

**THE COMPANIES ACT 2006
SPECIAL RESOLUTION
The Walthamstow Pumphouse Museum
Registration number 03299935
Charity number 1104509**


CHANGE OF OBJECTS AND POWERS

At an EGM meeting of the members of the above-named company and charity, duly convened and held at the Walthamstow Pumphouse Museum on 8th December 2019.

The following Special Resolution was duly passed:

That the objects and powers as set out in the attached document have been approved and adopted as the new objects and powers of the company in place of all existing objects and the powers. To be updated accordingly.

DATED: 8th December 2019

SIGNED: 

Mr Lindsay Collier MA

Chairman

WEDNESDAY



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A04 05/02/2020 #39
COMPANIES HOUSE

THE COMPANIES ACT 2006
 COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
 MEMORANDUM OF ASSOCIATION

of Walthamstow Pumphouse Museum

1. The Company's name is "WALTHAMSTOW PUMPHOUSE MUSEUM".
 Registration number 03299935
2. The Company's registered office will be situate in England and Wales.
3. The Company's objects are:-
 To promote initiate advance encourage administer support and procure for the benefit of the public at large the collection restoration reconstruction renovation reinstatement replacement reproduction and exhibition of sites buildings pumps engines plant equipment apparatus devices gadgets contrivances exhibits plans models and inventions of historical and technical interest.
4. In furtherance of the objects but not otherwise the Company may exercise the following powers.
 - (A) To draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts in the name of the Company.
 - (B) To raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations.
 - (C) To acquire alter improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property.
 - (D) Subject to Clause 5 to employ such staff who shall not be Directors of the Company (hereinafter referred to as "the Governors"), as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants.
 - (E) To establish or support any charitable trusts associations or institutions formed for all or any of the objects.
 - (F) To co-operate with other charities voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purposes and to exchange information and advice with them.
 - (G) To pay out of the funds of the Company the costs charges and expenses of and incidental to the formation and registration of the Company.
 - (H) To do all such other lawful things as are necessary for the achievement of the objects.
5. The income and property shall be applied solely towards the promotion of the objects and no part shall be paid or transferred directly or indirectly by way of profit to members of the Company and no governor shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company
 Provided that nothing in this document shall prevent any payment in good faith by the Company:
 - (i) of the usual professional charges for business done by any governor who is a solicitor

accountant or other person engaged in a profession or by any partner of his or hers when instructed by the Company to act in a professional capacity on its behalf
Provided that at no time shall a majority of the governors benefit under this provision and that a governor shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion;

- (ii) of reasonable and proper remuneration for any service rendered to the Company by any member officer or servant of the Company who is not a governor;
- (iii) of interest on money lent by any member of the Company or governor at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the governors;
- (iv) of fees remuneration or other benefit in money or money's worth to any company of which a governor may also be a member holding not more than 1/100th part of the issued capital of that company;
- (v) of reasonable and proper rent for premises demised or let by any member of the Company or a governor;
- (vi) to any governor of reasonable out-of-pocket expenses.

6. *The liability of members is limited.*

7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the Company's debts and liabilities contracted before he or she ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

8. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charity or charities having objects similar to the objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Clause 5 above chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.

3.

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL
MEMORANDUM OF ASSOCIATION

1. The Company's name is "WALTHAMSTOW PUMPHOUSE MUSEUM". Registration number 03299935
2. The Company's registered office will be situated in England and Wales.
3. **The Company's objects are:** With its historic building, large collection of pumps, engines and related machinery, the museum aims to display its collection with the following purpose:
Provide an inspirational space to cultivate future generations and give them a practical insight into our industrial heritage and to secure its future preservation.
 - Preserve the Grade II-listed Victorian pumphouse at Low Hall and its Marshall engines and ancillary equipment.
 - Develop, maintain, and operate a museum on the site celebrating local transport and industry in Waltham Forest and the surrounding area. (Lea Valley)
 - Provide an engaging, informative, and educational experience for both local audiences and the wider public.

*The museum's activities are the collection, preservation, documentation, display and interpretation of artefacts and other material related to the museum's purpose.

*The museum will also house and promote the Frank Mycock Fire Fighting Collection.

4. Powers

The Company has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Companies powers include power to:

- 1) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 2) sell, lease or otherwise dispose of all or any part of the property belonging to the Company. In exercising this power, the Company must comply as appropriate with sections 117 and 119,123 of the Charities Act 2011;
- 3) employ and remunerate such staff as are necessary for carrying out the work of the Company. The Company may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- 4) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Company to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

5. Application of income and property

- 1) The income and property of the Company must be applied solely towards the promotion of the objects.
 - a) A charity trustee is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company.
 - b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the Companies expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

- 2) None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Company. This does not prevent a member who is not also a charity trustee receiving:

- a) a benefit from the Company as a beneficiary of the Company;

- 3) reasonable and proper remuneration for any goods or services supplied to the Company. Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons 1) General provisions

No charity trustee or connected person may:

- a) buy or receive any goods or services from the Company on terms preferential to those applicable to members of the public;
- b) sell goods, services, or any interest in land to the Company;
- c) be employed by, or receive any remuneration from, the Company;
- d) receive any other financial benefit from the Company;

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value

2) Scope and powers permitting trustees' or connected persons' benefits

- a) A charity trustee or connected person may receive a benefit from the Company as a beneficiary provided that it is available generally to the beneficiaries of the Company.
- b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Company where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- c) Subject to sub-clause (3) of this clause, a charity trustee or connected person may provide the Company with goods that are not supplied in connection with services provided to the Company by the charity trustee or connected person.
- d) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Company. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- e) A charity trustee or connected person may take part in the normal trading and fundraising activities of the Company on the same terms as members of the public.

7. The liability of members is limited.

Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the Company's debts and liabilities contracted before he or she ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

8. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charity or charities having objects similar to the objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Clause 5 above chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.