the alterations made from time to time by Extraordinary and Special Resolutions or by order of Court.

26th August, 1953.

Chairman of Extraordinary General Meeting held on
Church of England

A. T. Shakespear
Brigadier,
8th July, 1953.

Soldiers', Sailors', & Airmen's Institutes

INCORPORATED 1891

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

Dated 26th May, 1891

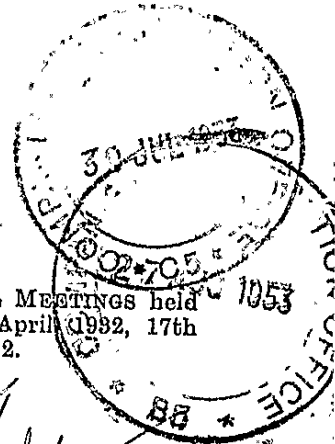
AND

BYE LAWS

Dated 29th May, 1897

(Reprinted December, 1952)

As Amended at EXTRAORDINARY GENERAL MEETINGS held on 12th May, 1897, 19th March, 1903, 20th April 1932, 17th May, 1944, 5th April, 1950, and 9th July, 1952.



A. T. Shakespear
Brigadier,
Chairman.

OFFICE OF THE COMMANDER-IN-CHIEF, PORTSMOUTH

Approved and passed by the Association at an Extraordinary General Meeting held on the 8th July, 1953.

8th July, 1953.

A. T. Shakespear
Brigadier,
Chairman

CHURCH OF ENGLAND SOLDIERS', SAILORS' &
AIRMEN'S INSTITUTES.



34
14 MAY 1954

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the above-named Association will be held at 87, Grand Buildings, Trafalgar Square, London, W.C.2. on Wednesday the 14th day of April, 1954 at 11 o'clock in the forenoon for the purpose of considering and (if thought fit) passing the subjoined Resolution as a SPECIAL RESOLUTION :-

RESOLUTION

That the Articles of Association of the Association be amended in manner following :-

By adding to Article 12 the following new Article 12C.

A President and Vice-Presidents may be elected by a majority composed of two-thirds of the Members of the Headquarter Committee present at a monthly meeting notice having been given at a previous monthly meeting of the intention to propose the election of such President or Vice-Presidents.

DATED the 15th day of March, 1954.

By Order of the Board,

Secretary.

*Resolution was approved & passed
on the Association on the fourteenth day of April 1954
14th April 1954
A. Y. Shakerjee
Chairman C.E.S.A.I.*

14 MAY 1954
It is hereby certified that this Resolution has been printed by the lithographic process

L. E. V. Trimen
Director
Trimmen & Co. Ltd.
11 Portugal St., W.C.2

no 34118 + 62
Cor / 38224/57

copy

17/11/58

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE



Resolutions

OF

Church of England Soldiers', Sailors', & Airmen's Institutes

Passed 22nd October, 1958

At an EXTRAORDINARY GENERAL MEETING of the members of the Church of England Soldiers', Sailors' & Airmen's Institutes, duly convened and held the following Resolutions were passed as to Resolutions 1 and 2 as SPECIAL RESOLUTIONS and as to Resolution 3 as an ORDINARY RESOLUTION.

RESOLUTIONS.

1. That the name of the Company be changed to " Church of England Soldiers', Sailors' & Airmen's Clubs ".
2. That the Articles of Association of the Association be amended as follows :—
 - (i) by the substitution of the words " the Council " for the words " the Headquarter Committee " where appearing in these Articles and in the Bye-Laws of the Association ;

presented by
Colifford James Hob.
11. Oct 1958, G.C.2.

1072

23 OCT 1958



(ii) by the substitution of the sum of "five guineas" as the subscription of a Life Member for the sum of "ten guineas" where appearing in Article 5A.

(iii) by the deletion of Article 9 and the substitution therefor of the following new Article :

" 9. The President and in his absence the Chairman of the Association shall preside at all Meetings of the Association or in their absence at the time fixed for the commencement of such Meeting the Members present shall choose someone of their number to be Chairman of the Meeting."

(iv) by the deletion of Article 11 (8) and all references to that Article in Articles 8, 15 and 24 and Bye-Law 11 ;

(v) by the deletion of Article 11 3(A) and the substitution therefor of the following new Article :

" 11. 3 (A) No capital expenditure may be incurred by any Local Committee out of its own Funds in any one year in excess of the sum of £750 or such greater sum as may be approved either generally or specifically by the Council on the recommendation of the Finance Sub-Committee (if any). This paragraph of this Article shall not apply to the Institutes under the control of the Salisbury Diocesan Board for the welfare of Imperial Troops, to the Aldershot Town Institute or to the "Trafalgar"."

(vi) by the deletion of Articles 12, 12A, 12B and 12C and the substitution therefor of the following new Articles :

" 12. Until the Association shall in General Meeting otherwise direct and save as provided in Article 12B all or any of the powers and duties conferred upon the Association may be exercised and performed by the Council for the time being. The Council shall be composed of not less than 15 members with the addition of ex-officio Members. The ex-officio Members shall be the Chairman, Deputy Chairman and the Hon. Treasurer of the Association and the Chaplain of the Fleet, Chaplain General to the Forces, Chaplain-in-Chief, Royal Air Force (or their representatives) and the Assistant Chaplains General of the Commands in England.

"five guineas" as the
the sum of "ten guineas"

substitution therefor of the

absence the Chairman of
meetings of the Association
for the commencement of
shall choose someone of
meeting."

and all references to that
bye-Law 11 ;

the substitution therefor

liture may be incurred by
Funds in any one year in
greater sum as may be
ly by the Council on the
Sub-Committee (if any).
ot apply to the Institutes
Diocesan Board for the
Aldershot Town Institute

2B and 12c and the sub-
w Articles :

shall in General Meeting
in Article 12D all or any
on the Association may
ouncil for the time being.
ot less than 15 members
embers. The ex-officio
puty Chairman and the
nd the Chaplain of the
rces, Chaplain-in-Chief,
tives) and the Assistant
n England.

SAILORS, ROYAL MARINES, AND AIRMEN, and
their friends, either gratuitously or upon such
terms as may be determined, and generally to do
whatever may seem best calculated to promote
the interests of the said Institutes, and in par-
ticular to make grants, or lend money to, or
subsidise the said Institutes, or any of them.

- (f) To take over the effects and liabilities of any
existing or future Church of England Soldiers'
Institutes at Aldershot, Colchester, Woolwich,
Gosport, the Curragh, or other places, and to
develop, complete, organise, and maintain the
same.
- (g) To provide religious services and religious
instruction in accordance with the creeds and
principles of the Church of England, which shall
be open to or available for all SOLDIERS, SAILORS,
ROYAL MARINES, AND AIRMEN, but so that attend-
ances at such services or instruction shall be
purely voluntary.
- (h) To act as trustees or managers of any pr erty
endowments, legacies, bequests, subscriptio , or
gifts, for the purposes of the Association or any
of them, and to invest such funds as shall not be
immediately required in such investments as the
Association thinks fit.
- (i) To sell, assign, convey, demise, let, mortgage,
charge, or otherwise dispose of or deal with the
whole or any part of the property and effects of
the Association for the purpose of promoting its
objects.
- (k) To borrow money upon bonds, bills, promissory
notes, or other obligations or securities of the
Association, or in such other manner as the
Association shall think fit and to execute and
grant cash, credit or other bonds, and make,
accept, indorse, and execute promissory notes,
bills of exchange, or other negotiable instru-
ments.
- (l) To do such other lawful things as are incidental or
conducive to the attainment of the above objects
or any of them. Provided that if the Associa-
tion shall take any property upon such trusts as
to make it subject to the jurisdiction of the

4

Charity Commissioners, the Association shall observe all lawful directions of the Charity Commissioners with respect thereto, and 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 as originally framed, or as the same may be altered under the provisions of the Companies (Memorandum of Association) Act, 1890, and no portion thereof shall be paid or transferred 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, nor prevent the payment of interest at a rate not exceeding five per cent. per annum on money borrowed from any Member of the Association.

5.—The fourth paragraph of this Memorandum is a condition on which a licence 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 fourth 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 five pounds, or in the 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 Church of England Soldiers'

Institutes
as shall be
before the
Judge of
jurisdiction

9.—The
received
respect of
and of the
and subj
manner
ance wit
shall be
in every
and the
more pr

the the
scribe
pursu

No

JOHN

CHE

GR

THE

AL

JO

CH

De

Wit

iation sha
harities Com-
l if required
cial trustees

on whence so-
promotion of
Memorandum
ame may be
Memorandum
shall be paid
idend, bonus
mbers of the
l prevent the
ty officers or
e Association
y rendered to
rest at a rate
ney borrowed

randum is a
board of Trade
of the Com-

r receives any
of the terms of
liability shall

rtakes to con-
ut of the same
a Member, or
the debts and
e the time at
e, charges, and
adjustment of
emselves, such
pounds, or in
l, such other
last preceding

f the Associa-
its debts and
all not be paid
ssociation, but
land Soldiers'

Institutes, in such shares or proportions, and in such manner as shall be determined by 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.

10.—The several persons whose names and addresses are subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, Addresses, and Descriptions of Subscribers.

- JOHN COX EDGILL, D.D., Chaplain-General to the Forces and Honorary Chaplain to the Queen, War Office, Pall Mall.
- CHELMSFORD, General, 5, Knaresboro' Place, S.W.
- GUILBERT EDWARD WYNDHAM MAZET, Major, late R.A., 140, Palace Chambers, Bridge Street, S.W.
- THOMAS ROWORTH PARR, Lieut.-Colonel, Junior United Service Club, S.W.
- ALGERNON AUGUSTUS STEWART, Major-General, 19, Cranley Gardens, S.W.
- JOHN BRIGGES WALKER, Lieut.-Colonel, Fair View, Ash, near Aldershot.
- CHARLES AUGUSTUS SOLBE, Chaplain H.M. Forces, Royal Military Asylum, S.W.

Dated the 26th day of May, 1891.

Witness to the Signatures of the above-named :—

GEORGE GILBERT TREHERNE TREHERNE,
28, Bedford Row, London,
Solicitor.

Articles of Association
OF
THE CHURCH OF ENGLAND
SOLDIERS', SAILORS', & AIRMEN'S
INSTITUTES.

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

2.—The Association hereinafter mentioned may whenever they think fit register an increase of Members.*

3.—These Articles shall be construed with reference to the provisions of the Companies' Act, 1948, and terms used in these Articles have the same respective meanings as they have when used in that Act.

4.—The Association is established for the purposes expressed in the Memorandum of Association.

QUALIFICATION OF MEMBERS.

5.—Any person being a Communicant of the Church of England, or of any Church in communion with the Church of England, shall be deemed to be a Member of the Association, who having been elected as a Member at some meeting of the Headquarter Committee hereinafter referred to, or elected by the Committee of some local Church of England Institute to become a Member as their delegate, shall agree in writing to become such Member. The form of consenting to be a Member, to be signed by a Member, shall contain on some part of it memorandum showing the liability attached to Membership under the 7th Clause of the Memorandum of Association.

5A.—Members shall consist of Annual Members and Life Members, and any subscriber of not less than two shillings and sixpence per annum to the General Fund of the Association (being otherwise qualified under Article 5) may be elected as an Annual Member; and any donor of not less than ten guineas in a single donation to the said General Fund (being otherwise qualified as aforesaid), may be elected as a Life Member.

RETIREMENT OF MEMBERS.

6.—Any Member of the Association who shall desire to retire and cease to be such Member, shall specify the same in

*An increase of Members to 100 was registered on 28th, December, 1898, and to 150 on 1st July, 1903.

writing
his nar
sociatio
ceased
Commun
commu
from i
Membe
rear fo
his nar
suance

7.—
fill up
event
any pe
fied as
of at l
sent at
siderin

8.—
appoin
proper
the tre
the An
tion;
time fi
but in
form
Clause

9.—
all Me
fixed
preser
of the

10.—
(subje
decide
votes

11.—
duties

iation

ENGLAND & AIRMEN'S

tion the number of
not to exceed fifty.
ationed may whenever
members.*

l with reference to the
8, and terms used in
meanings as they have

r the purposes expres-

MEMBERS.

ant of the Church of
on with the Church of
er of the Association,
t some meeting of the
rred to, or elected by
England Institute to
ll agree in writing to
nting to be a Member,
on some part of it
ched to Membership
n of Association.
al Members and Life
han two shillings and
d of the Association
(5) may be elected as
f not less than ten
General Fund (being
e elected as a Life

MEMBERS.

who shall desire to
specify the same in
ued on 28th, December,

8
7
writing to the Secretary, and upon the receipt of such writing his name shall be removed from the list of Members of the Association, and he shall be deemed to have retired and to have ceased to be such Member. Any Member who ceases to be a Communicant of the Church of England, or of any Church in communion as aforesaid, shall be deemed to desire to retire from the Association, and shall *ipso facto* cease to be such Member, and any Annual Member whose subscription is in arrear for more than one year shall cease to be such Member if his name shall be struck off the Register of Members in pursuance of a resolution of the Headquarter Committee.

7.—The Association shall have power from time to time to fill up vacancies occasioned by death or retirement. And in the event of any difference of opinion existing as to the election of any person proposed to be elected, and alleged to be duly qualified as aforesaid, the same shall be determined by a majority at least two-thirds of the Members of the Association present at a Meeting specially convened for the purpose of considering the same.

8.—The Association shall meet at such times as they shall appoint. They may make such regulations as they think proper as to the summoning and holding of Meetings, and for the transaction of business thereat as are not inconsistent with the Articles as originally framed or altered by special resolution; and they may adjourn any Meeting, and from time to time fix the quorum necessary for the transaction of business, but until they shall otherwise determine five Members shall form a quorum, except as otherwise provided by Article 11, Clause 8.

9.—The Chairman of the Association shall take the chair at all Meetings of the Association, or in his absence at the time fixed for the commencement of such Meeting, the Members present shall choose some one of their number to be Chairman of the Meeting.

10.—Questions at any Meeting of the Association shall (subject to the requirements of the Companies' Act, 1948) be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

11.—The Association shall have the following powers and duties :—

- (1) To delegate any of their powers and duties to individual Members, or to any Committee, Headquarter or Local, and fix the quorum necessary for the transaction of business.

- (2) To fix, allow, and satisfy all allowances, costs, charges and expenses connected with the formation, registration, management and carrying on and winding-up of the Association, including the costs, charges and expenses of the Committee which has carried on the work of the Association prior to its incorporation.
- (3) To regulate and control the custody, management, expenditure, application and investment of moneys and funds of the Association, whether at Headquarters or in the hands of Local Committees.
- (3A) No capital expenditure in excess of £300 shall be incurred by Local Committees without the sanction of the Association. This does not apply to the Institutes under the control of the Salisbury Diocesan Board for the welfare of Imperial Troops, to the Aldershot Town Institute or to the "Trafalgar."
- (4) To borrow any sum or sums of money not exceeding in the whole a moiety of the estimated value of the property and assets of the Association for the time being, and that either on cash, credit or otherwise, and to assign or deposit, or charge by way of security for the same, all or any part of the property and effects of the Association.
- (5) To appoint such of their own Members as they shall think fit to sign cash credit bonds and other documents and receipts, and also cheques on the bank account of the Association.
- (6) To make grants from the funds of the Association, either by way of gift or loan, and in the latter case either with or without security, and carrying interest at such rate as may be agreed on, not exceeding £5 per cent. per annum, or at a nominal rate of interest, and generally on such terms as they shall think fit, to any district or local Institute established and conducted, or to be established and conducted, in accordance with "Rules and Regulations" to be issued from time to time by the Association.
- (7) To make and issue rules and regulations as to the establishment and conduct of such Institutes as aforesaid, and to define the conditions on which

(7A)

(8)

(9)

(10)

(11)

12.—Unless
Meeting other
all or any of
tion by the
performed by
Such Comm
Elected Mem
of Elected

12A.—Th

the same shall be qualified to receive such grants as last aforesaid, and to add to, rescind, or vary such regulations from time to time.

- (7A) To make, vary, or repeal bye-laws as to the conduct of General Meetings ; as to the constitution of the Headquarter Committee ; and also to the regulation of the business of the Association generally, or of the business of the Headquarter Committee.
- (8) Notwithstanding the three preceding clauses, no bye-laws shall be made, varied, or repealed ; and no grant of money exceeding £20, either by way of gift or loan, and no addition, rescission, or variation to or of any original or subsequent Rule or Regulation shall be made, except at a Meeting of the Association specially convened for the purpose, at which Meeting not less than eight of the Members for the time being of the Association shall be present, or without the consent of at least three-fourths of the Members so present.
- (9) To bring and defend any action, prosecution, or other legal proceedings ; to refer disputes to arbitration, to give time to debtors, and
- (10) To make due provision for procuring, collecting, receiving, and applying donations, annual or other subscriptions and contributions for the purposes of the Association from all persons willing to make, pay, or contribute the same, and for the interim investment of so much thereof, as may not be immediately required for the purposes of the Association.
- (11) Generally to do all things which from time to time may be or appear to them to be necessary or expedient for the purposes of the Association.

12.—Unless and until the Association shall in General Meeting otherwise direct, and save as provided in Article 12D, all or any of the powers and duties conferred upon the Association by the Articles of Association may be exercised and performed by the Headquarter Committee for the time being. Such Committee shall be composed of *ex-officio* Members, Elected Members, and Delegate Members, so that the number of Elected Members do not exceed 30, nor be less than 15.

12A.—The Headquarter Committee shall consist of :—

(1) *Ex-officio* Members.

The Chairman of the Association and the Hon. Treasurer.

(2) Elected Members.

(3) Delegate Members :—

The Local Committee of each Institute, the property of which is vested in the Association, may elect one delegate Member of the Headquarter Committee with full voting powers. Upon any such Delegate resigning or ceasing to be a Delegate, another may be elected as such in his place by the Local Committee of the Institute which elected him.

12B.—One-third of the Headquarter Committee who are neither *Ex-officio* nor Delegate Members, shall retire in rotation in the order of seniority at the Annual General Meeting, in 1898, and at every subsequent Annual General Meeting, but the retiring Members shall be eligible for re-election.

12C.—Any casual vacancy among the elected Members of the Headquarter Committee may be filled up by the Headquarter Committee ; but any Member who may be so added to the Headquarter Committee shall retire in the rotation in which the Member whose place he fills would have had to retire. At each Annual General Meeting the Association shall fill up the places vacated by retiring Members of the Headquarter Committee.

12D.—Notwithstanding Article 12, the appointment of the Chairman, the Hon. Treasurer, and the Secretary of the Association shall be made by the Association in General Meeting, after due notice of their nomination shall have been given ; and unless any of them shall be removed from Office by the Association in General Meeting, they shall only vacate the same by death or resignation.

12E.—The Auditor or Auditors shall be elected at the Annual General Meeting of the Association for one year, and will be eligible for re-election.

12F.—Patrons and Patronesses may be elected by a majority composed of two-thirds of the Members of the Headquarter Committee present at the Monthly Meeting, notice having been given at a previous Monthly Meeting of the intention to propose the election of such Patrons or Patronesses.

13.—Trustees shall arise, or for any latter case Association resolution Whenever abroad, acting, a may, as like many general place wh shall hap kept up.

14.—A shares, shall from in the tion sha Trustee and sec shall be may va survivi Trustee

15.—genera the A time Assoc other a Spe speci in the of th appli

15 prop appl excl

TRUSTEES.

13.—Trustees may be appointed if, and as often as occasion shall arise, either for the general purposes of the Association, or for any specific purpose or purposes thereof, and in the latter case, whether the persons appointed be Members of the Association or not, such appointments may be made by a resolution passed at an Extraordinary General Meeting. Whenever any one or more Trustees shall die, go to reside abroad, or desire to be discharged, or become incapable of acting, a successor or successors of such Trustee or Trustees may, as soon as convenient, be nominated and appointed in like manner, and in the case of any Trustees appointed for general purposes, such nomination and appointment shall take place whenever any or either of the events before referred to shall happen, so that the original number of Trustees may be kept up.

14.—All freehold or leasehold property, stocks, funds, shares, and other securities, the property of the Association, shall from time to time be vested either in the Association or in the Trustees or Trustee for the time being as the Association shall determine; and upon any appointment of a new Trustee or new Trustees such property, stocks, funds, shares, and securities, unless vested or to be vested in the Association, shall be so conveyed, assigned, and transferred, that the same may vest in such new Trustee or Trustees jointly with the surviving or continuing Trustees or Trustee, or in such new Trustees solely as the case may be.

15.—It shall be obligatory upon the Trustees, whether general or special, to deal with or dispose of any property of the Association vested in them as the Association shall from time to time direct, but no part of the property of the Association shall be sold, assigned, transferred, conveyed, or otherwise disposed of by the Trustees, without the authority of a Special Resolution, passed at a Meeting of the Association specially convened as prescribed by Article 11, Clause 8, and in the case of property taken upon special trusts the provisions of this clause are only to apply so far as they are legally applicable, having regard to such special trusts.

15A.—The Association may receive gifts of money or 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.

GENERAL MEETING.

16.—The first General Meeting shall be held at such time not being more than three months after the incorporation of the Association, and at such place as the Chairman may determine.

17.—The Association shall once in every calendar year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year, and shall specify the Meeting as such in the notice convening it. The Annual General Meeting shall be held at such time and place as may be determined by the Association in General Meeting, or failing such determination by the Chairman, but so that not more than fifteen months shall elapse between the holding of any two successive Annual General Meetings.

18.—All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

19.—The Chairman may whenever he thinks fit, and he shall on the requisition made in writing by any five or more Members, convene an Extraordinary General Meeting.

20.—Any requisition made by the Members shall express the object of the Meeting proposed to be called, and shall be left at the registered office of the Association.

21.—Upon receipt of such requisition the Chairman shall forthwith proceed to convene an Extraordinary General Meeting. If he does not proceed to convene the same within 21 days from the date of the requisition, the requisitionists or any other five Members may themselves convene a Meeting.

PROCEEDINGS AT GENERAL MEETINGS.

22.—(1) An Annual General Meeting and a Meeting called for the passing of a Special Resolution shall be called by twenty one days' notice in writing at the least, and a Meeting of the Association other than an Annual General Meeting or a Meeting called for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the time of the Meeting and, in case of special business, the general nature of that business, and shall be given, in manner herein-after mentioned or in such other manner, if any,

23.—
at an I
Annua
tion of
Headq
Membr
retirin
reunum

24.—
Associ
comm
Assoc
by Ar

25.—
Meeti
conve
In an
the f
adjo
shall

26.
Meet

27.
the
be C

as may be prescribed by the Association in General Meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association.

- (2) A Meeting of the Association shall, notwithstanding that it is called by shorter notice than is specified by this Article, be deemed to have been duly called if it is so agreed (a) in the case of a Meeting called as an Annual General Meeting by all the Members entitled to attend and vote thereat and (b) in the case of any other Meeting by a majority in number of the Members having a right to attend and vote at the Meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at the Meeting of all the Members.
- (3) The accidental omission to give notice of a Meeting to or the non-receipt of notice of a Meeting by any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

23.—All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts and balance sheets, the reports of the Headquarter Committee and the Auditors, the election of Members of the Headquarter Committee in the place of those retiring, and the appointment of and the fixing of, the remuneration of the Auditors.

24.—No business shall be transacted at any Meeting of the Association unless a quorum of Members is present at the commencement of such business. Five Members of the Association shall form a quorum, except as otherwise provided by Article 11, paragraph 8.

25.—If within thirty minutes from the time appointed for the Meeting a quorum of Members is not present, the Meeting, if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned Meeting a quorum of Members is not present, it shall be adjourned *sine die*.

26.—The Chairman of the Association shall preside at all Meetings of the Association.

27.—If at any Meeting the Chairman shall not be present the Members present shall choose one of their own number to be Chairman of such Meeting.

28.—The Chairman may, with 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.

29.—At any General Meeting unless a poll is demanded by at least five Members, a declaration by the Chairman that a resolution has been carried, and an entry to that effect in the book of proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

30.—If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Association in General Meeting.

31.—Every Member of the Association shall have one vote and no more, and no Member shall be entitled to vote by proxy.

ACCOUNTS.

32.—The Association shall cause true accounts to be kept of the moneys received and expended by the Association, and of the matters in respect of which such receipt and expenditure takes place, and of the assets, credit and liabilities of the Association.

33.—The books of account shall be kept at the registered office of the Association, or at such other place or places as the Association think fit.

34.—Once at least in every year the accounts of the Association shall be examined, and the correctness of the statement and balance sheet ascertained by one or more Auditors or Auditors.

35.—The Auditor or Auditors shall be supplied with a copy of the balance sheet, and it shall be his or their duty to examine the same with the accounts and vouchers relating thereto, and report on the same to the Members of the Association at the Annual General Meeting.

APPROPRIATION OF PROFITS.

36.—It shall not be in the power of the Association to declare any dividend to be paid to the Members of the Association.

37.—Any
tion, from v
property of
Association
Association.

38.—Min
Association
that purpos
and in case
succeeding
Meeting by
recorded an
proceedings
open to the
upon applic

39.—The
on a Specia
1948, is pas
voluntarily

40.—A m
Member eit
a prepaid l
place of ad

41.—As
address in
shall be de
24 hours af

42.—Any
the Membe
these prese
ment.

43.—Any
once in tw

44.—Any
been serve
be deliver
such serv
containing
put into a

37.—Any profits arising from the business of the Association, from whatever source and in whatever locality, are the property of the Association and shall be applied by the Association in the manner specified in the Memorandum of Association.

MINUTES.

38.—Minutes of the proceedings of every Meeting of the Association shall be recorded in a book or books to be kept for that purpose, and be signed by the Chairman of such Meeting, and in case of his not signing such minutes at or before the succeeding Meeting, then if confirmed at such succeeding Meeting by the Chairman thereof, and such minutes when so recorded and signed shall be received as evidence of such proceedings without further proof. The minute book shall be open to the inspection of the Members at all reasonable times upon application to the Secretary.

WINDING UP.

39.—The Association shall be wound up voluntarily, whereon a Special Resolution as defined by the Companies' Act, 1948, is passed requiring the Association to be wound up voluntarily.

NOTICES.

40.—A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered place of address.

41.—As regards the Members who have no registered address in the United Kingdom a notice posted up in the office shall be deemed to be well served on them at the expiration of 24 hours after it is so posted up.

42.—Any notice required to be given by the Association to the Members or any of them and not expressly provided for by these presents shall be sufficiently given if given by advertisement.

43.—Any notice given by advertisement shall be inserted once in two London daily newspapers.

44.—Any notice if served by post shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid, and put into a post office.

R. 5094.

L. S.

LICENCE 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 Church of England Soldiers' Institutes, which is about to be registered under the Companies' Acts, 1862 to 1890, 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 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 Church of England Soldiers' Institutes as subscribed by seven Members thereof on the 26th d. of May, 1891, do by this their licence direct the Church of England Soldiers' Institutes 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 28th day of May, 1891.

COURTENAY BOYLE,
An Assistant Secretary to the Board of Trade.

(No. 34118.)

(C.N.L. 33193.)

CERTIFICATE OF INCORPORATION.**BOARD OF TRADE.**

of the Companies' Act, 1867.

the Board of Trade that the
 Institutes, which is about to be
 Acts, 1862 to 1890, as an
 is formed for the purpose of
 re contemplated by the 23rd
 1867; and that it is the
 that the income and property
 derived, shall be applied
 the objects of the Association,
 of Association of the said
 thereof shall be paid or
 y, by way of dividend or
 way of profit to the persons
 been, Members of the said
 ing through any of them.

of Trade in pursuance of the
 nsideration of the provisions
 ntained in the Memorandum
 urch of England Soldiers'
 Members thereof on the 26th
 licen direct the Church of
 be registered with limited
 the word "Limited" to its

of Trade this 28th day of

RTENAY BOYLE,
 etary to the Board of Trade.

I hereby certify that the CHURCH OF ENGLAND SOLDIERS' INSTITUTES, the word "Limited" being omitted by licence of the Board of Trade, is this day incorporated under the Companies' Acts, 1862 to 1890, and that the Company is Limited.

Given under my hand at London this Twenty-ninth day of May, One thousand eight hundred and ninety-one.

J. C. PURCELL,
 Registrar of Joint Stock Companies.

(No. 34118a.)

CERTIFICATE OF CHANGE OF NAME.

I hereby certify that the CHURCH OF ENGLAND SOLDIERS' INSTITUTES, the word "Limited" being omitted by licence of the Board of Trade, having with the sanction of a Special Resolution of the said Company and with the approval of the Board of Trade changed its name, is now called the CHURCH OF ENGLAND SOLDIERS' AND SAILORS' INSTITUTES, and have entered such new name on the Register accordingly.

Given under my hand at London this Eleventh day of May, One thousand nine hundred and three.

ERNEST CLEAVE,
 Registrar of Joint Stock Companies.

(No. 34118.)

CERTIFICATE OF CHANGE OF NAME.

I hereby certify that the CHURCH OF ENGLAND SOLDIERS' AND SAILORS' INSTITUTES having, with the sanction of the said Company, and with the approval of the Board of Trade, changed its name, is now called CHURCH OF ENGLAND SOLDIERS', SAILORS', AND AIRMEN'S INSTITUTES, and I have entered such new name on the Register accordingly.

Given under my hand at London this Fourteenth day of November, One thousand nine hundred and thirty.

C. C. GALLAGHER,
 Registrar of Companies.

Bye Laws.

1.—All Meetings of the Association and of the Headquarter Committee shall be opened with prayer.

ANNUAL GENERAL MEETING OF THE ASSOCIATION.

2.—General Meetings shall be held in accordance with the Articles of the Association, numbered 16 to 31 inclusive, and the Annual Meeting of the Association shall be summoned by the Secretary at the request of the Headquarter Committee sometime before the end of May.

3.—The business of the Annual Meeting shall be to receive and consider the Statement of Income and Expenditure and the Balance Sheet for the preceding year, the Annual Report of the Headquarter Committee on the state and progress of the Association and of the Institutes connected with it, and the Auditor's Report; to elect Committeemen in place of those retiring by rotation or otherwise; to fill up any vacancies amongst the Officials of the Association; and transact any other business which, under the Articles of the Association, ought to be transacted at an Ordinary Meeting. A certificate shall be also attached by the Auditor to his Report that the title-deeds of the various properties held by the Association have been inspected and found to be in proper custody.

4.—A Member may submit any resolution to an Ordinary Meeting, provided he or she shall have given not less than twenty-one days' notice of such resolution, by leaving a copy thereof with the Secretary.

5.—Subscribers, not Members of the Association, and the friends of Members or subscribers may be invited, at the discretion of the Headquarter Committee, to be present at the Annual General Meeting, but shall not be entitled to speak or vote.

ACCOUNTS.

6.—The financial year shall commence on the 1st of January.

7.—All moneys received shall be paid to the credit of the Association at its bankers, and payments shall be made therefrom, and cheques signed, as may be ordered from time to time by the Headquarter Committee.

12A
Kingdom
of this R
Council.
than one
or otherw
member n
which ele

12
Kingdom
of this I
Council.
Local Co
Upon an
a membe
his place

1
more th
rotation
but the
The foll
C.B.E.,
Brigadi
Doyle,
Lt.-Col
Christn
order
pursua
such r
membe
next
Meetin
retiren

of th
benef
repre
of ev
Assoc

and of the Headquarter
er.

ING OF THE

in accordance with the
16 to 31 inclusive, and
shall be summoned by
Headquarter Committee

eting shall be to receive
and Expenditure and
ear, the Annual Report
state and progress of
connected with it, and
mitteemen in place of
wise; to fill up any
the Association; and
er the Articles of the
an Ordinary Meeting.
the Auditor to his
ous properties held by
found to be in proper

lution to an Ordinar
e given not less tha
on, by leaving a copy

Association, and the
be invited, at the dis-
to be present at the
be entitled to speak or

ence on the 1st of

to the credit of the
shall be made there-
ordered from time to

12A. Each Local Committee within the United Kingdom may by Resolution passed before or after the passing of this Resolution elect two of their members as members of Council. No person may be elected to the Council by more than one Local Committee. Upon any such member resigning or otherwise ceasing to be a member of the Council another member may be elected in his place by the local Committee which elected him.

12B. Each Local Committee outside the United Kingdom may by Resolution passed before or after the passing of this Resolution elect two persons to be members of the Council. Such persons need not be members of any other Local Committee but may otherwise be members of the Council. Upon any such member resigning or otherwise ceasing to be a member of the Council another member may be elected in his place by the Local Committee which elected him.

12c. The Association may by Resolution elect not more than 9 members one-third of whom shall retire by rotation in order of seniority at every Annual General Meeting but the retiring members shall be eligible for re-election. The following persons, Major-General H. T. Tollemache, C.B., C.B.E., Captain C. A. G. Nichols, D.S.O., M.V.O., R.N., Brigadier A. T. Shakespear, D.S.O., M.C., Lt.-Col. J. B. H. Doyle, O.B.E., G. W. Wilks, Esq., D. L. T. Oppé, Esq., Lt.-Col. C. Newton-Davis, M.C., J.P., Corporal C. R. G. Christmas shall be the first members of the Council in the order of seniority in which their names appear appointed pursuant to this sub-section. Any casual vacancy among such members may be filled up by the Council; but any member who may be so added to the Council shall retire at the next Annual General Meeting. At each Annual General Meeting the Association shall fill up the places vacated by the retirement of such members.

12. c.c. All members of the Council must be members of the Association and shall be appointed for the general benefit of the Association as a whole and not merely as representatives of any particular Club. It shall be the duty of every member of the Council who is not a member of the Association to apply for membership of the Association within

47

two months from the date of his election and if he does not do so his office as a member of the Council shall be vacated and he shall be incapable of being reappointed until he has become a member of the Association."

(vii) by the deletion of Article 12D and the substitution therefor of the following new Article :

" 12D. Notwithstanding Article 12, the appointment of Chairman, Deputy Chairman and Honorary Treasurer of the Association shall be made by the Association in General Meeting, after due notice of their nomination shall have been given ; and unless any of them shall be removed from office by the Association in General Meeting, they shall only vacate the same by death or resignation."

The appointment of Secretary shall be made by the Council under Article 12.

(viii) by the deletion of Articles 26 and 27.

3. That the Bye-Laws of the Association be amended by the deletion of Bye-Laws 9 and 13 and the substitution of the following Bye-Laws respectively in lieu thereof.

" 9. Any member (except a Member appointed by a Local Committee of a Club situate outside the United Kingdom of Great Britain and Northern Ireland) who shall not have attended at least one meeting of the Council in the course of the year shall cease to be a member thereof but shall be eligible for re-election."

" 13. The Council shall meet at such times as they may appoint."

B. M. Willis
—Chairman.

Company Number 24118

B



Reference: C.R. COS. 3854/57

BOARD OF TRADE,

COMPANIES ACT, 1948

INSTITUTES
CH. OF ENGLAND SOLDIERS', SAILORS', AND AIRMEN'S ~~Limited~~
word "LIMITED" being omitted by Licence of the Board of
Pursuant to the provisions of Sub-Section (1) of Section 18 of the
Companies Act, 1948, the Board of Trade hereby approve of the name
of the above-named Company being changed to CHURCH OF ENGLAND
SOLDIERS', SAILORS' & AIRMEN'S CLUBS.

this

sixth

REGISTERED
6 NOV 1958

Signed on behalf of the Board of Trade
day of November 1958.

Authorised in that behalf by the
President of the Board of Trade

No. C. 60.

DUPLICATE FOR THE FILE

No 34113 / 63



Certificate of Incorporation on Change of Name

Whereas

CHURCH OF ENGLAND SOLDIERS', SAILORS', AND AIRMEN'S INSTITUTES
the word "LIMITED" being omitted by Licence of the Board of
(Trade)
was incorporated as a limited company under the
Companies Acts, 1862 to 1890,
on the twenty-ninth day of May, 1891.

And whereas by special resolution of the Company and with the approval
of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited Company
incorporated under the name of
CHURCH OF ENGLAND SOLDIERS', SAILORS' & AIRMEN'S CLUBS

Given under my hand at London, this sixth day of
November One thousand nine hundred and fifty eight.

L. R. (a) fms
Registrar of Companies.

Certificate received by

James A. Gustance
for Clifton-Turner & Co

Date 6/11/1958

2621

34118
65

Mh

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE

Resolution

OF

Church of England
Soldiers', Sailors' & Airmen's Clubs

Passed 22nd July, 1959.



REGISTERED
18 AUG 1959

At an EXTRAORDINARY GENERAL MEETING of the members of the Church of England Soldiers', Sailors' & Airmen's Clubs, duly convened and held the following Resolution was passed as a SPECIAL RESOLUTION.

SPECIAL RESOLUTION.

That the Articles of Association of the Association be amended as follows:—

- (a) By the substitution in Article 11, 3(A) of the words "owned and controlled by" for the words "under the control of" where appearing in that Article.
- (b) By the substitution in Article 11, 3(A) of the word "committee" for the word "sub-committee" where appearing in that Article.

A. U. Willis
A. U. WILLIS,
Chairman.

Presented by:
Clifford - Guyer, Hon
H. (Ed) Jewry. F.C.R.

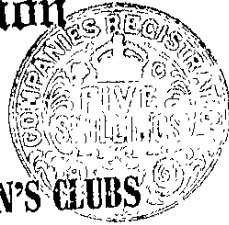
34118/68

B/T m. l. d. w. d. d

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE

Special Resolution
OF
CHURCH OF ENGLAND
SOLDIERS', SAILORS' & AIRMEN'S CLUBS



(Passed 7th July, 1961)

At the ANNUAL GENERAL MEETING of the members of the Church of England Soldiers', Sailors' & Airmen's Clubs duly convened and held the following Resolution was duly passed as a SPECIAL RESOLUTION :—

SPECIAL RESOLUTION

THAT Article 12 (D) of the Articles of Association be deleted and the following new Article 12 (D) be substituted therefor :—

"Notwithstanding Article 12, the appointment of Chairman, Deputy Chairman and Hon. Treasurer of the Association shall be made by the Association in General Meeting, after due notice of their nomination shall have been given. Any of them may be removed from office by the Association in General Meeting and the Chairman and Deputy Chairman shall automatically resign after three consecutive years in office without offering themselves for re-election. The Association may, nevertheless, re-elect yearly thereafter if desired."

"The appointment of the Secretary shall be made by the Council under Article 12."

A. U. WILLIS

Chairman

presented by:-
Bliss Turner Res
11, Lea Jewry, E.C.6

1961 JUL 8
RECEIVED

and

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

of

CHURCH OF ENGLAND SOLDIERS', SAILORS' &
AIRMEN'S CLUBS

Passed 14th July, 1971

AT an EXTRAORDINARY GENERAL MEETING of the Association,
duly convened and held on the 14th day of July, 1971 the
following resolutions were duly passed as SPECIAL RESOLUTIONS:-

SPECIAL RESOLUTIONS

1. THAT paragraph (a) of Clause 3 of the Association's
Memorandum of Association be and it is hereby deleted and that
the following new paragraph (a) be and it is hereby substituted
therefor:

"3(a) To open, carry on, establish and maintain
Church of England Soldiers', Sailors' and Airmen's
Clubs in the principal military stations and other
places at home and abroad, and to assist local or
other efforts to open, carry on, establish and
maintain such Clubs, and also to relieve persons
who have served in Her Majesty's Forces and the depend-
ants of such persons who are in need of assistance
including the provision of housing."

2. THAT, subject to Resolution 1. above being duly passed,
paragraphs (b) to (l) inclusive of Clause 3 of the Association's
Memorandum of Association be and they are hereby renumbered
respectively paragraphs (c) to (m).

3. THAT, subject to Resolution 2 above being duly passed,

4/8/71

Am

the following new objects clause be and it is hereby
adopted as paragraph (b) in Clause 3 of the Association's
Memorandum of Association:

"3(b) To further the religious and other
charitable work of the Church of England
amongst those serving in Her Majesty's
Forces."

G. Hankham

CHAIRMAN

14th July 1971

THE COMPANIES ACTS 1862 to 1890

- and -

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND
... NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

(As altered by Special Resolutions passed on
14th July 1971)

- of -

CHURCH OF ENGLAND SOLDIERS', SAILORS' & AIRMEN'S
CLUBS

1. The name of the Association is the "CHURCH OF ENGLAND SOLDIERS', SAILORS' & AIRMEN'S CLUBS."
2. The Registered Office of the Association will be situate in England.
3. The objects for which the Association is established are:-
 - (a) To open, carry on, establish and maintain Church of England Soldiers', Sailors' and Airmen's Clubs in the principal military stations and other places at home and abroad, and to assist local or other efforts to open, carry on, establish and maintain such Clubs, and also to relieve persons who have served in Her Majesty's Forces and the dependants of such persons who are in need of assistance including the provision of housing
 - (b) To further the religious and other charitable work of the Church of England amongst those serving in Her Majesty's Forces
 - (c) Subject to the provisions of the 21st section of the Companies' Act, 1862, to purchase, or take on lease, or use real or personal property, and any easements, rights or privileges necessary or convenient for the purposes of the Association, and to purchase, hire, or otherwise acquire any buildings, plant, fittings, and furniture, club and household effects, utensils, books, newspapers, periodicals, musical instruments, apparatus, appliances, and accommodation
 - (d) To construct, maintain, improve, and alter any buildings or works necessary or convenient for the purposes of the Association

FOR DEPOSIT

'Ams/ PRO '71

Co. & Bank - London

Chifford-Turner & Co.

11, Old Jewry,

London, E.C.3



- (e) To use, or to let on lease or otherwise, or to permit the use and occupation of all or any part of the property of the Association for the purposes of the Association
 - (f) To provide accommodation in the nature of club-houses and other conveniences in connection with such Clubs as aforesaid for the use of Soldiers, Sailors, Royal Marines, and Airmen and to furnish and maintain the same, and to permit the same to be used by Soldiers, Sailors, Royal Marines, and Airmen, and their friends, either gratuitously or upon such terms as may be determined, and generally to do whatever may seem best calculated to promote the interests of the said Clubs, and in particular to make grants, or lend money to, or subsidise the said Clubs, or any of them.
 - (g) To take over the effects and liabilities of any existing or future Church of England Soldiers' Clubs at Aldershot, Colchester, Woolwich, Gosport, the Curragh, or other places, and to develop, complete, organise, and maintain the same.
 - (h) To provide religious services and religious instruction in accordance with the creeds and principles of the Church of England, which shall be open to or available for all Soldiers, Sailors, Royal Marines, and Airmen, but so that attendances at such services or instruction shall be purely voluntary.
 - (i) To act as trustees or managers of any property endowments, legacies, bequests, subscriptions, or gifts, for the purposes of the Association or any of them, and to invest such funds as shall not be immediately required in such investments as the Association thinks fit.
 - (j) To sell, assign, convey, demise, let, mortgage, charge, or otherwise dispose of or deal with the whole or any part of the property and effects of the Association for the purpose of promoting its objects
 - (l) To borrow money upon bonds, bills, promissory notes, or other obligations or securities of the Association, or in such other manner as the Association shall think fit and to execute and grant cash, credit or other bonds, and make, accept, indorse, and execute promissory notes, bills of exchange, or other negotiable instruments.
 - (m) To do such other lawful things as are incidental or conducive to the attainment of the above objects or any of them. Provided that if the Association shall take any property upon such trusts as to make it subject to the jurisdiction of the Charity Commissioners, the Association shall observe all lawful directions of the Charity Commissioners with respect thereto, and 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 as originally framed, or as the same may be altered under the provision of the Companies (Memorandum of Association) Act, 1890, and no portion thereof shall be paid or transferred 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, nor prevent the payment of interest at a rate not exceeding five per cent. per annum on money borrowed from any Member of the Association.

5. The fourth paragraph of this Memorandum is a condition on which a licence 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 fourth 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 five pounds, or in the 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 or distributed among the Members of the Association, but shall be given or transferred to Church of England Soldiers', Sailors', & Airmen's Club in such shares or proportions, and in such manner as shall be determined by 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

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS

JOHN COX EDGHILL, D.D., Chaplain-General to the Forces
and Honorary Chaplain to the Queen, War Office, Pall Mall.

CHELMSFORD, General, 5 Knaresboro' Place, S.W.

GUILBERT EDWARD WYNDHAM MALET, Major, late R.A.,
140 Palace Chambers, Bridge Street, S.W.

THOMAS ROWORTH PARR, Lieut.-Colonel, Junior United Service
Club, S.W.

ALGERNON AUGUSTUS STEWART, Major-General, 19 Cranley Gardens,
S.W.

JOHN BRIDGES WALKER, Lieut.-Colonel, Fair View, Ash, near
Aldershot.

CHARLES AUGUSTUS SOLBE, Chaplain H.M. Forces, Royal Military
Asylum, S.W.

DATED the 26th day of May, 1891.

WITNESS to the Signatures of the above-named:-

GEORGE GILBERT TREHERNE TREHERNE
28 Bedford Row, London
Solicitor.