

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE CREMATION SOCIETY OF GREAT BRITAIN

1. The name of the Society is "THE CREMATION SOCIETY OF GREAT BRITAIN"
2. The registered office of the Society shall be situate in England
3. The objects for which the Society is established are:-
 - (1) to promote the practice of cremation for the respectful disposal of the bodies of dead persons;
 - (2) to advance public education in the practice and ethics of cremation; and
 - (3) to investigate methods of disposing of the bodies of dead persons which appear to the Society to be superior to cremation and, if the Society thinks fit, to promote such methods and advance public education in their practice and ethics either instead of or in addition to cremation.
4. In pursuance of the Objects and as ancillary thereto the Society shall have power:

- (a) to organise meetings and lectures, to foster research and to disseminate knowledge about cremation by any other appropriate means
- (b) to co-operate with other organisations and individuals, both national and international
- (c) to encourage the highest operational and ethical standards in cremation practice through the establishment, ownership, management of or investment in crematoria and associated facilities and by such other means as the Council think s fit
- (d) in respect of any method of disposing of the bodies of dead persons other than cremation which the Society decides to investigate or promote, to act in a like manner as it can act in respect of cremation
- (e) to pay for the cost of cremation for deceased members and others
- (f) to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- (g) to delegate the management of investments to a financial expert, but only on terms that:
 - (i) the investment policy is set down in writing for the financial expert by the Council
 - (ii) every transaction is reported promptly to the Council
 - (iii) the performance of the investments is reviewed regularly with the Council

- (iv) the Council is entitled to cancel the delegation arrangement at any time
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year
 - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Council on receipt
 - (vii) the financial expert must not do anything outside the powers of the Council
- (h) to arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Council or of a financial expert acting under their instructions and to pay any reasonable fee required
- (i) to insure members of the Council against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability:
- (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society;
 - (ii) to make contributions to the assets of the Society in accordance with the provisions of section 214 of the Insolvency Act 1986;

but provided that such insurance shall not extend to:

- (iii) any liability resulting from any act or omission which the Council member in question knew, or must be assumed to have known, or was reckless whether, such act or omission was not in the best interests of the Society;

- (iv) any liability to pay the costs of an unsuccessful defence to a criminal prosecution for offences arising out of fraud or dishonesty or reckless misconduct on the part of the Council member in question; or
- (v) any liability to pay a fine.

5.1 A member of the Council must not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except

5.1.1 as mentioned in clauses 4(e) or 4(i)

5.1.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Society

5.1.3 an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings)

5.1.4 payment to any company in which a member of the Council has no more than a 1% shareholding

5.1.5 remuneration from any company in which the Society directly or indirectly holds a majority of the shares or is entitled to a majority of the votes provided that a majority of the members of the Council do not receive such remuneration

5.1.6 in exceptional cases, other payments or benefits but only with the written approval of the Commission in advance

5.2 Whenever a member of the Council has a personal interest in a matter to be discussed at a meeting of the Council or a committee the member concerned must:

- 5.2.1 declare an interest at or before discussion begins on the matter
 - 5.2.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - 5.2.3 not be counted in the quorum for that part of the meeting
 - 5.2.4 withdraw during the vote and have no vote on the matter
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 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 (50p) fifty pence.
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 shall be given or transferred to some other charitable 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 to an extent at least as great as imposed on the Society by virtue of clause 5 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and in so far as effect cannot be given to such provisions, then to some other charitable object.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

JOHN TWEEDY, F.R.C.S.,
100, Harley Street, London W.1.

FRANCIS H. SKRINE,
157, Victoria Street, S.W.1.
Indian Civil Service (retired).

HERBERT T. HERRING, O.B.E., M.B., B.S.,
50, Harley Street, W.1.

A. E. BERNAYS,
Park Gate Hotel, Richmond, Surrey.
Gentleman

MALCOLM L. MORRIS, K.C.V.O.,
11, Marlborough Place, N.W.8.
Surgeon

E. ALEC TWEEDIE
2, Whitehall Court, S.W.1.
Author and Artist

J. C. SWINBURNE-HANHAM
106 Goldhurst Terrace, N.W.6.
Barrister-at-Law.

Dated the 30th day of June, 1922.

Witness to the above signatures: George A. Noble,
52, New Cavendish Street, W.1.

Incorporated Secretary

**ARTICLES OF ASSOCIATION OF
THE CREMATION SOCIETY OF GREAT BRITAIN**

1. INTERPRETATION

In the Memorandum and in these Articles:

1.1	"the Act"	means the Companies Act 1985
	"AGM"	means an annual general meeting of the Society
	"these Articles"	means these articles of association
	"Associate"	means an individual who has paid such subscriptions and is entitled to such benefits as may from time to time be prescribed by the Council but who shall not be entitled to vote at general meetings of the Society
	"authorised representative"	means an individual who is authorised by a member organisation to act on its behalf at meetings of the Society and whose name is given to the Secretary
	"the Chairman"	means the chairman of the Council
	"charity trustee"	has the meaning prescribed by section 97(1) of the Charities Act 1993
	"clear day"	means 24 hours from midnight following the relevant event
	"the Commission"	means the Charity Commissioners for England and Wales
	"the Council"	means the directors of the Society
	"EGM"	means an extraordinary general meeting of the Society
	"financial expert"	means an individual, company or firm who is an authorised person within the meaning of the Financial Services and Markets Act 2000
	"material benefit"	means a benefit which may not be financial but has a monetary value
	"member" and "membership"	refer to membership of the Society
	"the Memorandum"	means the Society's Memorandum of Association

"month"	means calendar month
"the Objects"	means the Objects of the Society as defined in clause 3 of the Memorandum
"the Secretary"	means the Secretary of the Society
"the Society"	means the company governed by these Articles
"taxable trading"	means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects and the profits of which are liable to tax
"written" or "in writing"	refers to a legible document on paper including a fax message
"year"	means calendar year

1.2 Expressions defined in the Act have the same meaning as in the Act

1.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

2. MEMBERSHIP

2.1 The number of members is unlimited

2.2 The Society must maintain a register of members in accordance with Section 352 of the Act

2.3 Subject to Article 2.6 membership of the Society shall consist of those individuals and organisations who at the date of adoption of these Articles are members of the Society, those individuals who are members of the Council and any individual or organisation interested in promoting the Objects who

2.3.1 has been an Associate for at least three years;

- 2.3.2 applies to the Society in the form required by the Council;
 - 2.3.3 is approved by the Council;
 - 2.3.4 signs the Register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative; and
 - 2.3.5 pays the relevant subscription prescribed by the Council from time to time.
- 2.4 Members of the Society shall comprise those classes set out in the Schedule to these Articles, each class being ascribed those privileges specified in the said table.
- 2.5 The Council may set the amounts of any subscriptions.
- 2.6 Membership is terminated if the member concerned
- 2.6.1 gives written notice of resignation to the Society
 - 2.6.2 dies or in the case of an organisation ceases to exist
 - 2.6.3 is six months in arrears in paying the relevant subscription (but in such a case the member may be reinstated on payment of the amount due) or
 - 2.6.4 is removed from membership by resolution of the Council on the ground that in their reasonable opinion the member's continued membership is harmful to the Society (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)
- 2.7 Membership of the Society is not transferable

3. GENERAL MEETINGS

3.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least 21 clear days' written notice specifying the business to be discussed

3.2 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least eight members

3.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present must preside at a general meeting

3.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast

3.5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person (or through an authorised representative) has one vote on each issue

3.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)

3.7 The Society must hold an AGM in every year which all members are entitled to attend.

3.8 At an AGM the members:

3.8.1 shall receive the accounts of the Society for the previous financial year

3.8.2 shall receive the Council's report on the Society's activities since the previous AGM

- 3.8.3 shall accept the retirement of those members of the Council who wish to retire or who are retiring by rotation
- 3.8.4 shall elect persons to the Council to fill the vacancies arising from among such persons as may have declared their willingness to become members of the Council and of the Society in such form as the Council may direct
- 3.8.5 shall appoint auditors for the Society
- 3.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Society and
- 3.8.7 shall discuss and determine any other business put before them
- 3.9 Any general meeting which is not an AGM is an EGM
- 3.10 An EGM may be called at any time by the Council and must be called within 28 days of a members' requisition being deposited at the Society's registered office
- 3.11 In addition and without prejudice to the provisions of Section 303 of the Act the Society may by Ordinary Resolution remove any member of the Council before the expiration of his period of office and may by Ordinary Resolution appoint another suitably qualified person in his stead but any person so appointed shall hold his office only until the next AGM

4. THE COUNCIL

- 4.1 The Council as charity trustees have control of the Society and its property and funds
- 4.2 The Council when complete must consist of at least six and not more than 12 individuals

- 4.3 One third (or the number nearest one third) of the Council must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by reference to their order of election
- 4.4 The term of office of a member of the Council automatically terminates if he or she:
- 4.4.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 4.4.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 4.4.3 is absent from four consecutive meetings of the Council unless such absences have been notified to and approved by the Council in advance or, in respect of up to three previously unapproved absences, in retrospect
 - 4.4.4 ceases to be a member of the Society
 - 4.4.5 resigns by written notice to the Council (but only if at least six members of the Council will remain in office)
- 4.5 The President of the Society shall be a member of the Council by virtue of his appointment as President
- 4.6 The Council may at any time co-opt any person duly qualified to be appointed as a member of the Council to fill a vacancy in their number or as an additional member of the Council, but any person so co-opted holds office only until the next AGM
- 4.7 A technical defect in the appointment of a Council member of which the Council is unaware at the time does not invalidate decisions taken at a meeting

5. PROCEEDINGS OF COUNCIL

- 5.1 The Council must hold at least four meetings each year
- 5.2 A quorum at a meeting of the Council is four
- 5.3 A meeting of the Council may be held either in person or by suitable electronic means agreed by the Council in which all participants may communicate with all the other participants
- 5.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Council member chosen by the Council present must preside at each meeting
- 5.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all members of the Council is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 5.6 Except for the chairman of the meeting, who has a second or casting vote, every Council member has one vote on each issue
- 5.7 A procedural defect of which the members of the Council are unaware at the time does not invalidate decisions taken at a meeting

6. POWERS OF COUNCIL

The Council have the following powers in the administration of the Society:

- 6.1 to appoint (and remove) any member (who may be a member of the Council) to act as Secretary to the Society in accordance with the Act

- 6.2 to appoint from among their number a Chairman, a Treasurer and such other honorary officers as may from time to time be thought expedient
- 6.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a member of the Council and all proceedings of committees must be reported promptly to the Council)
- 6.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings
- 6.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 6.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Society and the use of its seal (if any)
- 6.7 to establish procedures to assist the resolution of disputes within the Society
- 6.8 to exercise any powers of the Society which are not reserved to a general meeting
- 6.9 if the Council shall at any time be or be reduced in number to less than the minimum number prescribed by Article 4.2 it shall be lawful for them to act for the purposes of admitting persons as members of the Council filling up vacancies in the Council or summoning a General Meeting but not for any other purpose

7. RECORDS & ACCOUNTS

- 7.1 The Council must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- 7.1.1 annual reports
- 7.1.2 annual returns
- 7.1.3 annual statements of account
- 7.2 The Council must keep proper records of
 - 7.2.1 all proceedings at general meetings
 - 7.2.2 all proceedings at meetings of the Council
 - 7.2.3 all reports of committees and
 - 7.2.4 all professional advice obtained
- 7.3 Accounting records relating to the Society must be made available for inspection by any member of the Council at any reasonable time during normal office hours and may be made available for inspection by other members of the Society upon reasonable notice if the Council so decide
- 7.4 A copy of the Society's latest available statement of account must be supplied on request to any member, or to any other person who makes a written request and pays the Society's reasonable costs, within two months

8. NOTICES

- 8.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any newsletter distributed by the Society

- 8.2 The only address at which a member is entitled to receive notices is the address shown in the register of members
- 8.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 8.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 8.3.2 two clear days after being sent by first class post to that address
 - 8.3.3 three clear days after being sent by second class or overseas post to that address
 - 8.3.4 on the date of publication of a newspaper containing the notice
 - 8.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,
 - 8.3.6 as soon as the member acknowledges actual receipt
- 8.4 A technical defect in the giving of notice of which the Council is unaware at the time does not invalidate decisions taken at a meeting

9. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Society take effect as though repeated here

SCHEDULE

Classes of membership

<i>Class</i>	<i>Membership</i>	<i>Privileges</i>
Founder Members	Those individuals or organisations who were members of the former voluntary society known as “The Cremation Society of England” and founded on 13 January 1874	Every Founder Member is entitled to have his or her body cremated at death at any crematorium which is in working order, the Society defraying the cremation fee charged by the crematorium.
Life Members	Those individuals who were members of the Society as at 13 October 1977	On production to the Council within six months of death of a Life Member of evidence satisfactory to the Council that the body of such Life Member has been cremated, the Society shall refund to the personal representatives of such Life Member or to the crematorium at which the cremation took place the amount for which the Certificate of Membership makes provision.
Ordinary Members	Those individuals or organisations who have been admitted by the Council after 13 October 1977	The Council may agree in the case of Ordinary Members to refund to the personal representatives of such Ordinary Members or to the crematorium at which the cremation took place the subscriptions paid by them during life upon the same conditions as are specified in the case of Life Members.