

Memorandum of Association for a Company Limited by Guarantee having Charitable Status set up under the Companies Acts 1985 and 1989.

MEMORANDUM OF ASSOCIATION OF THE NORMAN LOCKYER OBSERVATORY SOCIETY

1.

The name of the Association (hereinafter called 'The Society') is

The Norman Lockyer Observatory Society

2.

The registered office of the society will be situated in England.

3.

The society is established to:

promote, develop and encourage public education in, awareness and study of science, engineering and technology, science education and research and the recreational study of science; especially sciences related to astronomy and all forms of communication,

advance the education of the public in the achievements of Sir Joseph Norman Lockyer (1836 - 1920), his son, Dr William James Stewart Lockyer (1868 - 1936) and their contemporaries and associates in the advancement and development of astronomy, astrophysics and allied sciences, and in archaeology, meteorology, scientific and literary journalism, and in the development of international understanding and co-operation in science, and all means of communication between peoples, and to encourage the study of and research in these topics,

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

4.1 build, equip and maintain demonstrations, displays, teaching rooms, observatories, laboratories, museums, libraries and information banks, planetaria, theatres, places for study, experiment and research in furtherance of these objects, with all necessary workshops and stores to support these activities,

4.2 foster and undertake research into any aspect of the objects of the society and its work and to disseminate the useful results of any such research,

4.3 operate, develop, conserve, preserve, commemorate, defend and maintain the Norman Lockyer Observatory at Salcombe Regis, Sidmouth in the County of Devon, and to co-operate and act with its owners for the time being,

4.4 promote, develop and encourage public education in and study of all sciences and studies which are related to the lives and works of Sir Joseph Norman Lockyer and Dr James Lockyer, and to collect, obtain, conserve, preserve and otherwise care for all memorabilia items, artefacts, artifices, documents and items relevant to such studies and make these available for proper study,

4.5 promote, develop and encourage the study of science by young persons in schools, colleges, universities and other establishments of learning in Britain and overseas and to act in support of these institutions and other bodies and individuals in the proper pursuit of the society's objects or any one of them,

4.6 promote, develop and encourage research, study and teaching in science and to provide fellowships, bursaries and grants of money or loans in support of such study or research or pay reasonable out-of-pocket expenses, fees, ex-gratia payments or otherwise to institutions and individuals not being members of the society and in strict observance of clause 4 of this Memorandum, for the purpose of such research, study or teaching, including financial and practical help with travel to conferences, meetings, tutorials, classes, courses, to promote and support such courses, conferences and meetings and provide assistance and support for visits to and or use of facilities elsewhere or for persons who are travelling to the society's premises from elsewhere, especially for those individuals or members who are not supported by other bodies, and to purchase, sell, lend, lease, give or otherwise provide any facilities or equipment necessary to support such research, study or travel and to provide appropriate training and instruction in the proper use of these facilities and equipment,

4.7 hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others for public benefit, provide training courses and tutorial assistance for members and students, whether in collaboration with education authorities, universities, schools, colleges or other institutions of learning and research or independently, and to provide training in the use of the society's equipment and prescribed methods of working, and to provide training in the teaching and presentation of public demonstrations, lecturing and instructing techniques and in public duties and the society's prescribed safety procedures,

4.8 establish, build, equip, furnish, manufacture, purchase and maintain optical and radio telescopes, experimental apparatus and components for the construction and operation thereof and otherwise provide equipment and apparatus for practical studies in all or any fields of science, especially those concerned with astronomy, astrophysics, chemistry, climatology, cosmology, geophysics, mathematics, meteorology, physics, investigation of the Earth's electro-magnetic and gravitational fields, gravity and the gravitational, magnetic and electric fields of other space objects and regions, apparatus for seismic studies, investigations of and by all parts of the electro-magnetic spectrum, cosmic particle and radiation research, television reception, the production of video recordings and visual media, image processing and recording, and all audio and visual aids to teaching and learning and for public information and in all or any fields of science, especially those concerned with communications, computing, electronics, solar and stellar physics and others as shall be considered appropriate together with the associated technologies and engineering skills and practices,

4.9 construct, establish, purchase or otherwise provide radio transmitters and receivers, and computing equipment for telecommunications, communications by cable and wireless, wireless telegraphy, telemetry, communication with Earth satellites and space vehicles and probes, data transmission, reception, storage and processing, and installations for remote sensing and imaging, radar sensing, and all other means of communication; and in particular encourage and support the establishment and operation of an amateur radio station at the Norman Lockyer Observatory and or other sites as may be appropriate to include facilities for the training and self training of persons desirous of becoming licensed radio amateurs in accordance with regulations laid down from time to time by the Department of Trade and Industry or such other authority as may be established for the purpose and to these ends shall encourage licensed radio amateurs short wave listeners radio experimenters and others interested in these matters to become members of the Society,

4.10 act in support of conservation of natural and historic sites of scientific interest, education in science and communication, scientific, technological and engineering teaching, related study and research at competent institutions, colleges, universities and by individuals, act in support of tourism in the Southwest of England and elsewhere, and otherwise in furtherance of the society's objects, to set up or co-operate with other museums, libraries and similar establishments, and at schools, colleges, universities, libraries and all centres of learning, to provide exhibitions, demonstrations, lectures, educational and training courses and give, lease, lend or sell the properties of the society in support of these activities to any competent organisation having similar objects,

4.11 provide, lease, let or sub-let, build, equip and maintain facilities for public education, such as a visitor centre, instructive displays, notices, lectures and demonstrations and to provide such other amenities, and services as may be desirable for the public enjoyment of these facilities, and for the well being of members, students, staff and visitors, and to encourage and permit other societies and organisations (including commercial organisations and companies), and visitors, having similar objects, or worthy objects promoting the arts, humanities, languages and similar academic, commercial and cultural pursuits and studies to use and enjoy the facilities of the society, and to provide such services as may be required to facilitate these activities, and to fix rents, and otherwise charge fees for such use and services,

4.12 establish where necessary constituent groups for particular studies and local branches (whether autonomous or not) in furtherance of the objects of the society;

4.13 establish, build, furnish, equip, operate and maintain a clubhouse, provide offices, accommodation, kitchens for the preparation of meals and refreshment, meeting rooms and social areas with all necessary facilities for the comfort of persons using the observatory or observatories, or the society's facilities or premises,

4.14 purchase, manufacture or otherwise provide such office and printing equipment and services, word-processors, computers, calculators, information retrieval systems, imaging systems, projectors, printers, recording and retrieval equipment and such other equipment, books and materials as may be found necessary for administration of the society or required by the members, researchers, students and visitors for their instruction, enjoyment and entertainment in furtherance of their studies, pursuits and education, and in furtherance of these objects, and to provide office services to members, students and others, and to fix charges for such services as may be considered appropriate,

4.15 write, record, print, prepare for publication, publish or assist in the publication and distribution of literature, articles, releases of information to the press, pamphlets, books, magazines, journals, papers, posters, banks of information in whatever form, films, video recordings, sound recordings and all other information technology materials, and other matter calculated directly or indirectly to advance the objects of the society, uphold, preserve, retain, sell or defend all copyrights on the society's publications and information media materials however produced, and uphold, preserve, retain sell or defend all patents on inventions, manufactures and materials of the society,

4.16 provide a resource of teaching materials, tools, instruments, and expert skill and knowledge in selected fields and sciences, and to provide, give or sell such materials, tools, instruments and expert skills or opinions as may from time to time be required, provided that no contractual liability shall be held to the society for the advice given by individuals and no profit or pecuniary or substantial gain shall be obtained by any member for the information or advice so given on behalf of or in the name of the society,

4.17 affiliate, co-operate with or subscribe to any institution or body having objects altogether or in part similar to those of the society and advance money, subsidise or otherwise provide financial assistance to, or guarantee the obligations of any such institution or body,

4.18 accept subscriptions, donations, devices and bequests, and to purchase, take on lease or in hire or exchange, or 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 society and (subject to such consents as may be required by law) sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the society as may be thought expedient with a view to the promotion of its objects, issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the society in the shape of donations, subscriptions or otherwise, undertake and execute any charitable trusts which may lawfully be undertaken by the society and be conducive to its objects, draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts, borrow or raise money for the purposes of the society on such terms and (with such consents as are required by law) on such security as may be thought fit, invest the moneys of the society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to conditions and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided, undertake enterprises to raise funds, including the formation of separate trading companies for the purchase and resale of goods, manufacture and sale of goods and services and otherwise raise funds by appeals, fêtes, fairs, exhibitions, and all other fund-raising activities and to obtain all necessary licences, and permissions, to keep separate accounts of these enterprises, provided that the revenue from such activities be wholly used to promote and further the objects of the society,

4.19 make suitable arrangements for carrying on the work of the society and for this purpose to engage and provide in whole or part for the salaries or maintenance of officers, servants and employees, to supervise, organise, carry on the work of and advise the society in furtherance of its objects, subject to the provisions of clause 5.4 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 society and their dependants;

4.20 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, procure public liability insurance and all other classes of insurance for the society's properties, effects and staff as may be considered necessary to further the society's objects,

4.21 amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the society,

4.22 pay out of the funds of the society the costs, charges and expenses of and incidental to the formation and registration of the society; and to appoint and remunerate legal advisers, accountants, auditors and other professional advisers as may be required from time to time,

4.23 establish and support or aid the establishment of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the society or calculated to further its objects, make any charitable donation in cash or assets or services for the furtherance of the objects of the society,

4.24 acquire a lease or licence on the Norman Lockyer Observatory, and any other lands and properties connected with the same, act and otherwise co-operate with the owners, whoever they shall from time to time be, or with any competent authority of the state or government, both local and national, or with another society, institution, body or persons having a legitimate interest in the Observatory, for the benefit of public amenity, public information, scientific education and research, and in pursuance of the society's objects and the terms of any lease or licence or covenants that shall be placed on the Observatory, and or enter into any management agreement with the owners for the time being to regulate the use of the Observatory and to appoint members to represent the Society on any management committee thereunder,

4.25 purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the society may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings, or erections necessary or convenient for the work of the society, and to purchase, sell or otherwise dispose of these items, as may be from time to time required,

4.26 purchase, acquire, hold, and dispose of any land or hereditaments or any interest therein, and to erect or purchase any building or buildings to be used as an observatory, laboratory, powerhouse, water supply works, library, museum, hall, meeting rooms, residences for observers, curators, caretakers or servants or other persons employed or to be employed in or about the

said observatory, observatories, buildings or premises and also any other structures which may be required in connection with or for the purposes aforesaid and to furnish and maintain the same and generally to purchase, acquire, hold on loan any real or personal property for the advancement of the objects or any of them

4.27 do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:

5.1 In case the society shall take or hold any property which may be subject to any trusts, the society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

5.2 The objects of the society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

5.3 In case the society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and *or* Science, 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 directors of the society 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 directors 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 of the High Court, the Charity Commissioners or the Secretary of State for Education and *or* Science over such directors 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.

5.4 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, and no member of its directors shall be appointed to any office of the society paid by salary, or fees or receive any remuneration or other benefit in money or money's worth from 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 on money lent by any member of the society or its directors at a rate not exceeding 2 per cent less than the minimum lending rate prescribed of the time being by a clearing bank selected by the directors or 3 per cent whichever is the greater or reasonable and proper rent for premises demised or let by any member to the society; but so that no member of the directors 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 directors, 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 society; provided that the provision last aforesaid shall not apply to any payment to any society of which a member of the directors 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 payment.

5.5 The liability of the members is limited.

5.6 Every member of the society undertakes to contribute to the assets of the society, 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 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 contributories among themselves, such amount as may be required not exceeding £10.

5.7 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 charitable objects similar to the objects of the society, 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 society under or by virtue of Clause 5.4 hereof, such institution or institutions to be determined by the members of the society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
