

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

Memorandum of Association

OF

THE ROYAL MUSICAL ASSOCIATION

1. The Company's name is THE ROYAL MUSICAL ASSOCIATION (and in this document it is called 'the Charity').
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's objects ('the Objects') are the advancement of education in music, in particular, but not exclusively by, the publication of scholarly material in the field of music.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - (1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - (2) to raise funds and invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (3) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (4) subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as 'the trustees'), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - (5) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - (6) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

- (7) to publish scholarly material of a musicological nature in periodical form and in the form of independent publications including facsimiles and monographs;
- (8) to publish from time to time information and comment in a newsletter and a list of members of the association;
- (9) to offer prizes and medals for distinguished achievement in musical scholarship, and bursaries to scholars including students in furtherance of their objectives in musical scholarship and for attending meetings;
- (10) to do all such other lawful things as are necessary for the achievement of the Objects.

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in this document shall prevent any payment in good faith by the Charity

- (1) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
- (2) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
- (3) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- (4) of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;
- (5) to any trustee of reasonable out-of-pocket expenses.

6. The liability of members is limited.

7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she 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.

8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

IT IS HEREBY CERTIFIED that this is a true copy of the Memorandum of Association as amended by Special Resolution passed at a General Meeting of Members held on 20th October 2001.

Name: Curtis Price

Position: President

Address: 47 York Terrace East, London NW1 4PT

Occupation: Professor of Music

Name: Geoffrey Charles Lawrence

Position: Company Secretary and Treasurer

Address: Pinewood, 83 Purley Downs Road, Sanderstead, South Croydon, Surrey CR2 0RJ

Occupation: Chartered Accountant

Witness to the above signatures,: