

THE COMPANIES (CONSOLIDATION) ACT, 1908

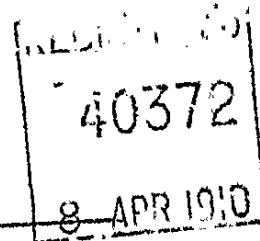


As
Companies
Registration
Fee Stamp
to be
placed
here.

DEPARTMENT of Compliance with the requirements of the Companies
(Consolidation) Act, 1908, made pursuant to S. 17 (2) of the said Act

(S. 17, c. 69), on behalf of a Company proposed to be registered as the

ANNIE LACPERSON HOLE OF INDUSTRY (INCORPORATED)



Presented for Filing

by **Hickson Fair & Jerkes**

52, New Broad Street

London E.C.

a member of the firm of Rickson Blair & Jenks of the same address Solicitors

I do solemnly and sincerely declare that I am a Solicitor of the

High Court engaged in the formation

of the Annie Macpherson Home of Industry (Incorporated)

2.

~~limited~~, and That all the requirements of the Companies (Consolidation)

Act, 1908, in respect of matters precedent to the registration of the said

Company and incidental thereto have been complied with. And I make

this solemn Declaration conscientiously believing the same to be true and by

virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at *No 53 New Bond Street in the City of London*

the *8th* day of *April*

of *1910* thousand nine hundred and *ten* before

me,

Frank Agnew
A Commissioner for Oaths.

George Skirrow

NOTE.—This margin is reserved for binding, and must not be written across.

Here insert
A Solicitor of the
High Court engaged
in the formation

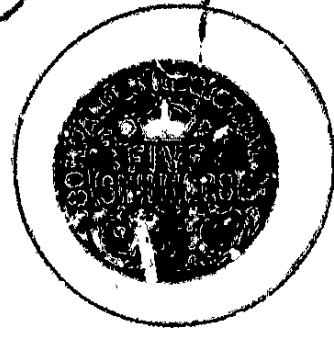
A person named in
the articles of
Association as a Director
or Secretary

Certificate No. 10808

Form No. 42.

"THE COMPANIES (CONSOLIDATION) ACT, 1908."

1/3



A stamp
Registration
The Stamp
to be
deposited
here.

Members
Consent to act as Director of the Council of the

Chronic Macpherson Home of Industry (Incorporated)

Limited

to be signed and filed pursuant to S. 72 (1) (1).

REGISTRY
40370
8 APR 1910

Presented for Filing

by Hickson How's Jackson
52 New Broad Street
London E.C.

SEE BACK.

of the...
 (1) Name...
 (2)...

(2) We, the undersigned, hereby testify...

Members
 and Directors of the Council of the Annie Macpherson

Home of Industry (Incorporated)

Initiated

pursuant to S. 72 (1) (1) of the Companies (Consolidation) Act, 1908

This Margin is to be reserved for indexing.

If a director signs by "his agent authorized in writing" the authority must be proved and a copy filed.

Signature	Address	Description
W. F. A. Archibald	Inghamwood Little Bookham near Leatherhead Surrey	Member of the Supreme Court
Joseph Mery	29 Bethnal Green Rd London E.C. 1	Porter of no occupation
George E. ...	12 Paternoster Buildings London E.C. 4	Publisher
H. A. Orchard	The Vale Crystal Palace Park Rd Sydenham	Chief Accountant of the Bank of England
Caroline R. ...	49 Rosebery Hill Hampstead London N.W.	spinster
J. A. Watson	29 Bethnal Green Rd London E.C. 1	spinster
Andrew Stewart	The Royal Bank of Scotland Bishopsgate London E.C. 2	Clerk
...	12 Paternoster Buildings London E.C. 4	Publisher

Dated this ... of ... 19...

10862 ✓ 3

"THE COMPANIES (CONSOLIDATION) ACT, 1908."



46-
Del. parties
Registration
of the Company
cannot be
imposed
upon.

List of the Persons who have consented to be Directors of the

Annie Macpherson Home of Industry
(Incorporated) Limited,

to be delivered to the Registrar pursuant to s. 72 (2) of the

Companies (Consolidation) Act, 1908 (8 Edw. 7, c. 69).

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8 APR 1910

Presented for Filing

by Hickson Max Jeakes

32 New Broad Street

London

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(1) *We*, the undersigned, hereby give you notice, pursuant to section 72 (2) of the Companies (Consolidation) Act, 1905, that the following

persons have consented to be ~~Directors~~ ^{Members} of the *Council of the*
British Association Home of Industry
(Incorporated) Limited

Name	Address	Description
✓ <i>W. G. A. Archibald Esq</i>	<i>"Inglewood" Little Bookham near Leatherhead Surrey</i>	<i>Member of the Supreme Council</i>
✓ <i>Joseph Moroy Esq</i>	<i>29 Bethnal Green Rd London E.C.</i>	<i>Quaker of no occupation</i>
✓ <i>George C. Morgan Esq</i>	<i>12 Paternoster Buildings London E.C.</i>	<i>Publisher</i>
✓ <i>H. B. Orchard Esq</i>	<i>"The Tides" Hospital Palace Park Road Sydenham</i>	<i>Chief Accountant of the Bank of England</i>
✓ <i>Miss E. R. Stock</i>	<i>149 Roslyn Hill Hampstead London N.W.</i>	<i>Spinster</i>
✓ <i>Miss F. A. Watson</i>	<i>29 Bethnal Green Rd London E.C.</i>	<i>Spinster</i>
✓ <i>Andrew Stewart Esq</i>	<i>The Royal Bank of Scotland Bishopsgate London E.C.</i>	<i>Cashier</i>

This Margin to be reserved for binding.

Signature, Address, and
Description of Applicant
for Registration.

W. G. A. Archibald Esq
52 New Broad Street.
London E.C.

Dated this

8th day of

1905

LICENCE BY THE BOARD OF TRADE,

in pursuance to Section 20 of the Companies (Consolidation)
Act, 1908.

WHEREAS it has been proved to the Board of Trade that
The Annie Macpherson Home of Industry (Incorporated),

which is about to be registered under the
Companies (Consolidation) Act, 1908, as an Association limited by guarantee,
is formed for the purpose of promoting objects of the nature contemplated by
the 20th section of that Act, and that it is the intention of the said

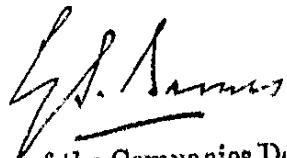
Society, that the income and property of the
Association whosoever derived shall be applied solely towards the promotion
of the objects of the Association as set forth in the Memorandum of Association
of the said Society.

and that no portion thereof shall be paid or transferred, directly or indirectly,
by way of dividend or bonus or otherwise howsoever, by way of profit to the
members of the said Society.

NOW, THEREFORE, the Board of Trade, in pursuance of the powers
in them vested, and in consideration of the provisions and subject to
the conditions contained in the Memorandum of Association of the said
Society,

as subscribed by seven members thereof on the eighth day
of March 1910, do by this their licence direct
The Annie Macpherson Home of Industry (Incorporated)
to be registered with limited liability, without
the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade, this tenth day
of March 1910.


Comptroller of the Companies Department,
authorised in that behalf by the
President of the Board of Trade.

The Companies (Consolidation) Act, 1908.

THE
ANNIE MACPHERSON
HOME OF INDUSTRY
(INCORPORATED).

Memorandum

AND

Articles of Association.

P. B. BEDDOW,

"PRESS" PRINTING WORKS, ANERLEY, S.E.

108687



THE COMPANIES (CONSOLIDATION) ACT, 1908.

Memorandum of Association

OF

THE ANNIE MACPHERSON HOME OF INDUSTRY (INCORPORATED).

Done this 12th day of April 1910
Secretary
Subscribed
checked

1. The name of the Society is "THE ANNIE MACPHERSON HOME OF INDUSTRY (INCORPORATED)."

2. The Registered Office of the Society will be situated in England.

3. The objects for which the Society is established are: to do all or any of the following things for the purpose of attaining the objects if and so far as allowed by law and observing and performing whatever may be required by law in order legally to carry out such objects.

(a) To educate religiously and according to Christian Protestant and Evangelical Teaching of the Holy Scriptures and to feed, clothe, maintain, teach, train treat medically and provide out in life the destitute poor and needy.

(b) Subject to the provisions of Section 19 of the Companies (Consolidation) Act, 1908, to take over or acquire on such terms and conditions and in such manner as may be deemed advisable, "The Annie Macpherson Home of Industry at 29, Bethnal Green Road London, E., The Training Home in connection therewith at 4, Tower Street, Hackney, N.E., and The Distributing Home at Stratford, Ontario, Canada or any of them, or any other Home, Mission or Institution working in connection with them or any of them, and all real and personal property belonging to or held in trust for them or any of them, and to carry on and manage the Homes, Missions or Institutions heretofore carried on in connection with them or any of them,

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and to take over and discharge all liabilities due by or in respect of the said Homes, Missions or Institutions, or any of them, and to indemnify the trustees or other person heretofore carrying on such Homes, Missions or Institutions against any liability in respect thereof, and to carry on the work founded by Annie Macpherson, and to acquire the right to use her name in connection therewith, and to acquire the right to all legacies, gifts and subscriptions given or to be given in respect of any of the Homes, Missions or Institutions aforesaid.

- (c) To promote the welfare of the destitute poor and needy by all manner of means, particularly :—
- (1) By helping such of them as may be found suitable to emigrate.
 - (2) By establishing and maintaining in England, Canada and elsewhere homes for their reception and training. Provided that the provisions of Section 19 of the Companies (Consolidation) Act, 1908, shall be observed.
 - (3) By providing food, clothing and suitable outfits, medicine, medical and surgical appliances and treatment.
 - (4) By promoting and establishing classes for teaching any trade, handicraft or industry, or any useful knowledge or employment.
 - (5) By finding suitable work and employment, and assisting them in every way to earn their own living.
- (d) To promote, assist or carry on any religious or charitable work or any other work, or any Institution having for its object the rendering of assistance to, or the advancement and benefit of the destitute poor and needy.
- (e) Subject to the provisions of the 19th Section of the Companies (Consolidation) Act, 1908, to purchase, take on lease or in exchange, hire, or acquire either by purchase, gift, or otherwise howsoever, any real or personal property, and any rights or privileges which the Society may think necessary or convenient for its purposes, either in England or elsewhere, and to collect and receive funds and money by voluntary contributions, offertories, collections, subscriptions, donations, legacies or any other lawful method, and to receive payment from Public Bodies and other persons.
- (f) To establish, support, or aid in the establishment or support of and to amalgamate with or affiliate to this Society any Home, Institution or Society which shall be wholly or partially similar in character and principles to this Society, and shall prohibit the distribution of its income and property by way of dividend, or otherwise, amongst its members to an extent at least as great as is imposed upon this Society by virtue of Clause 4 hereof

20. subject to the provisions of Section 19 of the Companies (Consolidation) Act, 1908 to acquire and hold any real or personal property given, granted, or conveyed, or intended so to be, upon trusts and for purposes corresponding with or akin to the objects of the Society, or some or one of them, and whether the same be limited to the benefit of certain localities, institutions, persons or classes of persons or otherwise, howsoever.
- (k) To invest and deal with the moneys of the Society not immediately required upon such securities and in such manner as may from time to time be determined.
 - (l) To borrow money with or without security, and to secure the repayment by mortgage, charge, debenture or otherwise in such manner as the Society may think fit.
 - (m) To lend money to such persons not being members of the Society, and on such terms as the Society may think fit.
 - (n) To make, draw, accept, indorse, discount, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
 - (o) To obtain any provisional Order, Royal Charter or Act of Parliament for enabling the Society to carry its objects into effect, or for effecting any modification of the Society's Constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Society's interests.
 - (p) To sell, improve, manage, develop, exchange, let, mortgage, dispose of, turn to account or otherwise deal with, all or any part of the property or rights of the Society.
 - (q) Subject to the provisions hereinafter contained to employ and pay Officers, Superintendents, Managers, Secretaries, Accountants, Nurses, Teachers, Clerks, and other persons whose services are required or deemed expedient for carrying out any of the objects of the Society.
 - (r) To provide for pensions, annuities or other payments, periodical or otherwise, for persons employed by the Society, who shall have been superannuated or become unfit to perform their duties, or for widows, disabled or injured persons or others.
 - (s) To do all or any of the above things in any part of the world, and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
 - (t) To do all such other lawful things as are incidental or conducive to the attainment of the above objects. Provided that in

where the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners or Board of Education for England and Wales, the Society shall not sell, mortgage, charge, or lease such property without such authority, approval or consent as may be required by law, and as regards any such property the Council of the Society 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 same extent as they would as such Council have been if no incorporation had been effected and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, or the Board of Education over such Council, but they shall, as regarding such property, be subject jointly and separately to such control and authority as if the Society were not incorporated, and if the Society shall take or hold any property which may be subject to any trusts, the Society 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 Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society 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 Society. Provided that subject to the provisions hereinafter contained nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, but so that no member of the Council shall be appointed to any salaried office or any office paid by fees and that no remuneration or other benefit in money or money's worth shall be given to any member of such Council, except repayment of out of pocket expenses and interest at a rate not exceeding 5 per cent. per annum on money lent, or reasonable and proper rent for any premises demised to the Society, provided that this provision shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a member of the Society may be a member, or any other company 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.

5. The fourth paragraph of this Memorandum is a condition on which a licence is granted by the Board of Trade to the Society in pursuance of Section 20 of the Companies (Consolidation) Act, 1908

6. The liability of the members is limited.

7. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding-up the same,

and for the adjustment of the rights of the contributors are such themselves such amount as may be required, not exceeding (1).

8. If upon the winding-up or dissolution of the Society 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 Society, but if and so far as effect can be given to the next provision shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, or some or one of them to be determined by the members of the Society, at or before the time of dissolution, or in default thereof, by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Society and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Society, and subject to any reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being, shall be open to the inspection of the members. Once, at least, in every year the accounts of the Society shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

And the names of persons who are subscribers, are
deposited at the General Land Office in presence of the Commissioner of
Assessment

NATIONAL ASSOCIATES AND EMPLOYERS UNION OF BRITISH ISLES

Joseph Henry
11, Tower Street, Park Road
William Drummond, ^{Author of no occupation} Rivers.
James T. F. ^{Engineer} ^{Waltham, Kent} ^{Public Accountant} ^{10, Piccadilly Road, Leyton, N.E.} ^{Surrey}
John Macpherson Merry
^{Manager of Tower St. Buildings} Rd
James William Thistle,
^{Journalist, 23, Borthwick Road, Stratford, E.}
Alec Melin, ^{Engineer, Scandinavian Sailors' Home, Garford Street, E.}
George Lewis, ^{46, Cook Street Hill, London E.C.}
^{Accountant}

Dated the *eighth* day of *March* 1916

Witness to the above signatures

Edward Henry
106, Finch Road,
Wandsworth S.W.

10-7-10
THE COMPANIES (CONSOLIDATION) ACT, 1908.

Articles of Association

OF

THE ANNIE MACPHERSON HOME OF INDUSTRY (INCORPORATED).

1. For the purpose of registration the Society is declared to consist of 20 members but the Council shall whenever occasion shall arise, register an increase of members.

2. These Articles of Association shall be construed with reference to the provisions of the Companies (Consolidation) Act, 1908, and the terms used in these Articles shall be taken as having the same respective meaning as they have when used in this Act with the addition that the " Council " means the members for the time being of the Council hereby constituted, but none of the provisions in Table A to the Companies (Consolidation) Act, 1908, shall apply to this Society.

3. The Subscribers to the Memorandum of Association are the first members of the Society. Future members shall be all persons who shall subscribe not less than one guinea to the funds of the Society and shall apply in writing to be made members of the Society. Provided that the Council may refuse to admit to membership any person whom it shall, in their opinion, be undesirable in the interests of the Society to admit to membership and they shall not be bound to assign any reason for such refusal.

4. Any member may withdraw from the Society by giving one month's notice in writing to the Society of his intention so to do, and upon the expiration of such notice he shall cease to be a member.

5. Any member may be excluded from the Society by a majority of at least three-fourths of the members of the Council present and voting at special Council meeting at which not less than eight members shall be present. Such member shall have seven clear days' notice sent to him of the Council meeting, and he may attend the meeting. A member excluded from the

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Secretary, and the meeting may be adjourned as usual, the nature of his exclusion, referred to the Secretary of his institution, and the decision of the Council by a special meeting of the Society, which shall thereupon be conveyed by the Council. A majority of not less than three-fourths of the members present at such mentioned special meeting shall have power to annul the exclusion.

6. The rights of a member as such shall be personal, and shall not be transferable and shall cease upon his death.

COUNCIL.

7. There shall be a Council which shall consist of not less than five and not more than fifteen members, and the following shall be the first members of the Council.

W. F. A. ARCHIBALD, Esq., "Inglewood," Little Bookham, near Leatherhead, Surrey, Master of the Supreme Court.
JOSEPH MERRY, Esq., 29, Bethnal Green Road, London, E.
GEORGE E. MORGAN, Esq., 12, Paternoster Buildings, London, E.C., Publisher.
H. B. ORCHARD, Esq., "The Vale," Crystal Palace Park Road, Sydenham, Chief Accountant of the Bank of England.
MISS C. R. STOCK, 49, Rosslyn Hill, Hampstead, London, N.W.
MISS F. A. WATSON, 29, Bethnal Green Road, London, E.
ANDREW STEWART, Esq., The Royal Bank of Scotland, Bishopsgate, London, E.C., Cashier.

8. Three members of the Council shall form a quorum.

9. The first members of the Council shall hold office until the first General Meeting of the Society in 1910. Future members of the Council shall be appointed annually by the Society in General Meeting, and shall hold office until the next Annual General Meeting unless in the meantime they shall become incapacitated by disease or mental infirmity or shall resign.

10. The Council shall be in the position of Directors or Managers and shall have and exercise all the powers and authorities which could be exercised by the Society in General Meeting and subject to any special restriction imposed by the Society may meet and conduct their proceedings as such Council may from time to time determine.

11. The Council shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Council or a Committee of the Council, previously given, and in the presence of two members of the Council, at least, who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council.

GENERAL MEETING.

12. The first General Meeting shall be held within three months after the incorporation of the Society. Thereafter an Ordinary Annual General Meeting shall be held once at least in every calendar year, and not more than fifteen months after the holding of the last preceding Annual General Meeting. The

Secretary shall also convene any special General Meeting whenever requested to do so by a requisition signed by a certain number of the Society, and the provisions of Section 69 of the Companies (Consolidation) Act, 1908, shall apply to such requisition, and the meeting shall be held in pursuance thereof, ~~and~~ the Secretary being substituted for the Directors therein referred to.

13. Seven days' notice at least of every General Meeting specifying the place, day and hour of Meeting and the general nature of the business to be transacted, shall be given to all members of the Society.

NOTICES.

14. A notice may be served upon any member, either personally or by sending it through the post, in a pre-paid letter addressed to such member at his registered place of abode. Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office.

15. No business shall be transacted at any General Meeting unless five members are present.

16. At every General Meeting the members shall choose one of themselves to be Chairman of the Meeting.

17. The Chairman may, with the consent of the Meeting, adjourn any General Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the Meeting at which the adjournment took place.

18. All questions at General Meetings shall be decided by the members present, each member having one vote, and the Chairman having a casting vote in addition to his vote as member.

ACCOUNTS.

19. The Council shall cause to be kept true and proper accounts showing in detail the receipts and expenditure of the Society and the whole of its property, credits and liabilities. Such accounts shall be kept at the Society's registered office and shall be open to the inspection of the members between the hours of 11 and 4 o'clock on all week days except Saturdays and Public holidays.

AUDIT.

20. The provisions of the Companies (Consolidation) Act, 1908, as to audit and auditors shall apply and be observed by the Society, the Meeting to be held within 3 months after incorporation being treated as the statutory Meeting, the Council being treated as the Directors, and the members being treated as the shareholders mentioned in that Act.

NAMES, ADDRESSES AND OCCUPATIONS OF THE SIGNERS

Joseph Henry
16 Green Street, Hackney, E. 2
Full name of no occupation

William Armstrong, ^{Soldham}
Engineer, ^{Vinley}

James T. Prügen, 76 Vicarage Road, Leyton, N. E.
Public Accountant

James Macpherson, 211 1/2 Mary Street, London, E. C. 2
Accountant

James William Ehirle,
Journalist, 23, Bothwick Road, Stratford, E.

Axel Melin, Engineer, Scandinavia Sörens Skafferum
Köpen, Garford Street, E.

George Lewis, 46 Park Street Hill London E. C. 2
Accountant

Dated the eighth day of March 1910.

Witness to the above signatures

Edward Henry M.S.
106, Trinity Road,
Wandsworth S.W.

28/4/10



Certificate of Incorporation

I Herby Certify,

*Annie Macpherson Home, of Industry
(Incorporated), (the word "limited" being
omitted by licence of the Board of Trade)*

is this day incorporated under the Companies Act 1900 as a private company

Limited.

has a capital of £1000

Eighteen April

the Thousand Nine Hundred and Ten.

has paid up capital of £4000

Stamp Duty on Capital £

J. C. H. Smith

Nickson Hair Dresser

52, New Broad Street,

London E.C.

12th April 1910