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## SCHEDULE 2

**THE COMPANIES ACT 1948 to 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**Memorandum of Association of**

THURSDAY



RM 03/05/2012 #245  
COMPANIES HOUSE

**THE ABBEYFIELD (DORCHESTER) SOCIETY LIMITED**

- 1 The name of the Company (hereinafter called "the Society") is "THE ABBEYFIELD DORCHESTER SOCIETY LIMITED "
- 2 The registered office of the Society will be situate in England
- 3 The Society is established for the public benefit for the following objects -
  - (1) The relief and care of elderly persons of all classes suffering from the disabilities of old age or otherwise in need
  - (2) The spreading of Christian principles to all human relationships and the application of humanitarian arms to promote the relief of the elderly
  - (3) To provide further education in the sphere of voluntary work, social work and similar activities so as to inculcate the principles of good citizenship
  - (4) Such other purposes recognised by English law as charitable as the Society shall determine from time to time.

And in furtherance of the foregoing objects but not otherwise the Society shall have the following powers

- (a) To establish, manage, improve and construct in Dorchester and elsewhere houses, homes, hostels, clubs and recreation centres for elderly, neglected, old or handicapped people and provide them there and in their own homes with care, security and Christian love
- (b) To persuade and assist individuals and the community at large to realise, live up to and bear their Christian and citizen responsibilities to those who are elderly, neglected, old or handicapped or otherwise in need of care and attention
- (c) To provide training and experience for persons interested in social work
- (d) To assist, establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to act as trustee or agent for or manage, lend money or any other assistance to any association, society or other body corporate or unincorporate established for charitable purposes only, and for the purpose (and only for the purpose) of promoting any objects of the Society to co-

operate with manufacturers, dealers or other traders and with the press and other sources of publicity

- (e) To enter into any arrangements with any authorities, municipal, local or otherwise that are conducive to the Society's objects, or any of them and to obtain from any such authorities any rights, privileges and concessions which it may be desirable for the purposes of the Society's objects for it to obtain and to carry out, exercise and comply with such arrangements, rights, privileges and concessions
- (f) To accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, sell, lease or otherwise dispose of or mortgage any real or personal estate and whether or not subject to any trusts, and to construct, maintain and alter any of the same as shall be deemed necessary or convenient for any of the purposes of the Society
- (g) To undertake and execute any trusts which may lawfully be undertaken by the Society and are directly or indirectly ancillary to its objects
- (h) To borrow or raise money for the objects of the Society on such terms (with any necessary consents) and on such security as may be thought fit and whether by the creation and issue of debentures or debenture stock or otherwise
- (i) To draw, make, accept, indorse, discount execute and issue promissory notes, bills, cheques and other instruments and to operate and bank accounts
- (j) To invest the moneys of the Society not immediately required for its purposes in or upon any investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (k) To make charitable donations
- (l) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Society shall not undertake any permanent trading activities in raising funds for its primary charitable objects
- (m) To print and publish or to arrange to have printed and published either gratuitously or by way of sale any newspapers, periodicals, books or leaflets
- (n) To employ and pay any person or persons to supervise, organise, carry on the work of and to advise the Society and as employers of staff to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants
- (o) To amalgamate with and to purchase the whole or any part which may lawfully be acquired of the property of any charitable companies, institutions,

societies or associations having objects altogether or in part similar to those of the Society and which shall prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Society by this Memorandum of Association

- (p) To pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society
- (q) To do all such other things as are incidental to the attainment of the objects of the Society or any of them

Provided always that notwithstanding anything herein expressed or implied to the contrary all objects of the Society shall be of a charitable nature

Provided that the Society shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Society would make it a trade union

Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science, the Society 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 Executive Committee or Governing Body of the Society shall be chargeable for such property as may come into their own 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 Executive Committee or Governing Body have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Executive Committee or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with the same in such manner as may be allowed by law having regard to such trusts

- 4 The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society 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 Society

Provided that nothing herein shall prevent

- (a) the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society, nor
- (b) the payment of interest at a rate not exceeding 5 per cent per annum on money lent at the rate for the time being prescribed by the Treasury in manner

mentioned in section 189(1) Housing Act 1957 (whichever rate shall be the less), or reasonable and proper rent for premises demised or let by any member to the Society

5. The liability of the members is limited
6. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a member, or within one year after he ceases to be a member for payment of the debts and liabilities of the Society 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 contributors amongst themselves such amount as may be required, not exceeding £1
7. If upon the winding up or dissolution of the Society 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 Society but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society and Charity which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of clause 4 hereof such institution or institutions to be determined by the members of the Society at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object
8. True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Society, 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 Society for the time being in force, such accounts shall be open to the inspection of members

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

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**NAMES.ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

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Frederick Henry Gardiner BEM  
Greenwood, High Bockhampton  
Dorchester

Assistant Director, Dorset Community Council  
Gwendiline Gertrude Powell  
Durngate House  
Dorchester  
Town and West Dorset District Councillor

Dated this 22<sup>nd</sup> day of July 1974.

Witness to the above signatures –  
Peter John Woodward  
Downwood Lodge  
Winterbourne Came  
Dorchester

Director, Dorset Community Council