

**MEMORANDUM OF ASSOCIATION FOR A COMPANY LIMITED BY  
GUARANTEE HAVING CHARITABLE STATUS**

**COMPANIES ACT 1985**

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

**MEMORANDUM OF ASSOCIATION of Association of Researchers  
in Voluntary Action and Community Involvement (ARVAC)**

1. The name of the Association (herinafter called "the Company") is Association of Researchers in Voluntary Action and Community Involvement (ARVAC)
2. The registered office of the company will be situated in England
3. The company is established exclusively for charitable purposes -
  - (i) to advance the education of the public by the promotion of research into the role and function of individual volunteers and voluntary organisations in the community and to disseminate the results of such research
  - (ii) to take over the whole of the property assets and liabilities of the unincorporated body of persons known as Association of Researchers in Voluntary Action and Community Involvement (herinafter called "the former Association") and to enter into such Agreements and to give or grant such Indemnities Releases and Discharges and to make all applications to the Charity Commissioners or to the Courts and generally to take all such steps as may be necessary and expedient or appropriate for that purpose.

**In furtherance of the said objects, but not further or otherwise the company shall have power:**

- (a) to bring together in conference representatives of voluntary organisations, government departments, statutory authorities and individuals
- (b) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes
- (c) to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others
- (d) collect and disseminate information on all matters affecting the above objects and exchange such information with other bodies having similar objects
- (e) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of such research
- (f) to co-operate and enter into arrangements with any authorities, national, local, or otherwise

- (g) to accept subscriptions, donations devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (h) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of producing contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- (i) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (j) to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED THAT the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company,
- (k) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one of the objects of the Company;
- (l) to invest the moneys of the Company not immediately required for its objects 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;
- (m) to make any charitable donations either in cash or assets for the furtherance of the objects of the company;
- (n) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- (o) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
- (p) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (q) subject to the provisions of clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants;

- (r) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of the Association;
- (s) 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;
- (t) to establish where necessary local branches (whether autonomous or not)
- (u) to do all such other lawful things as shall further the above objects or any of them.

Provided that:-

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
  - (ii) 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.
  - (iii) 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 regards any such property the Management Committee of the Company 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 Management Committee 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 of the High Court or the Charity Commissioners over such Management Committee 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.
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 the 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 Management Committee 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 Management Committee for any services rendered to the Company;
  - (b) of interest on money lent by any member of the Company or of its Management Committee at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Management Committee or 3 per cent whichever is the greater;
  - (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Management Committee;
  - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Management Committee may be a member holding not more than 1/100th part of the capital of that company; and
  - (e) to any member of its Management Committee of out-of-pocket expenses.
5. No additional alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved in writing by the Charity Commissioners or as shall make the Association a Company to which sections 30 and 31 of the Companies Act 1985 do not apply.
  6. The liability of the members is limited.
  7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to become a member, for payment of the debts and liabilities of the Company 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 one pound.
  8. If upon 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 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 in so far as effect cannot be given to such provision, then to some other charitable object.