

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

ENVIRONMENT TRUST FOR RICHMOND UPON THAMES

- 1 The name of the Company (hereinafter called "the Trust") is Environment Trust for Richmond Upon Thames.
- 2 The Registered Office of the Trust will be situated in England
- 3 The objects for which the Trust is established are as follows:-
 - (a) To secure the preservation protection development and improvement of features of beauty or historic or public interest for the public benefit of the inhabitants of the London Borough of Richmond upon Thames (hereinafter called "the Borough")
 - (b) To preserve for the benefit of the inhabitants of the Borough and of the nation at large whatever of English historical architectural constructional or natural heritage may exist in the Borough in the form of land and buildings of particular beauty or historic architectural constructional or natural interest
 - (c) To educate the public in the architectural and environmental heritage of the area and to encourage the enjoyment of this heritage
- 4 In furtherance of those objects the Trust shall have the following powers:-
 - (a) To stimulate and encourage the interest participation and co-operation of the inhabitants of the Borough in the achievement of the said objects and to co-ordinate private and public owners of land potential occupiers of such land the inhabitants of the Borough and organisations engaged in conservation and environmental matters
 - (b) To buy or otherwise acquire buildings or land or any estate or interest therein
 - (c) Subject to such consents as may be required by law to sell let on lease or tenancy exchange mortgage or otherwise dispose of buildings or land or any estate or interest therein and subject to such covenants conditions and restrictions as are reasonably necessary to ensure the preservation of the buildings or land
 - (d) Subject to such consents as may be required by law to repair renovate restore rebuild and generally to maintain and develop and to promote the preservation of any buildings or land

- (e) To buy or otherwise acquire furniture and other equipment for use in connection with any buildings or land and to sell lease or otherwise dispose of any such furniture or equipment
- (f) To make such arrangements as are necessary to enable the public to view and enjoy any buildings (whether free or at a charge)
- (g) By publishing books or pamphlets or in other appropriate manner to make known to the public the existence of buildings or land of particular beauty or historical architectural or constructional interest or the features of especial interest of such buildings
- (h) To undertake or support research into the means of preserving old buildings and to publish the result thereof
- (i) To raise funds by subscriptions donations grants loans or otherwise for the purposes of the Trust to invite and accept gifts of all sorts and whether inter vivos or by will and whether or not subject to conditions to carry out any condition imposed on any gift which may be accepted provided that no form of permanent trading is undertaken in the raising of funds
- (j) To constitute special charitable trusts for any particular purposes of the Trust to act as trustee of any such special trust whether constituted by the Trust or otherwise
- (k) To enter into and carry out contracts
- (l) To employ and remunerate staff to employ and remunerate agents and 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
- (m) To borrow money for the purposes of the Trust on such terms and on such security (if any) as may be thought fit
- (n) To invest the moneys of the Trust not immediately required for its purposes in or upon such investments 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 mentioned
- (o) To make planning applications for consent under bye-laws or building regulations and other like applications
- (p) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Trust or calculated to further its objects
- (q) To co-operate with any local or public authority or other body concerned to achieve the objects for which the Trust is established

- (r) To take steps to form from the members of the public both within and outside the Borough a group of supporters and fund raisers to the Trust to be called the Friends of the Environment Trust for Richmond upon Thames on such terms and at such annual fee as the Trust shall from time to time determine
- (s) To give notice of public meetings and other activities of the Trust and to publish a newsletter
- (t) Generally to do any things necessary to the attainment of the Trust's objects provided that:-
 - (i) In case the Trust shall take or hold any property which may be subject to any trusts the Trust shall deal with or invest the same only in such manner as allowed by law having regard to such trusts
 - (ii) The Trust's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
 - (iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Trust 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 Board of Trustees 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 Board of Trustees have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated
 - (iv) The Trust shall have regard at all times to the need to secure improve or control public access to all buildings preserved by the Trust but not necessarily to the interior of such buildings of which only the exterior is of particular beauty or historical architectural or constructional interest
- 5 The income and property of the Trust whencesoever derived shall be applied solely towards the promotion of the objects of the Trust 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 Trust

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Trust or to any member of the Trust in return for any services actually rendered to the Trust nor prevent the payment of interest at a rate not exceeding 2% above the Base Rate of Midland Bank PLC or 3% whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any member to the

Trust but so that no member of the Board of Trustees shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees and that no remuneration or other benefit in money except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Trustees 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.

- 6 The liability of the members is limited
- 7 Every member of the Trust undertakes to contribute to the assets of the Trust in the event of the same being wound-up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Trust contracted before he 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 such amount as may be required not exceeding £1
- 8 If upon the winding up or dissolution of the Trust 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 Trust but shall be given or transferred to some other charitable institution or institutions having objects which are similar to the objects of the Trust 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 Trust under or by virtue of clause 4 hereof such institution or institutions to be determined by the members of the Trust at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object
- 9 True accounts shall be kept of the sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place of all sales and purchases of property and goods by the Trust and of the property credits and liabilities of the Trust 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 Trust for the time being such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or auditors or Reporting Accountant.