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WHEREAS it has been proved to the Board of Trade that the linespooned Man ofield House University Cottlered

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

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

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 or 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

as subscribed by nowhen members thereof on the 10th day of — June — 189 (; , do by this their licence direct the Amenhorated Mansfield Mouse University to the ment

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 furth day of — line — 189 (2.

Hefelends Off 7, 432 Frishung buches E. R.

An Assistant Secretary to the Board of Trade.

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Memorandam of Association



INCORPORATED WANSFIELD HOUSE UNIVERSITY SETTLEMENT.

24292

16 JUN 1896

- 1.—The name of the Association is "The Incorporated Mansfield House University Settlement."
- 2.—The Registered Offices of the Association will be situate in England.
- 3.--The objects for which the Association is established are as follows--
 - (A) The promotion of the religion of Jesus Christ in its most comprehensive meaning, but so that special attention shall be given to its social action and aims.
 - (B) To provide religious, educational, and philanthropic services, classes, lectures, social clubs, entertainments, and any other means of culture, recreation, and enjoyment for the people of the Southern Division of the Borough of West Ham and the poorer Districts of London, and elsewhere, to enquire into the condition of the working classes and the destitute, and to consider, advance, and carry out plans and schemes intended to promote their welfare.

- (c) So far as the law or the license of the Board of Trade may from time to time allow to acquire by purchase, taking on lease or otherwise, and to maintain a house or houses in any of the districts in which the Association is working for the residence of persons (either educated at a University or otherwise suitable) engaged in or connected with religious, educational, or philanthropic work.
- (D) To take over the whole of any of the assets which, if any, may be legally transferred to the association and liabilities of the unincorporated association known as "Mansfield House University Settlement in East London (Caming Town)," or of the Committee or Trustees thereof, and in particular to take conveyances or assignments of all the interest of the said last-mentioned Association, Committee, and Trustees in the following houses and property, namely, 310, 312, 314, and 316, Barking Road, with the recreation ground in the rear, 143 and 145, Barking Road, 165 and 167, Barking Road, and the Wave Lodging House, Victoria Dock Road; all situate in Canning Town, in the Borough of West Ham, aforesaid.
- (E) So far as the law or the license of the Board of Trade may from time to time allow to purchase, acquire, hold, manage, improve, sell, demise, let, mortgage, or dispose of any lands for any estate or interest therein, and either with or without buildings thereon.
- (r) To erect, maintain, and alter any buildings upon any lands held by or belonging to the Association, and provide the same with all proper and necessary fixtures, furniture, fittings, apparatus, appliances, conveniences and accommodations.
 - (6) To borrow or raise money at interest upon banking account or otherwise by the issue of or upon bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Association.
 - (n) To provide in whole or in part for the salary or maintenance of any person or persons engaged in promoting the aforesaid objects;

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- (1) To receive and apply donations and subscriptions from persons desiring to promote the objects aforesaid, or any of them, and to hold funds in trust for the same.
- (j) To acquire and undertake (so far as it lawfully may) the property, liabilities, and work, either wholly or in part, of any Society formed for any of the purposes of this Association and possessed of property suitable for such purposes.
- (K) To do all such other lawful things as are incidental or conducive to the attainment of the aforesaid objects. Provided that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge, or lease such property without such consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects, and defaults, and for the due administration of such property in the same manner, and to the same extent, as they would as such Managers or Trustees have been if no Incorporation had been effected, and the Incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to súch control and authority as if the Association were not incorporated. Provided further, that if it shall appear that any of the property of the Unincorporated Association is held on such trusts as to make it a charitable endowment subject to the jurisdiction of the Charity Commissioners, the same shall not be transferred to the Association without the sanction of the Charity Commissioners.

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 the Memorandum of Association, 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, or to any of them, provided that nothing herein shall prevent the payment in good faith of interest, not exceeding 5 per cent. on any loan advanced by Hembers of the Association to promote the objects of the Association, or of remuneration to any officer or servant of the Association, or to any Member of the Association or other person in return for any services actually rendered to the Association or undertaken by the authority of the Executive Committee to promote the objects of the Association.

- 5.—The 4th paragraph of this Memorandum is a condition on which a icense is granted by the Board of Trade to the Association in pursuance of ISection 23 of the Companies Act, 1867.
- 6.—If any Member of the Association pay or receive any dividend, bonus, or other profit, in contravention of the terms of the 4th paragraph of this Memorandum, his liability shall be unlimited.
- 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 cost, 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 ten shillings, or in case of his liability becoming unlimited as aforesaid, such other amounts: nay be required in pursuance of the last preceding paragraph of this Memorandum.
- 8.—If upon the winding up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar or cognate to the objects of the Association or some charitable object, to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.
- 9.—True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such

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receipts 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 andrew Martin Fairboisp & . Deincipal of mansfield coll Walter Vazel 15 Russell Sq. Printer 7n. P. - Mmushull I hars how home Il heretal 31+12 Furthery Cours Lower Soliceles again shysticans Frank Tillyand 11 Hel feare Sucohis Fin Marrita at tan Am alles Le Lacheur JP 58 dombard Mout Joseph Cnaffor miles Mansfield House . Janning Town . E. Geor & Servered George Buchanan Gray, mansfield (mye, 3 port. Lechwer in Herris ch Thomas Biscon Rucharford, 38 Filoyavenne, n. minister of Polym Losaph King in Lower Birtley near Godalming Bamister at Town Will Reason 18 SI andrews Rd Peristor Francisc Scange Phunghele drawbied to. Caning Tom E. Frette Wa Lawrence. 79 dancaster gate W. Student.

Dated this 10 th day of June

Witness to the above Signatures, of Indice Markin Tarbaum eller John Alleg Le Lachem Joseph Graffon Wilne George Buchanan Frank Tillyard 10. Descon Kutherford Joseph king Will Reason and Percycloten of. " M. Faubreim Sohn

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Collian Fellow Sedgesuk College Conte







Articles of Association

OF THE

INCORPORATED MANSFIELD HOUSE UNIVERSITY SETTLEMENT.

24293

16 JUN 1896

PRELIMINARY.

- 1.—For the purpose of registration, the number of Members of the Association is declared not to exceed 500.
- 2.—In the construction of these Articles, the following words and expressions shall have the meanings hereby assigned to them respectively, so far as such meanings are not excluded by the context or subject matter, that is to say:—
 - Words importing the singular number only shall include the plural.
 - Words importing the plural number only shall include the singular.
 - Words importing the masculine gender only shall include the feminine.

The term "Month" shall mean a Calendar Month.



QUALIFICATION OF MEMBERS.

- 3.—The following persons shall be qualified to be Members of the Association:—
 - (a) The persons whose names and addresses are set forth in the Schedule to these Articles.
 - (b) Donors of not less than £5 in one amount to the funds of the Association during the period of five years from the date of their donation.
 - (c) Annual subscribers of not less than five shillings during the period of one year from the date at which the annual subscription last paid was due.

ADMISSION OF MEMBERS.

4.—Any person may, after being qualified to be a Member, and while so qualified, signify by writing to the Secretary of the Association his desire to be a Member of the Association, and the said Secretary shall, on the receipt of such writing, enter the name of such person in the books of the Association as a Member; and upon such entry, such person shall be deemed to be a Member, and to have been admitted as such accordingly.

LAPSE OF MEMBERSHIP.

5.—Subject to the provisions herein contained as to the death or resignation of Members, a Member whose qualification arises under Clause (b) or Clause (c) of Article 3, shall, notwithstanding that his period of qualification as mentioned in the said clauses may have elapsed, continue to be a Member until one month after a written notice shall have been served on him stating that such period of qualification has elapsed. And if during the said month the Member shall acquire a fresh qualification, he shall continue to be a Member during the period for which he is qualified without any further written request on his part, or fresh entry of his name on the Register.

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RESIGNATION OF MEMBERS.

6.—Any Member of the Association who shall desire to resign his membership shall signify the same in writing to the Secretary, and upon receipt of such writing, his name shall be removed from the list of Members, and he shall be deemed to have ceased to be a Member.

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7.—The right of membership shall be personal to the Member, and on his death shall not pass to his executors or administrators.

THE EXECUTIVE COMMITTEE.

8.—The affairs of the Association shall be administered by an Executive Committee. The following persons or such of them as shall consent to act shall, subject to the provisions herein contained as to ex-officio Members, act as the Executive Committee until the Ordinary General Meeting, to be sheld in the last three months of the year 1896:—Principal A. M. Fairbairn, D.D.; Arthur Marshall; C. S. Horne, M.A.; A. J. Shepheard; F. Tillyard, B.A.; F. W. Troup; J. G. Milne, B.A.; G. B. Gray, M.A.; T. Dixon Rutherford, M.A.; Joseph King, M.A.; Norman H. Smith, M.A.; Will Reason, M.A.; and Percy Alden, M.A.

9.—The Executive Committee shall consist of not more than seventeen persons, and, subject to the provisions of the last preceding Article, shall be constituted in manner following: In recognition of the fact that the work to be taken over by the Association was started by Mansfield College, Oxford, the Principal, Treasurer, and Bursar for the time being of that College shall, in right of their official positions, have the option of serving on the Executive Committee, and the Council of the College may each year nominate any other persons, not exceeding three in number, to be Members of the Executive Committee, for such period as is here after mentioned, and on such conditions as the Council may think fit; but no such officer as aforesaid shall be bound to serve on the Executive Committee, and the Council shall not be bound to nominate any person to be a Member of the Executive Committee or be responsible, either financially or otherwise, for any acts of the Executive Committee. The Bursar of the College shall in .cach year, within two months after the meeting of the Council of the .College at which the annual election of officers is held, give to the Secretary of the Association a notice in writing containing the names of such of the said officers of the College as may have elected to serve on the Executive .Committee, and also the names of any persons nominated as aforesaid by the Council, and upon the receipt by the Secretary of the Association of

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such notice the persons therein named shall become Members of he of Executive Committee for the period from the date of the Ordinary General Meeting of the Association next after the receipt of the said notice until the following Ordinary General Meeting of the Association. The Honorary Committees at the Universities of Oxford and Cambridge (as and when appointed and recognised under Article 20 hereof) shall each have a like power to nominate one person to be a Member of the Executive Committee. The members of the Canning Town Congregational Church, in church meeting assembled, shall also have a like power to mominate one person to be a Meriber of the Executive Committee. Upon the receipt by the Secretary of the Association of a notice in writing from the Secretary or other proper officer of the said Honorary Committees, or the said church, as the case may be, containing the name of the person nominated as aforesaid, the person named in such notice shall become a Member of the Executive Committee for the period from the date of the Ordinary General Meeting of the Association next after the receipt of the notice until the following Ordinary General Meeting of the Association. The Ordinary General Meeting of the Association to be held in the last three months of the year 1896, and every subsequent Ordinary General Meeting, shall have power to elect any persons, not exceeding five in number, and chosen from the Members of the Association, to be Members of the Executive Committee until the following Ordinary General Meeting. Such officers of the Association appointed to superintend or carry on its work as the Executive Committee may from time to time select, but not exceeding three in number, shall be ex-officic Members of the Executive Committee. notice given, or purporting to be given, as provided by this clause, shall be evidence that any election or nomination therein mentioned was duly made, unless and until proof to the contrary shall be produced, and all acts or resolutions of the Executive Committee in the meantime done or passed in reliance on any such notice shall be valid.

10.-Any casual vacancy occurring in the Members (other than ex-officio Members) of the Executive Committee may be filled up until the next Ordinary General Meeting after the vacancy occurs by the other Members of the Committee, or in such other way as they may in each case determine, or may be left unfilled up.

POWERS THE EXECUTIVE COMMITTEE. OF

11.—The entire business of the Association shall be arranged and managed by the Executive Committee, who may exercise all such powers



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Gone He of the Association as are not by the Companies Acts or by these Articles declared to be exercisable only by the Association in general meeting, and no regulation made by the Association in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulations had not been made.

- 12.—The Executive Committee shall have power to elect a Chairman and Vice-Chairman for such periods as they may fix by their bye-laws, to appoint such honorary or paid. Officers as they may from time to time think desirable, and to fix their salaries (if any) and determine their respective duties and the tenure of their offices.
- 13.—The Executive Committee shall have power to admit persons being desirous to advance the objects of the Association upon such conditions as they may decide by their bye-laws to reside in the house or houses maintained by the Association. A register shall be kept of all persons thus admitted by the Executive Committee to reside habitually, and no names shall be entered in or removed from such register except by authority of the Executive Commmittee.
- 14. The Executive Committee shall have power, on behalf of the Association, to take over either wholly or in part the assets and liabilities mentioned in Paragraph (d) of Clause 3 of the Memorandum of Association.
- 15.—The Executive Committee shall have power to purchase, acquire, take on lease, rent, adapt, or erect, from time to time on behalf of the Association, all such sites and buildings respectively as they may think necessary for the purposes of the Association, and for such purposes to enter into all necessary or usual contracts and engagements.
- 16.2 Subject to the provisions of the Memorandum it shall be lawful for the Executive Committee to borrow on mortgage of all or any part of the present or future property of the Association, or on the debentures or promissory notes of the Association, any sum or sums of money which they may think proper, and to apply the money so raised to the purposes of the Association. And every mortgage made in pursuance of this power may contain a power of sale, and all usual mortgage powers and provisoes.
- 17.—All moneys received by the Association shall be regularly paid winto the banking account to be kept in the name of the Association, and no money shall be paid by or on account of the Association other than petty eash disbursements, except by cheque on the said banking account. Petty

cash dishursements shall be paid out of eash, for which cheques on the said the Association of all Prefit on the said banking account shall be drawn from time to time as required. All about the Association of all of the Association of the said banking account in the said banking account shall be drawn from time to time as required. on the said banking account shall be signed and countersigned as may from time to time be directed by the Executive Committee.

18.—The Executive Committee shall have power from time to time to make and afterwards to repeal or alter such Bye-laws for the conduct of the general affairs of the Association, and for despatch of business as the Executive Committee may deem necessary, provided that such Bye-laws do not contravene any of the provisions herein contained, or amount to such an alteration of or addition to the Articles as could only legally be made by a Special Resolution.

19.—The Executive Committee shall have power to appoint from their own number Sub-Committees with such powers and such limitations as the Executive Committee may from time to time decide to discharge special departments of its functions, and also to add to such Sab-Committees for such length of time and with such powers of voting or otherwise as the Executive Committee may think fit, any Member of the Association or other person whose assistance they judge useful to forward the objects of the All acts of such Sub-Committee which are in accordance with the powers and instructions conferred on them by the Executive Committee shall be valid, provided always that no Sub-Committee shall have power to make, alter, or abrogate the Bye-laws of the Executive Committee.

20.—The Executive Committee shall have power to appoint or recognise a President and Vice-Presidents and Honorary Committees at the Universities of Oxford and Cambridge and elsewhere, but no President, Vice-President, or Member of an Honorary Committee shall, except as expressly provided by these Articles, have any voice in the management of the Association,

21.—The Executive Committee shall provide a common seal, and shall have full power to use the said seal in the execution of all or any of the powers hereby vested in them or otherwise in relation to the business or affairs of the Association as they in their discretion think fit, and any dccument bearing the seal of the Association, and purporting to be attested by two Members of the Executive Committee shall, in the absence of proof to the contrary, be deemed to be duly scale by the Association.

22.—The Executive Committee shall be paid all actual outlay on behalf of the Association incurred by order of or sanctioned by the Executive Committee.

23.—The Executiv discharge of all prof registration of the As

24.—The Ext appointed as afore at any meeting o Sub-Committees Members with

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- All cheques the Association to pay such sum of money as they may think fit in discharge of all preliminary expenses attending the establishment and registration of the Association.
 - 24,-The Executive Committee and all Sub-Committees thereof appointed as aforesaid shall cause minutes to be made of all proceedings at any meeting of the Association or of the Executive Committee or of its Sub-Committees, and shall at all times cause a register to be kept of the Members with their respective last known places of abode.

ACCOUNTS.

25:—The Executive Committee shall cause true accounts to be kept of the receipts and expenditure of the Association, and shall cause the accounts of the Association to be audited annually by one or more auditors, who shall make a report upon the Balance Sheet and accounts of the Association.

GENERAL MEETINGS.

- 26.—'A'he first General Meeting of the Association shall be held at such time, not being more than four months after the incorporation of the Association, and at such place as the Executive Committee may determine.
- 27.—Subsequent General Meetings shall be held at least once in every year, on such date in the last three months of the year as the Executive Committee may appoint.
- 28.—The above-mentioned General Meetings shall be called Ordinary Meetings, and all other General Meetings shall be called Extraordinary Meetings.
- 29.—The Executive Committee may, whenever they think fit, and they shall, upon a requisition made in writing, and signed by ten or more Members, convene an Extraordinary Meeting.
- 30.—Any requisition made by the Members shall express the objects of the meeting proposed to be called, and shall be left with the Secretary of the Association.

- 31.—Upon the receipt of such requisition, the Executive Committee shall forthwith proceed to convene a General Meeting, and if they do not convene the same within 14 days from the date of the receipt of such requisition, the Requisitionists may themselves convene a Meeting.
- 32.—A notice of every General Meeting shall be given to the Members at least 7 days before such Meeting at such time and in such form and mauner as hereinafter provided or permitted.
- 33.—The non-receipt of such notice by any Member shall not invalidate the proceedings of any General Meeting.

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- 34.—Seven Members shall be a quorum, and no business shall be transacted at any General Meeting until a lapse of half an hour after the time appointed for the Meeting, unless a quorum be present at such Meeting.
- 35.—If within half an hour of the time appointed for a Meeting convened upon the Requisition of Members, a quorum be not present, the Meeting shall be dissolved.
- 36.—The President of the Association, or, in his absence, the Chairman of the Executive Committee, or, in his absence, any Member chosen by the Meinbers present to be Chairman of such Meeting shall preside as Chairman at any General Meeting of the Association. The Chairman shall, in case the votes at any General Meeting are equally divided, have, as well as his own vote, a second or casting vote. The Chairman may, with the consent of the Meeting, adjourn any Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left undisposed of at the Meeting at which the adjournment took place.
- 37.—At a General Meeting, unless a poll is demanded by at least five Members, a declaration of 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. 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.
 - 33.-Every Member shall have one vote, and one vote only.

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NOTICES.

39.—Notices required to be served by the Association upon the Members may be served either personally, or by leaving the same (or by sending them through the post in a prepaid letter), addressed to the Members at their registered places of abode respectively. All notices, if served by post, shall be deemed to have been served at the same time when the propaid letter containing the same, properly addressed and put into a post-office, would have arrived in course of post. As regards those 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.

40.—All notices required by the Companies Acts to be given by advertisement shall be advertised in a newspaper circulating in London, and shall be deemed sufficient if so advertised.

WINDING-UP.

41.—The Association shall be wound up voluntarily whenever an extraordinary resolution as defined by the Companies Act, 1862, is passed requiring the Association to be wound up voluntarily.

Marin Martin Fairiain & W. Finance of Mangiet College & albert Spicer 50 leffer Thames St. Wholesale Sta Walter Hazel 15 Russell of no Thinter m. P. I Earl him Chause El Merchant

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> Dated this 10th day of June 1896.

Witness to the above Signatures, of Andrew Marker Fairbourne Albert Spicer Walfer Housell Arthur Marshall Alfred James She pleand Frank Tilley and John Pooler Ruchanan Endy Thomas Kisoson Rutherford Joseph King Will. Reason and Percy Aldre de Clede to She blushounds Silver Buch Solling Check to She blushounds Silver Timber of the Start Fingling livers Tel.

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Witness to the requesture of Frederic William Laurence

William Fellows Jedgwich Simit College Camb, O. 48350



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Certificate of Incorporation

Incorporated Mansfield House University Settlement.

I hereby Certify, r..

Incorporated Mansfield House University Settlement, (the word "Limited" being omitted by Licence of the Board of Trade),

is this day Incorporated under the Companies Acts, 1802 to 1800, and that the Company is Limited.

Given under my hand at London this

sixteenth.

June

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