

Memorandum of Association

OF THE

Edgbaston Assembly Rooms, Limited

Edgbaston

1. The name of the Company is the "EDGBASTON ASSEMBLY ROOMS, LIMITED."

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:—

(1) To purchase, take on lease, or in exchange, or otherwise acquire land with or without buildings thereon and erect shops, dwelling houses, or any other buildings of any kind thereon for any purpose whatsoever and in particular to purchase take on lease, or otherwise acquire from time to time a site or sites in the City of Birmingham or elsewhere in the County of Warwick, for, and to erect thereon Assembly Halls, Meeting Rooms, Libraries, Museums, Storerooms, Clubrooms, Garages, and other buildings for use in connection with Masonic Purposes, and to furnish, equip and maintain the same.

(2) For or in connection with any of the purposes aforesaid to purchase, take on lease or otherwise acquire any lands and buildings in the City of Birmingham or in the County of Warwick or elsewhere and any estate or interest in, and any rights connected with any such lands and buildings, and to develop and turn to account any land acquired by or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings.

(3) To use any property acquired or erected in accordance with the preceding objects for the purposes of Freemasonry or any other purpose allied or connected therewith.

**The name was
change to
Warwickshire
Masonic Temple
Properties Ltd
on 30 June 67
by special
Resolution*

REGISTERED
23 AUG 1967

COMPANIES REGISTRAR
23 AUG 1967

SLS

- (4) To establish, maintain, and conduct a Club and Club-house, pavilions, refreshment rooms, apartments, bedrooms, lavatories, workshops, garages, and other conveniences in connection therewith, for the accommodation of the Members of the Company and their friends, and generally to afford to Members and their friends all the usual privileges, advantages, conveniences, and accommodation of a Club.
- (5) To buy, sell and deal in all kinds of provisions, refreshments, consumable articles, liquors, wines, spirits, tobacco, cigars, cigarettes, pipes, and things required by persons frequenting the Company's premises, and to obtain all licences and authorities for the purposes aforesaid.
- (6) To raise or assist in raising by means of Masonic or other Festivals moneys to be applied either for the purposes of Masonic or other Charities or for the general purposes of the Company and to organise or assist in organising any such Festivals.
- (7) To promote any Masonic, charitable, or social cause, to consider and discuss all questions affecting the interests of the community as a whole, or any part or section thereof, to promote the study of and to procure the delivery of lectures on and to arrange meetings concerning any subject of a Masonic, charitable, economic, historic or social nature; to form and maintain a library or libraries on any subjects mentioned in this sub-clause.
- (8) From time to time to apply such part of the general or special funds of the Company as may be thought fit, for such purposes or any of them, and from time to time to make grants or gifts or loans of such amounts, and either out of the general or any special funds of the Company as may be thought fit, to any other Institution or Institutions, or any Company or Companies, or to any members of such Institution or Institutions or Company or Companies in trust for their Institution or Institutions, Company or Companies, to be applied by such Institution or Institutions, Company or Companies, or their Trustees for all or any of the purposes mentioned in the preceding paragraphs, and to make such grants or gifts either unconditionally and by way only of assisting such Institution or Institutions, Company or Companies, in carrying out all or any of such purposes, or conditionally upon rooms or other accommodation being provided for the use and benefit of this Company or any of its members, or on such other terms and conditions as may from time to time be thought fit.
- (9) To receive personal property of all kinds on deposit or for custody or exhibition.

- (10) To accept property of any kind and in any form whether real or personal and wherever situate to be held by the Company either alone or jointly with another or others upon any trusts already existing or newly created.
- (11) To undertake the office of trustee, executor, administrator, committee, manager, attorney, delegate-substitute, treasurer, and any other office or obligation of trust or confidence, and to perform and discharge the duties incident thereto, and generally to transact all kinds of trust business either gratuitously or otherwise.
- (12) To assist by boarding, clothing and educating wholly or partially, the children of Freemasons living or dead and to assist the advancement of any such child on leaving school.
- (13) To afford financial and other assistance to Freemasons or widows or other dependents of Freemasons either by way of annuity for life or any less period, or of grant to be voted for one or more years or other period, or otherwise as may be deemed desirable.
- (14) To promote the cause of Masonic Charity, either directly or indirectly, by contributions towards the support of other Masonic, Benevolent, Charitable or Educational Institutions, or in any other way.
- (15) Generally to promote the cause of charity and benevolence by contributions to charitable or benevolent objects, whether of a masonic nature or not.
- (16) To acquire money and chattels by gift, subscription, or otherwise for the objects of the Company, or any of them, and to grant any rights or privileges to Members or others.
- (17) To co-operate, join with, establish, or support any club, company, fund, association, or institution having wholly or in part the same or the like objects as the Company, in any manner or for any purpose which may be thought proper, and in furtherance of the objects of the Company.
- (18) To purchase, or otherwise acquire, and undertake all or any part of the business, property, and liabilities of any person or company or body of Trustees or other persons carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (19) To establish and support, or to aid in the establishment and support of associations, institutions, funds, or conveniences calculated to benefit Members or ex-members or officers or ex-officers or employees or ex-employees of the Company or the dependants or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance;

and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.

- (20) To sell the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, or debentures, debenture Stock, or other securities of any other company having objects altogether or in part similar to those of the Company.
- (21) To promote any Company or Companies for the purpose of acquiring all or any of the property, rights, and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (22) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (23) To raise or borrow, or secure the payment of money in such manner and on such terms as may seem expedient, and in particular by the issue of debentures or debenture stock, whether perpetual or otherwise, and charged or not charged upon the whole or any part of the property and rights of the Company, both present and future, and to redeem, purchase or pay off any such securities.
- (24) To draw, accept, indorse, discount, execute and issue bills of exchange, promissory notes, debentures, warrants, and other negotiable or transferable instruments or securities.
- (25) To distribute any of the property of the Company among its Members in specie, debenture bonds or otherwise.
- (26) To do all or any of the above things either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, or otherwise.
- (27) To sell, improve, manage, develop, exchange, enfranchise, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property or rights of the Company.
- (28) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them, and so that (except where the contract requires otherwise) the word "Company" in this clause shall be deemed to include any partnership, or other body of persons, whether incorporated or not incorporated, and whether domiciled or situate in the United Kingdom or elsewhere, and so that the objects specified in any paragraph of this clause shall, except when otherwise expressed in such paragraph, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph.

4. The liability of the members is limited. ✓

5. The capital of the Company is £20,000, divided into 400 shares of £50 each, and the shares forming the capital of the Company (original or increased) may be divided into different classes, to be held on the terms prescribed by the articles and special resolutions of the Company, and so that the respective classes of shares may be subject to such preference and restrictions (if any) as may be prescribed by the articles and special resolutions. ✓

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, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber
GEORGE HAMILTON KENRICK, Manufacturer, Maple Bank, Church Road, Edgbaston, Birmingham. }	Six.
CHARLES HARROLD, Gold and Silver Refiner, 10, Church Road, Edgbaston, Birmingham. }	Six.
EDWARD NETTLEFOLD, 16, Broad Street, Birmingham, Screw Manufacturer. }	Four.
HARRY CROMWELL FIELD, Edmund Street, Birmingham, Merchant. }	Two.
JOHN PALMER PHILLIPS, The Oaks, Hagley Road, Edgbaston, Birmingham, Solicitor. }	Four.
EDWARD HAROLD CARTER, 33, Waterloo Street, Birmingham, Chartered Accountant. }	Two.
ARTHUR KEEN, Beechfield, Edgbaston, Birmingham, Manufacturer. }	Five.

DATED this first day of March, 1882.

Signed by the said George Hamilton Kenrick, Charles Harrold, Edward Nettlefold, Harry Cromwell Field, John Palmer Phillips, and Edward Harold Carter, in the presence of

JAS. MARIGOLD,
Solicitor,
Birmingham.

Signed by the said Arthur Keen in the presence of

JOSH. HOWLETT,
Solicitor and Clerk to Messrs. Beale, Marigold, & Co.,
Solicitors,
Birmingham.

Stamps. B.M. & Co.