

NOTE

On 13 November 2010 revised Articles of Association were approved by the members of the EFDSS in a General Meeting. In accordance with the Companies Act 2006 the Articles now include the objects for the EFDSS previously contained in a separate Memorandum of Association first drawn up in 1935. The objects have been revised and up-dated in consultation with the membership and the approval of the Charity Commission

THE COMPANIES ACTS 1948 TO 1967
and
THE COMPANIES ACTS 1985 AND 1989

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

THE ENGLISH FOLK DANCE AND SONG SOCIETY
A Company Limited by Guarantee and not having a Share Capital

(Incorporating amendments up to 11th November, 1995)

THE COMPANIES ACTS 1948 TO 1967
and
THE COMPANIES ACT 1985 AND 1989

MEMORANDUM OF ASSOCIATION
OF
THE ENGLISH FOLK DANCE AND SONG SOCIETY
A Company Limited by Guarantee and not having a Share Capital

1. The name of the Company (hereinafter called 'the Society') is 'THE ENGLISH FOLK DANCE AND SONG SOCIETY'
2. The registered office of the Society will be situate in England.
3. The objects for which the Society is established are:-
 - (a) To preserve English folk dances and songs and other folk music (including singing games), to make them known and to encourage the practice of them in their traditional forms.
 - (b) To promote the knowledge and practice of English folk dances, songs and music by means of dances, schools, classes, examinations, lectures, demonstrations, festivals and other like methods.
 - (c) To promote and encourage research into and study of the origins, development and traditional practice of English folk dances, songs and music and their relationship with those of other countries.
 - (d) In furtherance of the above objects to promote, and co-operate in, demonstrations, festivals and other like performances of folk dances, songs and music whether held in England or elsewhere.
 - (e) Also in furtherance of the above objects to prepare and publish, issue and make use of, for sale, performance or otherwise, such books, journals, records, reports, and other literature, and means and apparatus for the visual and mechanical reproduction of folk dances, songs and music as may seem desirable.
 - (f) To make, obtain and distribute, by sale or otherwise, instruments and other articles of whatever description requisite for the performance or practice of folk dances, songs and music in accordance with the above objects.
 - (g) To solicit and receive subscriptions and gifts of all kinds, whether absolute or conditional, for the purposes of the Society.
 - (h) Subject to the provisions of Section 14 of the Companies Act, 1948, and this Memorandum, to take and hold any buildings and lands, and property of any kind, whether absolutely or upon trust, for the purposes of such research, knowledge and practice as aforesaid, including in particular the building known as Cecil Sharp House in the Parish of St. Mark's, Regent's Park, in the Borough of Camden, and any other property of the unincorporated Society known as the

English Folk Dance and Song Society.

- (i) Subject to the provisions aforesaid, to borrow or raise or secure the payment of money advanced for the purposes of the Society in such manner as the Society shall think fit and in particular by mortgaging or charging all or any of the Society's property (both present and future) and to purchase, redeem or payoff any such securities.
- (j) To do all or any such other lawful things as may be conducive or incidental to the attainment of the above objects.

Provided that the Society shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Society would make it a Trade Union.

Provided also that in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, the Society 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 Managers or Trustees 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 Managers or Trustees 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 Minister of Education over such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated. In case 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 however by way of profit to the Members of the Society.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper 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, nor prevent the payment of interest at a rate not exceeding 5 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Society; but so that no member of the Council of Management or Governing Body of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such Council or Governing Body except payment to individual Members (limited to two at any one time) specifically permitted under the provisions of Article 31 to receive fees for occasional service or 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 Society; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable or telephone company of which a Member of the Council of Management or Governing Body 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. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force unless the same have been previously submitted to and approved by the Board of Trade.
6. The fourth and fifth paragraphs of this Memorandum contain conditions on which a licence is granted by the Board of Trade to the Society in pursuance of Section 18 of the Companies Act, 1929.
7. The liability of the Members is limited.
8. Every Member of the Society undertakes to contribute to the assets of the Society in the event of its 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 Society 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 contributors among themselves such amount as may be required not exceeding 50 pence.
9. 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 shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution or in default thereof to some charitable object.
10. True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Society, 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 Society for the time being in force, such accounts 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.

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.

(The names of the Subscribers appear on next page)

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