

THE COMPANIES ACT, 1985
MEMORANDUM OF ASSOCIATION
OF
AVON GARDENS TRUST

1. The name of the Company (hereinafter called "the Trust") is Avon Gardens Trust.
2. The Registered Office of the Trust will be situate in England.
3. Definitions.

"Garden land" means garden, park land and designed landscape of high educational value, related enclosures, boundaries and earthworks, park and garden buildings, other structures and erections and associated plant, machinery and systems, sculpture, garden and park furniture, ornamental woodland planting, gates, ironwork, drives, paths and roadways, lakes, water courses and meadows and includes land associated by view, management or otherwise with garden land.

"Educational value" in relation to garden land means land which has interest.

- (a) as a work of art;
- (b) for its historic associations;
- (c) for its horticultural arboricultural or silvicultural qualities or potential;
- (d) for its architecture;
- (e) for its scenic value;
- (f) for its nature conservation quality or potential.

"Owner" means the freehold owner of garden land and includes trustees, lessees and mortgagees and any person holding a material estate or interest therein.

"Corporate member" means

- (a) educational organisations and institutions, .
- (b) societies associations and other bodies of persons interested in such matters as history, art, botany, horticulture, arboriculture, silviculture, architecture, archaeology, geology or the protection or conservation of the environment (hereinafter called "societies and associations").
- (c) local authorities incorporated associations corporations firms and businesses.

"Person" includes corporations and associations of persons.

Masculine words include the feminine and singular words the plural.

4. Objects

The objects for which the Trust is established are as follows:-

- A. To promote the education of the public on matters connected with the arts and sciences of garden land.
- B. To preserve enhance and re-create for the education and enjoyment of the public whatever garden land may exist or have existed in and around Avon.

5. Powers

In furtherance of the principal objects but not otherwise the Trust shall have power:-

- (i) To promote and carry out research into subjects connected with the objects of the Trust (including surveys and catalogues of garden land) and disseminate the useful results thereof;
- (ii) To promote the understanding of the development of garden land by means of written, printed and audio visual material for school teachers, educational organisation and institutions societies and associations and the public at large;
- (iii) To promote educational visits to garden land as part of a structural school curriculum and adult education;
- (iv) To promote courses on the history and design of garden land;
- (v) To establish a reference library and archive material;
- (vi) To promote the use of school grounds and gardens as an educational resource;
- (vii) To encourage interest in garden land by means of school grounds improvement schemes and awards;
- (viii) To promote the exchange of information with students and relevant authorities and bodies in other countries;
- (ix) To encourage, where appropriate, physical participation in the protection, conservation and re-creation of garden land to develop practical skills;
- (x) To take such steps as are necessary to promote co-operation and understanding between owners, local authorities, government departments, educational organisations and institutions, societies, organisations and charities having relevant educational aims and objects.
- (xi) To cooperate with and assist in the restoration, re-creation, maintenance or management of garden land by making available advice and information and technical and financial assistance

- (whether by grant, guarantee, loan or otherwise) for charitable purposes connected with the objects of the Trust and calculated to further them;
- (xii) To raise funds and to invite and receive contributions from any person by way of subscription, donation and otherwise provided that the Trust shall not undertake any permanent trading activities in raising funds for its charitable objects;
 - (xiii) To purchase, take on lease, or exchange, hire or otherwise acquire, any real or personal property and any rights or privileges which the Trust may think necessary for the promotion of its objects and to construct, re-create, repair, maintain, manage, plant, extend and alter garden land necessary for the promotion of the objects of the Trust;
 - (xiv) To employ and remunerate staff, to employ and remunerate agents and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents;
 - (xv) Subject to such consents that are necessary to sell, let, manage, develop, exchange, lease, mortgage, dispose of or turn to account, all or any of the property or assets of the Trust which shall be deemed to be necessary for the furtherance of the objects of the Trust;
 - (xvi) To borrow or raise money for the objects of the Trust on such terms and on such security as shall be deemed to be necessary;
 - (xvii) To invest the monies of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
 - (xviii) To undertake and execute any charitable trusts and commissions which may lawfully be undertaken by the Trust and further the objects of the Trust;
 - (xix) To do all such other things as are necessary for the attainment of the objects of the Trust

Provided that:-

- (a) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) The Trust's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employees.

- (c) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust 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 Council of Management or Governing Body of the Trust 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 Council of Management or Governing body have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery division or the Charity Commissioners over such Council of Management or Governing Body but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Trust were not incorporated.
- (d) The Trust shall have regard at all times to the need to secure, improve or control public access to all buildings and land preserved by the Trust but not necessarily to the interior of such buildings of which only the exterior is of particular beauty or historical, architectural or constructional interest.

6. The income and property of the Trust whencesoever derived shall be applied solely towards the promotion of the object of the Trust 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 Trust.

Providing that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Trust or to any member of the Trust in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding 10 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Trust; but so that no member of the Council of Management or Governing body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and 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 payments.

7. No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall make the Trust a company to which Section 3D of the Companies Act 1985 does not apply.

B. The liability of the members is limited.

9. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust 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 £1.00.

10. If upon the winding up or dissolution of the Trust 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 Trust but shall be given or transferred to some other charitable institution or institutions having objects which are similar to the objects of the Trust and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

11. True accounts shall be kept of the sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of property and goods by the Trust and of the property, credits and liabilities of the Trust, 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 Trust for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.