

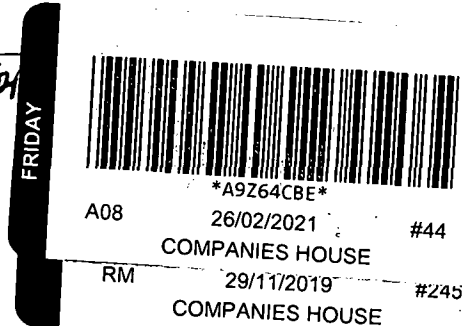
THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

COMPANY NAME: MUSEUM OF RICHMOND (M)
COMPANY NUMBER: 02048888
MEMORANDUM OF ASSOCIATION

OF

THE MUSEUM OF RICHMOND



1. The name of the Company (hereinafter called "the Company") is "THE MUSEUM OF RICHMOND."
2. The Company's Registered office is to be situated in England.
3. The object of the Company is to advance the education of the public in the local history of Richmond, Surrey by the provision of a museum. In furtherance of the above-mentioned object but not further or otherwise the Company shall have the following powers : -
 - a. To promote and preserve and to manage for the benefit of the public a museum ("the Museum").
 - b. To acquire exhibits for the Museum and carry out restoration and research in relation to the same for the purpose of public display of the said exhibits and education of the public by the dissemination of the useful results of the research conducted and to carry out works for the improvement and development of the Museum.
 - c. To provide educational and lecturing facilities and tours at the Museum.
 - d. To promote interest in all aspects of local studies, history and archaeology of the area and to that end to encourage the undertaking and publication of original research and other related activities.
 - e. Subject to the provisions hereinafter contained as to any property subject to the jurisdiction of the Charity Commissioners of England and Wales, to purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges the acquisition of which the Company may from time to time think necessary for the promotion of its objects or any of them, and to construct, maintain, add to, improve, furnish,

equip, and alter any building or erection necessary for the work of the Company.

- f. Subject to such consents as may be required by law to sell, let, mortgage, turn to account, manage and improve all or any of the property or assets of the Company subject to such terms and conditions as may be thought expedient and to exercise any rights, privileges or advantages, easements or other benefits for the time being attached to such property or assets and to undertake, maintain execute and to do all such lawful acts, matters and things as the Company may be obliged or required or ought to do as the owner of such property or assets provided always that the Company shall create no mortgage, charge, pledge or any encumbrance (other than those arising by operation of law) over any exhibit or material comprised in or acquired for the purpose of display in the Museum and provided further that no such exhibit or material shall be disposed of unless it is offered first to some charitable institution, museum, school, college or university by exchange, gift, or private treaty sale before such exhibits or materials are offered for sale to the public by auction or in any other manner.
- g. To obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method and to accept and receive any gifts or property of any description, whether subject to any special trust or not, for any one of more of the objects of the Company.
- h. To act as trustees and to undertake and execute and charitable trust which may lawfully be undertaken by the Company and may be necessary for the attainment of its objects, and to perform any services in furtherance of the objects of the Company, gratuitously or otherwise.
- i. To retain or employ professional or technical advisors or workers in furtherance of the objects of the Company and to pay such fees for their services as are reasonable.
- j. To employ any company, person or firm (other than a Director) to manage or assist in the day-to-day management of the Company and of the Company's Property or any part thereof subject always to the control and supervision of the Directors and upon such reasonable terms as the Directors think fit and to employ and pay a secretary and such other officials and staff as the Directors may in their discretion from time to time determine and to fix such salaries subject always to Clause 4 hereof as the Directors may deem proper and to enter into any service agreements which they shall consider necessary or desirable including power to determine any such employment upon such terms as the Directors may decide.

- k. To take such steps by personal or written appeals, public meetings, film shows, advertising, sales of booklets and souvenirs, or otherwise, as may from time to time be expedient for procuring contributions or donations or income as to enable the Company to carry out any of its objects which may require such assistance provided that the Company shall not undertake any permanent trading activities in order to raise funds for its charitable purposes.
- l. Subject to such consents as may be required by law and to the limitation provided by Clause 3 (f) above to borrow, or raise money for the purposes of the Company on such terms and in such manner as may be thought fit.
- m. To subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.
- n. To make any charitable donation either in cash or assets in furtherance of the objects of the Company.
- o. To invest moneys of the Company 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 provided.
- p. To procure and print, publish, issue and distribute gratuitously or otherwise, newspapers, periodicals, books, pamphlets, leaflets, advertisements, appeals or other literature.
- q. To transfer or make over with or without valuable consideration any part of the property or assets of the Company not required for the purposes for which it is formed to any body having charitable purposes or a charitable as its objects or object, provided that such body is by its construction prohibited from distributing its profits or assets among its members to at least the extent imposed by this Memorandum upon the Company.
- r. To amalgamate, federate, affiliate or combine wholly or in part with or to any charitable institutions, societies or companies formed for objects similar to those of the Company, such institutions, societies or companies being prohibited from distributing profits and assets among their members to at least the extent imposed by this Memorandum upon the Company.
- s. To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and dependants.

- t. To insure the Company and the Company's property against such risks as the Directors of the Company for the time being shall consider it prudent or necessary to insure against.
- u. To make by-laws, rules and regulations with regard to the affairs or the management of the Museum.
- v. To co-operate with and render financial and other assistance to associations whether incorporated or unincorporated, the objects of which are exclusively charitable and are of a nature likely to promote the objects of the Company, but so that nothing herein shall authorise the application of the funds of the Company to any objects not exclusively charitable, and for the purpose of promoting any objects of the Company to co-operate with manufacturers, dealers or other traders, and with the press and other sources of publicity.
- w. To pay out of the Funds of the Company the costs, charges and expenses of and necessary for the formation and registration of the Company.
- x. To do all or any of the above things in any part of the world, and as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise.
- y. To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

Provided also that in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regard any such property the Board of Directors of the Company shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the extent as they would as such Board of Directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division and the Charity Commissioners over such Board of Directors, but they shall, as regards any such property be subject, jointly and separately, to such control or authority as if the Company were not incorporated. In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Board of Directors 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 herein shall prevent any payment in good faith by the Company :
 - a. of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board) for any services rendered to the Company
 - b. of interest on money lent by any member of the Company or of its Board at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the Directors, or 3% whichever is the greater
 - c. of reasonable and proper rent for premises demised or let by any member of the Company or of its Board
 - d. of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Directors may be a member holding not more than one hundredth part of the share capital
 - e. to any member of its Board of Directors of out of pocket expenses
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities 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.
7. If upon the winding-up or dissolution of the Company 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 Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and 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 Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company 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 Company, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company; 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 Company for the time being in force, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined, and the accuracy of the income and expenditure account and balance sheet ascertained by an independent person who is reasonably believed by the Directors to have the requisite ability and practical experience to carry out a competent examination of the accounts.

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

JOHN C. CLOAKE	4, The Terrace, Richmond Hill Richmond Surrey	RETIRED AMBASSADOR
MARGARET T.M. CLOAKE	4, The Terrace, Richmond Hill Richmond Surrey	
WILLIAM REID	66 Emmerdale Road Richmond	MUSEUM DIRECTOR
RICHARD JEFFREE	3 Parkshot, Richmond, Surrey TW9 2RD	COMPANY DIRECTOR
CHRISTOPHER NEWBERY	32 The Avenue Twickenham	MUSEUMS OFFICER
VIVENNE COVE	32 Norman Avenue TW1 2LY	TEACHER
J. SCOT McCracken	231 Sandycombe Road, Richmond	ARCHAEOLOGIST
CHRISTOPHER HILL	12 Clarence Road Richmond	MUSEUMS OFFICER
PAUL VELLUET	9 Bridge Road, St Margarets Twickenham, TW1 1RE	CHARTERED ARCHITECT
THOMAS F.A. MANNING	The Gate House, Kingsweston Somerton, Somerset	ARCHITECT
ANDREW McGREGOR GILLESPIE	71 Meadowside, Cambridge Park Twickenham, Middlesex TW1 2JQ	INTERIOR DESIGNER/ COMPANY DIRECTOR
DAVID FELLOWS	9 The Green, Richmond, Surrey	SOLICITOR

Dated the 28th day of July 1986

Witness to the above Signatures:-

J J A COWDRY
5 Ormond Road
Richmond
Surrey
TW10 6TH

Solicitor of the Supreme Court of Judicature