

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF VICTORIA PARK HARRIERS AND TOWER HAMLETS A.C**

1. The Company's name is Victoria Park Harriers and Tower Hamlets A.C. (and in this document is called "the Company").
2. The Company's registered office is to be situated in England and Wales.
3. The Company is established for the benefit of the public within East London with the object of providing facilities for public recreation of other leisure time occupation and in particular athletics in the interests of social welfare and with the object of improving the conditions of life of those who reside and work in the said area.
4. In furtherance of the Objects but not otherwise the Company may exercise the following powers:
  - (i) to promote, manage and operate or to participate jointly with others in the promotions, management and operation of recreational and sporting facilities for use by the community;
  - (ii) 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;
  - (iii) 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;
  - (iv) to acquire, alter, improve and (subject to such consents as any be required by law) to charge or otherwise dispose of property;
  - (v) subject to clause 5 below to employ such staff, who shall not be directors of the Company (hereinafter referred to as the "trustees"), 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;

- (vi) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
  - (vii) 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;
  - (viii) 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;
  - (ix) to do all such other lawful things as are necessary for the achievement of the Objects;
5. The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company, and no trustee 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 except with the prior written approval of the Charity Commission; 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 trustee 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 trustees benefit under this provision and that a trustee shall withdraw from any meeting at which this or her appointment or remuneration, or that of his or her partner, is under discussion.
  - (ii) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a trustee;
  - (iii) of interest on money lent by any member of the Company or trustee 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 trustees;

- (iv) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/110<sup>th</sup> 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 trustee;
  - (vi) to any trustee of reasonable out-of-pocket expenses.
  - (vii) of any premium in respect of any indemnity insurance to cover the liability of the trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not.
6. The liability of the members is limited.
7. 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 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 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.

We the persons whose names and addresses are written below, wish to be formed into a Company under this memorandum of association.

Signatures, Names and Addresses of Subscribers

Dated:

Witness to the above Signatures

Name:

Address:

Occupation: