



THE COMPANIES ACTS, 1862-1898  
THE COMPANIES ACTS, 1985-1989  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL

## MEMORANDUM AND ARTICLES OF ASSOCIATION OF BARNARDO'S

AS AMENDED AND ADOPTED BY SPECIAL RESOLUTIONS  
PASSED ON 4 DECEMBER 1997 AND 10 NOVEMBER 1999

Certified to be a true copy of the Memorandum and  
Articles of Barnardo's as amended and adopted by  
special resolutions passed on 4 December 1997 and  
10 November 1999.

  
G. TRAVIS  
Company Secretary

REGISTERED THE 20th DAY OF APRIL 1899

Barnardo's (a Company Limited by guarantee)  
Reg Office: Tanners Lane, Barkingside, Ilford, Essex IG6 1QG  
Telephone: 0181-550 8822  
Reg No: 61625 England  
Charity Reg No: 216250



THE COMPANIES ACTS, 1862-1898  
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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
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***Memorandum of Association***

OF

**BARNARDO'S**

As amended by Special Resolution passed on 4 December 1997

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1. The name of the Association is 'Barnardo's'.
2. The Registered Office of the Association will be situate in England.
3. The Association is established for the following objects:
  - (i) the relief and assistance of children and young people in need;
  - (ii) the promotion of the education of children and young people;
  - (iii) the promotion among children and young people of the knowledge of the Christian faith or the faith in which they were brought up;
  - (iv) the relief of the poor, sick, handicapped and aged;

provided always that the Association shall without prejudice to those objects and having regard to its Protestant history and its Christian inspiration pay special regard to the following values:

  - (1) respecting the unique worth of every person;
  - (2) encouraging people to fulfil their potential;
  - (3) working with hope to achieve these aims.
4. The Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
  - (a) To seek out and bring help to children and young people of both sexes in need; to maintain, provide board, lodging, clothing, medical or other treatment, family care services, education or craft training with a view to enabling them to achieve a full independent and beneficial life; to receive such children and young people irrespective of race, creed or colour into Homes, foster-homes or other places managed by or under the supervision of the Association in the United Kingdom or elsewhere and to supervise them until they are capable of providing for themselves.

- (b) To provide an individual careers service for such children and young people to assist them in finding suitable employment; to provide them with clothing and equipment necessary for them to undertake such employment; to provide monetary help should they desire to emigrate; to set them up in business or enable them to attend an educational establishment to further their education and do all things necessary or expedient for the foregoing purposes.
- (c) To teach children and young people handicrafts, trades and commercial subjects; to institute or promote the training in work of a commercial nature by children and young people and carry on any of the trades or industries in which they or any of them have hitherto been instructed in order to provide an outlet for their products.
- (d) To afford help, protection and guidance to parents, whether married, unmarried or widowed, with or expecting children, being in need of care and assistance and that whether by family care service or any other way and when necessary to provide suitable accommodation for them and/or their children in any suitable Homes, foster-homes and other places managed by or under the supervision of the Association in the United Kingdom or elsewhere and to supervise them until they are capable of providing for themselves.
- (e) To carry on the business of an Adoption Society and to conduct negotiations with any person who having the care and possession of any child is desirous of adopting that child; to take care and possession of any child whose parent or guardian is desirous that the child be adopted and to arrange for such adoption as is beneficial to the child.
- (f) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property in the United Kingdom or any other part of the world and any rights or privileges which the Association may think necessary or desirable and to construct, alter and maintain any buildings or erections necessary or beneficial to the purposes of the Association and to provide the same with all or any of the necessary and proper fixtures, furniture, apparatus, appliances and accommodations and to make all such provisions as shall be deemed expedient.
- (g) To sell, let, mortgage, license or make available, dispose of or turn to account all or any of the property or assets of the Association or any rights emanating from its ownership of them as may be thought expedient with a view to the furtherance of its objects.
- (h) To establish, undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to its objects; and to participate in any charitable trusts connected with or calculated to further the objects of the Association.
- (i) To undertake and perform the office and duties of trustee, custodian trustee, executor, administrator, attorney or nominee of or for any person in any circumstances where the Association has an interest directly or indirectly in undertaking or performing such duties.

- (j) To amalgamate with or affiliate to the Association any Home, Institution or Society established for charitable purposes only which shall be wholly or partially similar in character and principles to the Association and which shall prohibit the payment of dividend to its members and to lend the money of the Association to any such Home, Institution or Society with or without interest.
- (k) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit; to enter into agreements to acquire goods of any kind for its own use on such terms of credit, deferred credit or hire purchase agreement or other arrangement as may be considered advantageous to the Association.
- (l) To undertake or organise money raising and selling schemes, public and private appeals, the sale of products of the training or care schemes of the Association provided always that such activities are ancillary to the proper and adequate training of children or young people.
- (m) To invest the moneys of the Association not immediately required for any of its purposes in or with such concerns, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (n)
  - (i) To appoint as investment managers for the Association one or more persons who the Council are satisfied after inquiry are proper and competent persons to act in that capacity and who are either:-
    - (a) individuals of repute with at least fifteen years' experience of investment management who are authorised persons within the meaning of the Financial Services Act 1986; or
    - (b) a company or firm of repute which is an authorised or exempted person within the meaning of that Act otherwise than by virtue of s.45(1)(j) of that Act.
  - (ii) To delegate to any such investment manager so appointed power at his discretion to buy and sell investments for the Association on its behalf in accordance with the investment policy laid down by the Council. The Council may pay reasonable and proper remuneration to anyone appointed to act as investment manager for the Association.
  - (iii) The Council may:-
    - (a) make such arrangements as they think fit for any investments of the Association or income from those investments to be held by a corporate body as the Association's nominee; and

- (b) pay reasonable and proper remuneration to any corporate body acting as the Association's nominee in pursuance of this clause.
- (o) To purchase and acquire the assets and funds of or to establish and support or assist in the establishment and support of any charitable associations or institutions or to contribute by way of grant for research, investigation or experiment or to subscribe, lend or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (p) To pay premiums in respect of any indemnity policy to cover the liability of the Council, officers or employees of the Association (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association provided that any such insurance or indemnity shall not extend to any act or omission which they knew to be a breach of duty or which was committed by them in reckless disregard of whether it was a breach of trust or breach of duty or not.
- (q) To acquire land buildings and other erections thereon and to build, alter, furnish and equip such accommodation as may be necessary to provide work places for young and adult persons with disabilities who by reasons of their disability are unable to find regular employment; to employ staff to manage these undertakings, to train the workers to make full use of their impaired capacity and to pay the staff and workers employed in these undertakings such salary or wages as the Council of the Association may consider to be reasonable; to provide warehouses, stores and showrooms necessary for the sale of the produce of these undertakings to the public, merchants and by private bargain in order to defray or reduce the cost to the Association's General Funds of maintaining and operating such undertakings.
- (r) To make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants and for the payment of death benefits to or on behalf of employees and their widows and other dependants by virtue of any scheme approved under part XIV of the Income and Corporation Taxes Act 1988 or any Act amending or replacing same.
- (s) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (t) To do all such other things as are incidental or conducive to the attainment of the said objects or any of them, provided that:
  - (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

- (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
  - (iii) 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 the same without such authority, approval or consent as may be required by law, and as regards any such property the council of management or governing body of the Association shall be chargeable for any such property that 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 council of management or governing body 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 council of management or governing body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.
- 5. 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 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 of the Officers or Servants of the Association or subject to the provisions hereinafter contained to any Member of the Association or other person in return for any goods supplied or services actually rendered to the Association or of interest to any Member of the Association or other person who may advance money to the Association on mortgage or debentures or by way of loan or otherwise.
- 6. The fifth 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.
- 7. If any Member of the Association pays or receives any dividend, bonus or other profit in contravention of the terms of the fifth paragraph of this Memorandum his liability shall be unlimited; provided further that no Member of the Council of Management or governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or governing body, except repayment of out-of-pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Association or the payment of premiums in respect of indemnity insurance effected in accordance with Clause 4(p) above; provided that the provision last aforesaid shall not apply to any payment to any Company of which a Member of the Council of Management or governing body may be a

member, and in which such Member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment. Notwithstanding the foregoing provisions of this Clause it shall be competent for the Association to pay such Members of Council a fee for duties undertaken for and on behalf of the Council or the Association provided always that the number of Members of Council in receipt of such fees shall not exceed one third of the total active membership of the Council at that time and provided further that no Member of the Council shall be competent to vote on any resolution for payment to him of such a fee.

8. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding £1.05 or in the case of his liability becoming unlimited such other amounts as may be required in pursuance of the last preceding paragraph of this Memorandum.
9. If upon the winding up or dissolution of the Association there remains after satisfaction of all the relevant debts and liabilities, any balance of funds or assets whatsoever, the same shall not be paid to or distributed among the Members of the Association but shall be paid over to some other charitable institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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

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***NAMES, ADDRESSES AND  
DESCRIPTIONS OF SUBSCRIBERS***

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**KINNAIRD,** ARTHUR FITZGERALD LORD KINNAIRD  
1 Pall Mall East London

**WILLIAM FOWLER**  
43 Grosvenor Square London  
J.P. for Essex

**HOWARD WILLIAMS**  
Hamilton Lodge Bickley Kent  
Merchant

**WILLIAM BAKER**  
10 New Court Carey Street W.C.  
Barrister at Law

**JAMES EWING MATHIESON**  
58 Ladbroke Grove W. Kensington  
Justice of the Peace for Lanarkshire

**HANMER WILLIAM WEBB-PEPLOE**  
25 Onslow Gardens London S.W.  
Vicar of St. Paul's Onslow Square and  
Prebendary of St. Paul's

**THOMAS JOHN BARNARDO**  
St Leonard's Lodge Surbiton Surrey  
F.R.C.S. Ed.

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Dated 13th April, 1899

Witness to the above seven signatures

**RICHARD CLAUDE WRIGHT**  
Braemar, Mansfield Road, Wanstead, Essex

Secretary



# ***ARTICLES of ASSOCIATION***

## **OF**

## **BARNARDO'S**

As amended by Special Resolutions passed on 4 December 1997  
and 10 November 1999

### **INTERPRETATION**

- |    |                      |  |
|----|----------------------|--|
| 1. | In these Articles:   |  |
|    | 'The Act'            | means the Companies Act 1985 as amended by the Companies Act 1989                    |
|    | 'The Seal'           | means the Common Seal of the Association   |
|    | 'Secretary'          | means any person appointed to perform the duties of the Secretary of the Association |
|    | 'The United Kingdom' | means Great Britain and Northern Ireland   |
|    | 'The Association'    | means Barnardo's   |

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

2. For the purpose of registration the number of Members of the Association is declared to be unlimited.
3. The Association is established for the purposes stated in the Memorandum of Association.

### **MEMBERS**

4. Such persons as the Council shall admit to Membership in accordance with the provisions hereinafter contained shall be Members of the Association.

The Association shall consist of two classes of Members, namely, Ordinary and Honorary Members.

All applicants for membership, whether ordinary or honorary, shall have their attention drawn to the statement of the Association's basis and values as approved by Council in 1991.

### **'Basis**

Barnardo's is an association whose inspiration and values derive from the Christian faith. These values, enriched and shared by many people of other faiths and philosophies, provide the basis of our work with children and young people, their families and communities.

### **Values**

Respecting the unique worth of every person.

Encouraging people to fulfil their potential.

Working with hope.

Exercising responsible stewardship'.

All applicants for ordinary membership, in acknowledgement of the historical basis of the Association, prior to completion of the application form, shall have their attention drawn to the following words of the Founder as published in 1896:

'Before proceeding to detail, it may be well to set in the forefront the Religious Principles upon which the Homes are conducted.

'The Homes have from the beginning been conducted on definitely religious lines. They are Christian institutions, carried on in the spirit of the Gospel. They are, of course Protestant, but no creed or party can claim their work exclusively for its own. Every candidate, or his or her responsible guardian, is plainly informed, at the time of application, that these are Protestant Homes, and that no other religious instruction is afforded than such as is in accordance with the teaching of the Word of God. As of yore, I could not allow any question of sect or creed to close my doors in the face of a really destitute and homeless child, and admission is in no single instance with a view to proselytism.

'The Homes are conducted on the broadest Christian basis consistent with loyalty to the truths of the Gospel. They are inter-denominational Homes in the following very important senses:

1. They receive children of all creeds or of none, without any regard to denomination.
2. They are supported by sympathizers in all sections of the Church of Christ, irrespective of sect.
3. They are carried on and practically managed by workers who, like the subscribers, belong to almost every section of that Church Universal, which is made up of all those who love our Lord Jesus Christ in sincerity.

4. An earnest endeavour is, therefore, made to bring up each child in the Church to which its parents nominally belonged. I am bound to add that the chief aim of all associated with me (irrespective of Churches or denominations) is to bring these children up, experimentally, in the fear of the Lord, and to draw them in faith and love to the feet of our Saviour Christ.'

**(A) ORDINARY MEMBERS**

Ordinary Members shall be such persons of good character as are prepared to undertake to pay the sum of one guinea (£1.05) into the funds of the Association in the event of its being wound up.

Any person being desirous of being enrolled as an Ordinary Member of the Association shall make application in writing in such form as the Council may from time to time decide. The Council may in the exercise of its absolute discretion and without giving any reason, decide to admit or decline to admit the enrolment of any applicant.

An application on being accepted shall be recorded in the Register of Members.

**(B) HONORARY MEMBERS**

The Council may from time to time at its own discretion admit as Honorary Members such persons of special skills whose public influence or professional standing would be beneficial to the Association.

Honorary Members shall not be called upon to pay any sum by way of guarantee in the event of the winding up of the Association. They shall not be required to participate in the administration of the Association and any notices which they may at the discretion of the Council receive, shall be for information only. Subject to the conditions hereinafter contained an Honorary Member shall be eligible for election or co-option to the Council or any Committee with power to vote at meetings of the Council. An Honorary Member shall have no power to vote at General Meetings of the Association.

An Honorary Member on completing the current application form may at the absolute discretion of the Council be admitted as an Ordinary Member of the Association.

The Council shall maintain a Register of Honorary Members in such form as it may decide.

5. The Council shall have power to terminate the membership of any Member for any reason which it need not disclose, whereupon the Council shall delete the name of such Member from the appropriate Register of Members and notify in writing by ordinary post the termination of his membership and such person shall cease to be an Ordinary or Honorary Member as the case may be.

## **RETIREMENT OF MEMBERS**

6. Any Member may at any time by giving notice in writing signed by him to the Secretary resign his Membership. At the first meeting of the Council after receipt of such notice his name shall be removed from the Register of Members and he shall cease to be a Member.

## **GENERAL MEETINGS**

7. The Association shall in each calendar year hold a General Meeting to be known as an Annual General Meeting in addition to any other Meetings in that year and shall specify the Meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.

The Annual General Meeting shall be held at such time and place as the Council shall appoint.

The Council shall have power to invite or admit to the Annual General Meeting such persons not being Ordinary or Honorary Members of the Association as it shall think proper and upon such terms as it shall deem expedient.

8. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
9. The Council may whenever it deems fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists, as provided by Section 368 of the Act.

## **NOTICE OF GENERAL MEETINGS**

10. An Annual General Meeting and a Meeting called for the passing of a special resolution shall be called by not less than twenty-one days' notice in writing, and a Meeting of the Association other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by not less than fourteen days' notice in writing. 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 hour of meeting and, in the 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 as may be prescribed by the Association in General Meeting, to such persons as are, under the Articles of Association, entitled to receive such notices from the Association.

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the Annual General Meeting, by all the Ordinary Members entitled to attend and vote thereat; and

- (b) in the case of any other meeting, by a majority in number of the Ordinary Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the Ordinary Members.
- 11. 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.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election or re-election of Officers, the election or re-election of Members of the Council, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 13. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Save as herein otherwise provided seven Ordinary Members personally present shall be a quorum.
- 14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Ordinary Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or at such other place as the Council may determine, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Ordinary Members present shall be a quorum.
- 15. The Chair of Council, or in his absence the Deputy Chair (if he be an Ordinary Member) shall be chair of the Meeting, except when the President attends and then the President shall be chair. In the absence of these persons the Ordinary Members present shall choose a Member of the Council, who is an Ordinary Member, or if no Member of the Council be present or if all the Members of the Council present decline to take the chair, they shall choose an Ordinary Member of the Association present to preside.
- 16. The chair may, with the consent of the majority of any meeting adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Ordinary Members shall not be entitled to any notice of adjournment or of the business to be transacted at an adjourned meeting.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of a show of hands) demanded:

- (a) by the chair, or
- (b) by at least six Ordinary Members present in person.

Unless a poll be so demanded a declaration by the chair that a resolution has on show of hands been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

18. Subject to the provisions of Article 20, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the chair of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the Meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. A poll demanded on the election of a chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chair of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

## **VOTES OF MEMBERS**

21. Subject as hereinafter provided, every Ordinary Member shall have one vote only, and unless objection be made to the validity of any vote at the Meeting at which it is tendered every vote not then and there disallowed shall be valid for all purposes and the chair of the Meeting shall be the sole and absolute judge of the validity of any vote tendered.
22. No Member other than an Ordinary Member duly registered shall be entitled to vote on any question either personally or by proxy at any General Meeting.
23. Votes may be given on a poll either personally or by proxy. On a show of hands a person present only by proxy shall have no vote. A proxy need not be a Member of the Association.
24. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing.

25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially or otherwise lawfully certified copy thereof shall be deposited at the registered office of the Association not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of execution.
26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office of the association before the commencement of the meeting or adjourned meeting at which the proxy is used.
27. Any instrument appointing a proxy shall be in the following form as near thereto as circumstances will admit:

'I  
'of  
'an Ordinary Member of Barnardo's  
'hereby appoint  
'of  
'and failing him  
'of  
'to vote for me and on my behalf  
'at the (Annual or Extraordinary  
'or Adjourned, as the case may be)  
'General Meeting of the Association  
'to be held  
'on the        day of  
'and at every adjournment thereof.  
'As witness my hand this        day of    19   .'

28. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

'I,  
'of  
'an Ordinary Member of Barnardo's  
'hereby appoint  
'of  
'and failing him  
'of  
'to vote for me and on my behalf  
'at the (Annual or Extraordinary,  
'or Adjourned, as the case may be)  
'General Meeting of the Association  
'to be held  
'on the        day of  
'and at every adjournment thereof.  
'As witness my hand this        day of    19   .'

\*in favour of

'This form to be used    against    the resolution.

'Unless otherwise instructed, the proxy will vote as he thinks fit.'

\* Strike out whichever is not desired.

## **PRESIDENT**

29. The Council shall recommend the President (or Joint Presidents) to be elected annually at the Annual General Meeting by the Ordinary Members of the Association and such President (or Joint Presidents) shall be eligible for re-election.

## **VICE-PRESIDENTS**

30. The Council shall recommend as Vice-Presidents such persons as it considers desirable by reason of their professional eminence, special interest or qualifications and who are willing to accept the office of Vice-President. Such persons may be elected to be Vice-Presidents by the Ordinary Members of the Association at the Annual General Meeting and shall be eligible for annual re-election.

The President and the Vice-Presidents as such may attend Council Meetings but shall not vote or participate in the Meetings or in the management of the Association and any notices which they may at the discretion of the Council receive shall be for information only.



## **TREASURER**

31. The Council shall recommend from among their number a Treasurer (who may be an Ordinary Member or an Honorary Member) to be elected annually at the Annual General Meeting by the Ordinary Members and such Treasurer shall be eligible for re-election. In the case of a casual vacancy the Council shall appoint a successor to hold office until the first Annual General Meeting thereafter.

## **COUNCIL OF MANAGEMENT**

32. The Council shall, subject to Articles 34 and 35, consist of not more than 30 nor less than 5 Members who shall be elected by the Ordinary Members in General Meeting. The number of Honorary Members who are Members of the Council shall not exceed one-third of the total number of Members of the Council for the time being. In the event of the number of Honorary Members exceeding one-third of such total the Honorary Member last elected or appointed shall cease automatically to be a Member of Council.
33. Except as otherwise authorised by Section 292 of the Act the election or appointment of any person proposed as a Member of the Council shall be effected by a separate resolution and a single resolution purporting to elect or appoint two or more persons to be Members of the Council shall be ineffective and void.
34. The Council may from time to time and at any time appoint any Member of the Association as a Member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum and two-thirds requirement of Ordinary Members be not thereby infringed. Any Member of the Council so appointed shall retain his office only until the end of the first Annual General Meeting next after the date of his appointment but shall be eligible for re-election at that meeting.
35. The Council may co-opt any Ordinary or Honorary Member of the Association as a Member of the Council for a limited purpose specified in the resolution co-opting him (a Restricted Member of Council) who shall hold office for such period as the resolution co-opting him shall specify and who at any time may be removed by a resolution of the Council. A Restricted Member of Council may be co-opted in addition to the prescribed maximum and shall not be counted in ascertaining whether the two-thirds requirement of Ordinary Members will be infringed. A Restricted Member of Council shall not be subject to retirement under Article 42. A Restricted Member of Council shall be entitled to notice of and may attend any meeting which includes any business relating to the purpose specified in the resolution co-opting him, but shall not be counted for the purpose of establishing whether a quorum is present. A Restricted Member of Council shall unless the Chair of the meeting otherwise directs speak and vote only on questions relating to the purpose for which he was co-opted and the decision of the Chair of the meeting as to whether the Restricted Member of Council may so speak or vote shall be final.

36. No person who is not an Ordinary Member or an Honorary Member of the Association shall in any circumstances be eligible to hold office as a Member of the Council nor to continue as a Member of the Council.
37. No paid officer of the Association shall serve on the Council nor have power of voting but such officer shall if required to do so attend any Meeting of the Council to furnish information. A paid officer of the Association may serve on any Committee or Sub-Committee and have power of voting if the Council shall expressly resolve that such officer or the holder for the time being of a particular office shall be a member of such Committee or Sub-Committee.

#### **POWERS AND DUTIES OF THE COUNCIL**

38. The business of the Association shall be managed by the Council who may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
39. The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Council, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.
41. The Council shall cause minutes to be made in books provided for the purpose:
  - (a) of all appointments of Officers made by the Council;
  - (b) of the names of the Members of the Council or of the committee present at each meeting of the Council and of any committee of the Council;
  - (c) of all resolutions and proceedings at all meetings of the Association and of the Council and of committees of the Council.

Minutes of any meeting, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

#### **MEMBERS OF THE COUNCIL**

42. The office of Member of Council shall be vacated if the Member:

- (a) holds any office of profit under the Association; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited from being a Member by reason of any order made under The Company Directors Disqualification Act 1986; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Association; or
- (f) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in the manner required by Section 317 of the Act; or
- (g) has not attended a Council Meeting for twelve months unless prior leave of absence has been obtained.

A Member of Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

43. Any Member of Council who was appointed in General Meeting shall retire at the end of the third Annual General Meeting next following such appointment but shall be eligible for re-election at that meeting or subsequently provided that the Chair of Council shall not be required to retire until the end of the Annual General Meeting at which he ceases to hold office under Article 49.

44. No person other than a Member of Council retiring at the Meeting shall be eligible for election to the office of Member of Council at any General Meeting unless he has been recommended by Council or not less than fourteen nor more than twenty-one days before the date appointed for the Meeting there shall have been left at the registered office of the Association notice in writing signed by an Ordinary Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

45. In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Association may by extraordinary resolution remove any Member of the Council before the expiration of his period of office, and may by an ordinary resolution appoint another qualified Member of the Association in his stead; but any person so appointed shall retain his office so long only as the Member of Council in whose place he is appointed would have held the same if he had not been removed.

#### **PROCEEDINGS OF THE COUNCIL**

46. The Council may meet together for the despatch of business, adjourn and otherwise regulate their Meetings, as they think fit provided that no resolution of the Council to amend or rescind a previous resolution of the Council shall be effective until confirmed at a second Meeting of the Council after notice in the Agenda paper of the recommendation of the proposed amendment or rescission. Questions arising at any Meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair of the Meeting shall have a second or casting vote. A Member of Council, with the prior consent of the Chair or the Deputy Chair may, and the Secretary on the requisition of at least three Members of Council shall, summon a Meeting of the Members of Council. It shall not be necessary to give notice of a Meeting of the Members of Council to any Member for the time being absent from the United Kingdom.
47. The quorum necessary for the transaction of the business of the Council may be fixed by its Members and unless so fixed shall be five. No Meeting shall be quorate unless a majority of the Members of Council present are Ordinary Members of the Association.
48. The continuing Members of Council may act notwithstanding any vacancy in their body, but if and so long as their number and quality is reduced below the number fixed by and pursuant to the Articles of the Association as the necessary quorum of Members of Council the continuing Members of Council may act for the purpose of increasing the number of Members to that number, or of summoning a General Meeting of the Association for that purpose only.
49. At the first Meeting following the Annual General Meeting the Council shall, if necessary, elect its own Chair and Deputy Chair of its Meetings and determine the period for which the Deputy Chair is to hold office. Only an Ordinary Member of the Association may be elected Chair of meetings of Council but an Honorary Member may be elected Deputy Chair. The Chair shall hold office until the end of the third Annual General Meeting following his appointment and shall be eligible for reappointment for one (but only one) similar term of office. Council shall also elect its Chair or Deputy Chair if and whenever a casual vacancy shall occur. A Chair elected to fill a casual vacancy shall hold office until the end of the Annual General Meeting following his or her appointment but shall be eligible for re-appointment. A period served as a result of a casual vacancy shall not be counted as a term of office for subsequent re-election. At any meeting the Chair, or in his absence, the Deputy Chair (notwithstanding that he or she may be an Honorary Member) shall be chair of the Meeting but if neither of the said officers is present within five minutes after the time appointed for holding

same, the Members of Council present may choose one of the Ordinary Members present to be Chair of the Meeting.

50. A Meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
51. The Council may delegate any of its powers to committees ("Committees") consisting of such number or numbers and such persons as the Council thinks fit, including, for the avoidance of doubt, Honorary Members and paid officers of the Association, provided always that a majority of the persons on such Committee shall be Members of the Council. Sub-Committees, Local Committees and Working Parties ("Sub-Committees") may also be set up by the Council for specific purposes as necessary. Any Committee or Sub-Committee so formed shall, in the exercise of the powers so delegated conform to any regulations imposed on it by the Council. The meetings and proceedings of any such Committee or Sub-Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations by the Council. All Committees and Sub-Committees shall report their proceedings to the Council.
52. A Committee shall fix the times of its meetings at its own discretion. Decisions shall be determined by the votes of the members. In the case of an equality of votes the Chair shall have a casting vote.
53. All acts bona fide done by any Meeting of the Council or of any Committee of the Council, or by any person acting as a Member of the Council shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Council.
54. A resolution in writing signed by all the Members for the time being of the Council or any Committee of the Council who are entitled to receive notice of a Meeting of the Council or Committee shall be as valid and effectual as if it had been passed at a Meeting of the Council or Committee duly convened and constituted.
55. Any Member may participate in a meeting of the Council or of a Committee of the Council by means of conference telephone or similar communications equipment whereby all the Members participating in the meeting can hear each other and the Members participating in a meeting in this manner shall be deemed to be present in person at such meeting.

#### **SECRETARY**

56. The Secretary shall be appointed by the Council for such term at such remuneration and upon such conditions as it may think fit and the appointment of any Secretary may only be terminated or superseded by a decision of the Council.

57. A provision of the Act or these Articles requiring or authorizing a thing to be done by or to a Member of Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Member of Council and as, or in place of, the Secretary. The Council may from time to time by resolution appoint a deputy Secretary or an assistant to the Secretary and any person so appointed shall carry out the duties of the Secretary if there be no Secretary or no Secretary capable of acting.

#### **THE SEAL AND EXECUTION OF DOCUMENTS**

58. (a) The Council shall provide for the safe custody of the seal. The Council may determine who shall sign any instrument to which the seal is affixed and, unless so determined, it shall be signed by a Member of the Council and the Secretary, or, failing the Secretary, by a second Member of the Council.
- (b) A document signed by a Member of Council and the Secretary or failing the Secretary by two Members of Council appointed for that purpose by the Council, and expressed (in whatever form of words) to be executed by the Association shall have the same effect as if executed under the seal of the Association.

#### **ACCOUNTS**

59. The Council shall cause proper books of account to be kept in which shall be recorded:
- (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

60. The books of account shall be kept at the registered office of the Association, or, subject to Section 222 of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Members of Council.
61. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being Members of the Council, and no Member (not being a Member of the Council) shall have any right of inspecting any account book or document of the Association except as conferred by statute or authorized by the Council or by the Association in General Meeting.

62. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such Meeting, together with proper balance sheets made up as at the same date. Every such balance sheet shall be accompanied by the reports of the Council and the Auditors thereon and copies of such account, balance sheet and reports (all of which shall be in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240(4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' Report shall be open to inspection and be read before the Meeting as required by Sections 235 to 237 of the Act.

#### **AUDIT**

63. Once at least in every calendar year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet reported on by the Auditors appointed by the Members of the Association.
64. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### **NOTICES**

65. 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 him at his registered address as appearing in the Register of Members.
66. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.
67. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as a prepaid letter.

#### **INDEMNITY**

68. Subject to the provisions of the Act but without prejudice to any indemnity to which a Member of Council may otherwise be entitled, every Member of Council or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is

given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

## **DISSOLUTION**

69. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.



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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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**KINNAIRD**, ARTHUR FITZGERALD LORD KINNAIRD  
1 Pall Mall East London

**WILLIAM FOWLER**  
43 Grosvenor Square London  
J.P. for Essex

**HOWARD WILLIAMS**  
Hamilton Lodge Bickley Kent  
Merchant

**WILLIAM BAKER**  
10 New Court Carey Street W.C.  
Barrister at Law

**JAMES EWING MATHIESON**  
58 Ladbroke Grove W. Kensington  
Justice of the Peace for Lanarkshire

**HANMER WILLIAM WEBB-PEPLOE**  
25 Onslow Gardens London S.W.  
Vicar of St. Paul's Onslow Square and  
Prebendary of St. Paul's

**THOMAS JOHN BARNARDO**  
St Leonard's Lodge Surbiton Surrey  
F.R.C.S. Ed.

-----  
  
Dated 13th April, 1899

Witness to the above seven signatures

**RICHARD CLAUDE WRIGHT**  
Braemar  
Mansfield Road  
Wanstead, Essex  
Secretary

**BARNARDO'S**

***Application for Ordinary Membership***

I desire to be enrolled as an Ordinary Member of the above Association and to have my name placed on the Register of Ordinary Members.

I declare that I am a Christian, that I accept the Basis and Values of the Association, and that I support its objects and purposes.

I agree to be bound by the Memorandum and Articles of Association for the time being; and in the event of the Association being wound up during the period of my membership or within one year thereafter to contribute a sum not exceeding £1.05 in accordance with the said Articles of Association.

**SIGNATURE:**

**DATE:**

**FULL NAME (BLOCK LETTERS):**

**ADDRESS:**

**OCCUPATION OR PROFESSION:**

**BARNARDO'S**

***Application for Honorary Membership***

I desire to be enrolled as an Honorary Member of the above Association and to have my name placed on the Register of Honorary Members.

I declare that I accept the Basis and Values of the Association and that I support its objects and purposes.

I agree to be bound by the Memorandum and Articles of Association for the time being.

**SIGNATURE:**

**DATE:**

**FULL NAME (BLOCK LETTERS):**

**ADDRESS:**

**OCCUPATION OR PROFESSION:**

No. 61625

## ***Certificate of Incorporation***

I HEREBY CERTIFY that the National Incorporated Association for the Reclamation of Destitute Waif Children otherwise known as Dr. Barnardo's Homes (the word 'Limited' being omitted by Licence of the Board of Trade) is this day Incorporated under the Companies' Acts 1862 to 1898 and that the Company is Limited.

Given under my hand at London this 20th day of April one thousand eight hundred and nine-nine.

Fees and Deed Stamps £21 5s. Od.

**J.S. PURCELL**  
*Registrar of Joint Stock Companies.*

## ***Certificate of Change of Name***

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OF  
THE NATIONAL INCORPORATED ASSOCIATION FOR  
THE RECLAMATION OF DESTITUTE WAIF CHILDREN,  
OTHERWISE KNOWN AS DR. BARNARDO'S HOMES.

I hereby certify, That THE NATIONAL INCORPORATED ASSOCIATION FOR THE RECLAMATION OF DESTITUTE WAIF CHILDREN, OTHERWISE KNOWN AS DR. BARNARDO'S HOMES (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 the approval of the BOARD OF TRADE, changed its name, is now called -

DR. BARNARDO'S HOMES:

NATIONAL INCORPORATED ASSOCIATION

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

Given under my hand at London this Twenty-fifth day of May, One Thousand Nine Hundred and Six.

**H.F. BARTLETT**  
*Registrar of Joint Stock Companies.*

# ***Trust Corporation***

## **LAW OF PROPERTY (AMENDMENT) ACT**

**1926**

I, George Viscount Cave, Lord High Chancellor of Great Britain, having read the statutory declaration of William McCall on behalf of the Dr. Barnardo's Homes: National Incorporated Association dated the 25th day of November 1926, am satisfied that the said Corporation fulfils those of the provisions of sub-section 1 of section 3 of the Law of Property (Amendment) Act, 1926, which are applicable to the case of the said Corporation accordingly to act in relation to charitable, ecclesiastical and public trusts as a Trust Corporation.

Dated the 16th day of December, 1926.

**CAVE, C.**

## **ADMINISTRATION OF ESTATES ACT (NORTHERN IRELAND) 1955**

I, The Right Honorable Sir Robert Lynd Erskine Lowry, Knight, Lord Chief Justice of Northern Ireland having read the statutory Declaration of Keith Leslie George Manley on behalf of Dr. Barnardo's dated 5th October, 1977 am satisfied that the said Corporation fulfils those of the provisions of sub-section 2 of section 28 of the Administration of Estates Act (Northern Ireland) 1955, which are applicable to the case of the said Corporation, and authorise the said Corporation accordingly to act in relation to charitable, ecclesiastical and public trusts as a Trust Corporation.

Dated the 29th day of December, 1977.

**ROBERT LOWRY  
L.C.J.**

# ***Certificate of Incorporation on Change of Name***

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***Whereas***

DR. BARNARDO'S HOMES:  
NATIONAL INCORPORATED ASSOCIATION  
(The word 'Limited' being omitted by Licence of the Board of Trade)

was incorporated as a limited company under the  
Companies Acts, 1862 to 1898,

on the Twentieth day of April, 1899

***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

**DR. BARNARDO'S**

Given under my hand at London, this Thirty-first day of December One Thousand Nine Hundred and Sixty Five.

**L.S. WHITFIELD**  
*Assistant Registrar of Companies*

# **CERTIFICATE OF INCORPORATION**

## **ON CHANGE OF NAME**

**No 61625**

**I hereby certify that**

**DR. BARNARDO'S**

**having by special resolution changed its name,**

**is now incorporated under the name of**

**BARNARDO'S**

**Given under my hand at the Companies Registration**

**Office, Cardiff, the 11th NOVEMBER 1988**

**F.A. JOSEPH**

**an authorised officer**

**HC006A**