CHAPTER xciv.

An Act to incorporate the Trustees of the Nottingham Mechanics Institution to extend the objects and powers of the institution and for other purposes. A.D. 1912.

[7th August 1912.]

WHEREAS an institution called "the Nottingham Mechanics Institution" (in this Act called "the existing institution") was in the year 1837 established in the city of Nottingham having for its object the general improvement of its members:

And whereas the existing institution was for some years carried on upon premises hired for the purpose but in or about the year one thousand eight hundred and forty the land conveyed by the indenture next hereinafter recited was acquired by or on behalf of the existing institution and building operations thereon were commenced in or about the year one thousand eight hundred and forty-three and a large hall with a library classrooms and other rooms was erected and completed in the year one thousand eight hundred and forty-five by or on behalf of the existing institution:

And whereas by an indenture (in this Act called "the first conveyance") dated the twentieth day of March one thousand eight hundred and forty-five and made between the mayor aldermen and burgesses of Nottingham of the first part Lord Arthur Lennox Alexander Pringle and James Milnes Gaskell (three of the Commissioners of the Treasury) of the second part John Smith Wright and others of the third part Richard Enfield of the fourth part and William Enfield of the fifth part a certain piece or parcel of land in the city of Nottingham containing one thousand and four hundred square

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yards or thereabouts and more particularly described in the first conveyance together with the said hall and other buildings then already erected (as hereinbefore recited) on the said land by or on behalf of the existing institution was conveyed by the said mayor aldermen and burgesses with the approbation of the Lords Commissioners of the Treasury (testified by the said Lords Commissioners parties thereto executing the first conveyance) unto and to the use of the said John Smith Wright and others the parties to the first conveyance of the third part their heirs and assigns upon trust to stand possessed of the said land buildings and premises upon such trusts for such purposes and with under and subject to such powers provisoes declarations and agreements and in such manner and form in all respects as should be declared by another indenture to be prepared by or under the direction of the several persons and to contain the several powers trusts provisions declarations and matters in the first conveyance respectively mentioned in that behalf:

And whereas by an indenture (in this Act called "the trust deed") dated the eleventh day of August one thousand eight hundred and forty-five and enrolled in the High Court of Chancery on the fifteenth day of August in the same year and made between the said John Smith Wright and others (being the several persons who were parties of the third part to the first conveyance) of the first part and the several persons who had subscribed their names and affixed their seals to the trust deed (being the majority of the persons acting as and being members of the then present committee of the existing institution) of the second part and duly prepared by and under the direction of the several persons and containing the several powers trusts provisions declarations and matters in the first conveyance respectively mentioned in that behalf it was agreed and declared by and between the parties to the trust deed that the parties thereto of the first part their heirs executors administrators and assigns respectively should stand and be seised and possessed of the said plot or parcel of land and buildings and hereditaments conveyed by the first conveyance and of all other erections and buildings then erected or at any time thereafter to be erected thereupon and all and every the fixtures fittings up furniture instruments publications magazines books newspapers maps paintings articles and things whatsoever and all other the moveable property of the existing institution whatsoever

and wheresoever the same might be which then was or should be vested in the parties to the trust deed of the first part upon the trusts therein following (that was to say) As to the said moveable property of the existing institution (except the furniture) upon trust for the members of the existing institution for the time being and to permit the same to be used and enjoyed according to the rules of the said institution for the time being And as to the said land and the erections and buildings thereon and the fixtures fittings up and furniture therein upon trust to permit the same to be used by the members of the existing institution for the purposes of that institution in accordance with the rules thereof for the time being in force in such manner and under such regulations and in such terms generally as in the trust deed is mentioned and also by such other persons and for such purposes and at such rents and on such terms as in the trust deed is mentioned And the trust deed contained (amongst other things) a declaration that the income of the existing institution to be received from the letting or occupation of the hall buildings and other hereditaments and premises should be applied by the trustees in the first place in payment of the expenses of lighting warming taking care of and repairing the same and insuring the same against fire in the second place in payment of the interest on any mortgages on the premises in the third place in payment of dividends on the shares in the existing institution which should for the time being be issued and subsisting at the rate in the trust deed mentioned in the fourth place in reduction and repayment of any mortgage debt and in the last place in applying the then remaining income for the general purposes and objects of the existing institution under the direction of the committee thereof for the time being And a power for the trustees to issue one pound shares to any amount not exceeding six thousand pounds paying dividends at the rate aforesaid such shares to be personal estate and the amount of money given or bequeathed to the existing institution or otherwise acquired thereby without value paid and expended in the purchase of the said land or the erection of the said buildings to be represented by a corresponding number of shares to be held by the trustees who should be entitled to dividends in respect thereof pari passu with other shareholders but should pay over their dividends to the treasurer of the existing institution for the purposes thereof And a power for the trustees to buy up any of the shares

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possessed by any of the shareholders in the institution for the time being And a power for the trustees to borrow on mortgage any sum or sums not exceeding in the whole the sum of two thousand pounds and to apply the same in or towards the erection or completion of the said hall and other buildings and of any other building to be erected for the existing institution or in purchasing furniture for the same or in the purchase of any additional land or buildings or in the erection of any additional or other buildings And a power for the trustees with the concurrence and consent of the committee to sell by public auction the land buildings and hereditaments from time to time belonging to the existing institution in case they were not at any time required for the purposes thereof and out of the proceeds of such sale or any moneys to be received for equality of exchange and which should remain after discharging any mortgage on the said hereditaments and also the shares then subsisting therein to purchase other lands buildings or hereditaments situate in Nottingham or the immediate vicinity And also a power for the trustees to exchange the said hall buildings lands and hereditaments for other lands or buildings in Nottingham or the vicinity with power out of the funds and property of the existing institution to erect any buildings on lands purchased or taken in exchange and to pull down any buildings the property of the existing institution and build other buildings in the place thereof and also repair or rebuild any buildings the property of the existing institution And a provision that every person who should take or purchase or succeed as legatee or otherwise to any share or shares in the existing institution should sign a declaration to abide by the rules and regulations of the institution and the trust deed in respect of such share and should thereupon (but not sooner) become a shareholder in respect of such share or shares And that no subscriber or purchaser of any share or shares should be entitled to receive any dividend or derive any benefit or advantage from or be entitled to exercise any power or privilege in respect of such share or shares in the existing institution until he or she should have signed such declaration as aforesaid And provisions with respect to the numbering registration in a share register book issue of certificates and transfer of shares And a trust for sale arising in the event of no dividends on the shares being paid for three years consecutively and a sale being

required in writing by such proportion of the shareholders as in the trust deed is mentioned or in the event of the carrying on of the objects of the existing institution being discontinued for two years And trusts for the application of the proceeds of any such sale after payment of expenses first in discharge of the mortgage and other debts of the existing institution next in repayment to the shareholders (except as therein mentioned) of the par value of their shares with such further sum as with the dividends already paid would amount to interest at four per centum per annum and next in payment and application of the ultimate surplus (if any) for such other purposes of a literary and scientific nature as the committee and trustees of the existing institution should direct And a provision vesting in the committee of the existing institution subject to the powers and authorities vested in the said trustees by the trust deed and to the rules and regulations for the time being the entire management and control of the institution its affairs and property:

And whereas by an indenture (in this Act called "the second conveyance") dated the ninth day of November one thousand eight hundred and forty-seven and made between the mayor aldermen and burgesses of Nottingham of the first part the Honourable Hugh Fortescue (commonly called Viscount Ebrington) Henry Rich and Richard Montesquieu Bellew (three of the Lords Commissioners of the Treasury) of the second part the said John Smith Wright and others (being the several persons who were parties of the third part to the first conveyance) of the third part the said Richard Enfield of the fourth part and Henry Archer of the fifth part two pieces or parcels of land in the city of Nottingham adjoining the said hall of the existing institution containing together one thousand square yards or thereabouts and more particularly described in the second conveyance were conveyed by the said mayor aldermen and burgesses with the approbation of the Lords Commissioners of the Treasury (testified by the said Lords Commissioners parties thereto executing the second conveyance) unto and to the use of the said John Smith Wright and others the parties to the second conveyance of the third part upon the same or the like trusts and to or for the same or the like ends intents and purposes and with under and subject to the like powers provisoes declarations and agreements as were in and by the trust deed

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contained and declared of and concerning the hall buildings lands and hereditaments comprised in and conveyed by the first conveyance or such of the said trusts purposes powers provisoes declarations and agreements as were then in force or capable of taking effect:

And whereas in or about the years one thousand eight hundred and forty-two to one thousand eight hundred and forty-four there were allotted three thousand eight hundred shares of one pound apiece in the existing institution of which number two thousand three hundred and eighty-three shares appear to have been subscribed for by and allotted to about two hundred and forty-two individuals the remainder of the said three thousand eight hundred shares being allotted to the trustees of the existing institution for the time being as representing money acquired by the existing institution without value paid and expended in the purchase of land or the erection of buildings:

And whereas in order to carry out the objects of the existing institution the trustees and the committee thereof for the time being established and maintained a large library and also science and art classes and provided lectures in the premises of the existing institution:

And whereas the hall of the existing institution which was completed in the year one thousand eight hundred and forty-five as hereinbefore is recited was destroyed by fire in the year one thousand eight hundred and sixty-seven and the hall was then rebuilt on a much larger scale and other improvements including the provision of a small lecture room and additional classrooms were carried out on the premises of the existing institution at a total cost of upwards of five thousand pounds:

And whereas part of the said sum of five thousand pounds was provided by means of a mortgage for two thousand pounds created under the power in that behalf given by the trust deed and secured upon the land buildings and hereditaments of the existing institution and such mortgage is still outstanding:

And whereas in the year one thousand eight hundred and eighty-one the Nottingham University College was opened and the said science and art classes were transferred to the college and one of the rooms at the existing institution which was left

vacant by such transfer was fitted up as a coffee and chess room for the use of the members thereof and opened in the year one thousand eight hundred and eighty-two: A.D. 1912.

And whereas from time to time since the year one thousand eight hundred and eighty-one it has been found necessary by reason of the great increase in the membership of the existing institution to provide further and better accommodation including the erection of a large reading-room and kitchen adjoining the large hall on land forming part of the original piece of land comprised in the first conveyance the construction of an additional storey over part of the buildings to provide for an improved small lecture hall for the extension of the library coffee-room and smoking-room and for an additional magazine and reading room and the heating and ventilating of the buildings and the installation of the electric light throughout the premises:

And whereas the lands comprised in the first conveyance and the second conveyance are situated in the heart of the city of Nottingham and by reason of the growth of the said city have very largely increased in value:

And whereas ever since the foundation thereof the existing institution by means of the provision of libraries reading-rooms classes and lectures has done very valuable work in the public interest in the promotion of the study of literature science and art and the diffusion of useful knowledge amongst and the general improvement of its members and the mechanic and artisan classes in general in Nottingham:

And whereas provision has also been made in the buildings of the existing institution for the comfort and recreation of the members by the provision of rooms set apart for refreshments and for the playing of billiards and chess:

And whereas the members of the existing institution now number upwards of four thousand three hundred and it is essential in order to enable the existing institution further to carry on its said work and to provide adequately for the comfort of the members that the existing buildings should be extended so as to admit of the provision of accommodation for a literary and debating society the need of which is greatly felt by the members an enlarged lending and reference library a new billiard and smoking room an additional kitchen and improvements to the refreshment room but the land belonging to the existing

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institution is not sufficient in extent to admit of the said extensions being carried out thereon:

And whereas the land of the existing institution is bounded on the north along its whole extent by a piece of land with a chapel and school premises thereon (in this Act called "the chapel lands" and more particularly described in the conveyance next hereinafter recited) the property of the trustees of the Milton Street Baptist Chapel:

And whereas having regard to the situation of the land of the existing institution which is bounded on three sides by public streets the only possible way by which the building of the existing institution can be extended is by the acquisition for that purpose of the chapel lands:

And whereas John Ellis John Oldknow Oldham Edwin Gordon and Robert Gibson (acting in the interests of the existing institution and in order that it should have the opportunity of acquiring the chapel lands preserved to it) entered into a contract with the trustees of the said chapel for the purchase of the chapel lands at the price of fifteen thousand six hundred pounds which the present trustees of the existing institution are advised is a reasonable price for the same having regard to the importance to the existing institution of acquiring the chapel lands:

And whereas by an indenture dated the first day of January one thousand nine hundred and twelve and made between Robert Booker and others (the trustees of the said chapel) of the one part Benjamin Dowson the said John Ellis Henry Houghton Enfield and the said Robert Gibson Edwin Gordon and John Oldknow Oldham (acting as trustees for and on behalf of the existing institution) of the other part the chapel lands were in consideration of the sum of fifteen thousand six hundred pounds conveyed by the said Robert Booker and others (the trustees of the said chapel) unto and to the use of the said Benjamin Dowson John Ellis Henry Houghton Enfield Robert Gibson Edwin Gordon and John Oldknow Oldham in fee simple:

And whereas the existing institution is able to provide part only of the said purchase money of fifteen thousand six hundred pounds namely the sum of three thousand pounds out of the moneys in the hands of the committee of the existing institution and the remainder of the said purchase money can only be provided by borrowing the same upon the security of a mortgage of the

lands comprised in the first conveyance and the second conveyance and of the chapel lands:

And whereas the trustees of the existing institution for the time being long since exercised the hereinbefore recited power of borrowing two thousand pounds upon mortgage given to them by the trust deed up to the full amount allowed thereby as hereinbefore is recited and the present trustees of the existing institution are advised that while they have under the trust deed and the existing rules of the existing institution power to acquire the chapel lands and to apply the moneys of the existing institution in payment therefor they have no further or other power of mortgaging the property of the existing institution for that purpose either under the trust deed or otherwise:

And whereas in order to enable the acquisition of the chapel lands by the existing institution to be carried out it is expedient that the trustees of the existing institution should be created a body corporate and the existing institution be reconstituted as in this Act is provided and that the property as well real as personal belonging to or held in trust for the existing institution should be by this Act transferred to and vested in such body corporate in trust for the purposes of the existing institution as so reconstituted and that power should be conferred upon such body corporate to mortgage the property vested in or acquired by them by or under this Act as in this Act is provided:

And whereas the provisions of the trust deed are in some respects either obsolete or inadequate and it is expedient that in reconstituting the existing institution the objects and powers of the existing institution should be extended and its constitution amended so as to bring the same into greater harmony with modern requirements in manner in this Act provided and that the trust deed should be cancelled by this Act:

And whereas no share certificates or scrip were ever issued in respect of any of the shares in the existing institution allotted either to the trustees or to individual members thereof and the only document given to the said individual members in respect of the shares allotted to them was a receipt for the amount of money subscribed by them in respect of such shares:

And whereas the individual members of the existing institution who subscribed for or other persons interested in many of

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the shares allotted to individual members of the existing institution have from time to time surrendered all their rights in respect of the said shares to the trustees of the existing institution for the time being pursuant to the power by the trust deed conferred upon the trustees of the existing institution to buy up any of the said shares:

And whereas no "share register book" was ever provided as required by the trust deed for the registration of shares and though an informal and imperfect register of the persons to whom shares were allotted was at one time in existence the same disappeared many years ago and cannot now be discovered notwithstanding that diligent search has been made for the same:

And whereas owing to the absence of any share register the number of shares subscribed for by individual members of the existing institution the rights in respect whereof have not been surrendered as hereinbefore is recited cannot be ascertained with certainty but the number thereof is believed not to exceed one thousand four hundred and may possibly not exceed one thousand shares or thereabouts in which if any right or claim in respect of the same be still subsisting one hundred and fifty persons or thereabouts would appear to be interested:

And whereas owing to the absence of any share register it is impracticable to ascertain what persons are now entitled to the said shares:

And whereas no dividend has ever been paid on any of the said shares whether allotted to the trustees or to individual members of the existing institution:

And whereas none of the individual members of the existing institution who subscribed for the said shares ever signed the declaration required (as hereinbefore recited) by the trust deed to be executed as a condition precedent to their becoming shareholders in respect of the share or shares for which they subscribed and the trustees of the existing institution are advised that upon the true construction of the trust deed and in the events which have happened the only right or claim which such members ever had against the said trustees for the time being or the institution in respect of the said shares was to have their subscriptions returned to them and that any such right or claim has long since been barred by the operation of the Statutes of Limitation or by lapse of time:

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And whereas having regard to the circumstances hereinbefore recited it is expedient that all the said three thousand eight hundred shares whether allotted to the trustees of the existing institution for the time being or to individual members of the existing institution should be cancelled and extinguished as in this Act is provided:

And whereas the purposes aforesaid cannot be effected without the authority of Parliament:

May it therefore please Your Majesty that it may be enacted and be it enacted by the King's most Excellent Majesty by and with the advice and consent of the Lords Spiritual and Temporal and Commons in this present Parliament assembled and by the authority of the same as follows:—

Short title.

1. This Act may be cited as the Nottingham Mechanics Institution Act 1912.

Interpretation.

2. In this Act the following expressions have the following meanings unless the context otherwise requires (that is to say):—

The expression "the Trust" means the body corporate constituted by this Act by the name of "The Nottingham Mechanics Institution";

The expression "the rules" means the rules and byelaws of the institution for the time being in force;

The expression "the chapel lands" means the piece of land with the chapel and school premises thereon formerly the property of the trustees of the Milton Street Baptist Chapel and particularly described in the recited indenture of the first day of January one thousand nine hundred and twelve and now vested in the said Benjamin Dowson John Ellis Henry Houghton Enfield Robert Gibson Edwin Gordon and John Oldknow Oldham in fee simple.

Incorporation.

3. The several persons referred to in the section of this Act of which the marginal note is "The trustees" and all other persons who shall hereafter be appointed under the provisions of this Act to be and who are for the time being the trustees of the institution shall be and they are hereby constituted a body corporate by the name of "The Nottingham Mechanics Institution" and by that name shall have perpetual succession and a common seal and all the privileges of a body corporate and

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by that name may sue and be sued and purchase hold receive possess and dispose of for the purposes of the institution all lands tenements hereditaments and other real estate moneys stocks funds and securities and other personal estate hereby vested in or transferred to the Trust or hereafter to be acquired by or vested in the Trust and as to all such lands tenements hereditaments and other real estate without any licence in mortmain.

Transfer of property.

4.—(1) From and after the passing of this Act all property real and personal rights easements and choses in action immediately before the passing of this Act vested in or held by or under the control of the trustees of the existing institution or by or under the control of any other persons (whether in trust for the said trustees or otherwise) in respect of or for the purposes of the existing institution or to which the trustees of the existing institution or any of them are now in anywise entitled as such trustees (including the chapel lands) shall by virtue of this Act without any conveyance or other instrument be and the same are hereby vested in and transferred to the Trust subject to all incumbrances charges and liabilities affecting the same immediately before the passing of this Act and to the same extent and for the like estates and interests as the same are now vested in or held by or under the control of the trustees of the existing institution or such other persons and may subject to the provisions of this Act be held exercised and enjoyed accordingly and all debts liabilities and obligations immediately before the passing of this Act due from and binding upon the trustees of the existing institution as such trustees shall be and the same are (to the exclusion of the trustees of the existing institution) hereby transferred to and made binding upon the Trust.

(2) In lieu of the stamp duties which would have been payable upon the deeds or assurances which in case this Act had not been passed would have been required to pass the property vested by this Act to and vest the same in the Trust there shall be paid a stamp duty of five pounds and such duty shall be impressed upon a King's Printer's copy of this Act which shall be produced to the Commissioners of Inland Revenue duly stamped with such duty within six months after the passing of this Act and in default of such production the duty with

interest thereon at the rate of five pounds per centum per annum shall become a debt from the Trust to His Majesty.

Objects of Trust.

5. The objects of the Trust shall be (A) to promote by means of an institution to be carried on for this purpose in or upon any premises vested in or acquired by the Trust by or under this Act or otherwise the moral social and intellectual improvement of the members of the institution and other persons in the city of Nottingham and the immediate vicinity thereof (B) to provide at or in the institution libraries for circulation and reference newspapers and periodical publications lecture halls and rooms classrooms reading-rooms lectures discussions and classes for instruction and improvement in literature and the arts and sciences and in connection therewith refreshment and recreation for the members of the institution and such other persons as aforesaid and (C) to provide suitable accommodation for and to do all things incidental or conducive to or arising out of any of the objects aforesaid.

Members of institution.

6. From and after the passing of this Act the existing institution shall be dissolved and the several persons who immediately before the passing of this Act were members of the existing institution and all other persons who shall hereafter become members of the institution shall be deemed to be and shall be the members of the institution.

Trusts of property vested in institution.

7.—(1) The Trust shall stand possessed of all books magazines newspapers publications maps paintings instruments and other moveable property (except furniture) vested in it or acquired by it or by the institution under this Act or otherwise upon trust for the members of the institution for the time being and to permit the same to be used and enjoyed according to the rules.

(2) The Trust shall hold the lands tenements and hereditaments vested in it or acquired by it or by the institution under this Act or otherwise together with all buildings thereon and fixtures and furniture in such buildings upon trust to permit the same to be used for the purposes of the institution and for the benefit of the members thereof and of such other persons as aforesaid in accordance with the rules.

The trustees.

8.—(1) The following persons shall upon the passing of this Act be the first trustees of the institution (that is to

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say) Benjamin Dowson Bernard Withers Dowson John Ellis Henry Houghton Enfield Arthur Henry Franks Robert Gibson Edwin Gordon James Granger John Alfred Henderson Green Albert Heymann John Oldknow Oldham and John Crosby Warren.

(2) Subject as in this section is provided the trustees shall not be less than eight nor more than twelve in number.

(3) Any vacancy in the office of a trustee shall be filled in conformity with the provisions in that behalf contained in the First Schedule to this Act Provided that it shall not be necessary to fill any such vacancy except at any time when the number of trustees becomes reduced below eight.

Validity of acts of Trust.

9.—(1) The constitution or any act or proceeding of the Trust shall not be questioned on account of any vacancy in the Trust.

(2) Any defect or irregularity in the qualification or appointment of any person acting as a trustee shall not be deemed to vitiate any proceedings of the Trust in which he has taken part in cases when the majority of the members of the Trust parties to such proceedings are duly entitled to act.

Meetings and proceedings of Trust.

10. Meetings of the Trust shall be held and the proceedings thereat shall be conducted in accordance with the provisions in that behalf contained in the First Schedule to this Act and in the exercise of their powers the Trust shall observe and comply with such provisions but such provisions may be altered or amended or any of them may be cancelled or any new provisions may be added thereto or substituted therefor and any such new regulations may be cancelled by resolution passed by not less than two thirds of the whole number of the trustees present at an annual meeting of the Trust provided that a notice specifying the nature of the proposed alteration amendment cancellation addition or substitution be sent by post to each of the trustees not less than one month before such annual meeting.

As to common seal.

11. The common seal of the Trust shall not be affixed to or impressed upon any deed or document except in the presence of two members of the Trust and of the honorary general secretary of the institution or other person appointed by the Trust for such purpose who shall sign their names

upon such deed or document in attestation of such seal having been affixed in their presence.

Power to sell mortgage &c. lands &c.

12.—(1) The Trust may from time to time sell mortgage charge exchange or otherwise dispose of the lands tenements and hereditaments or any personal estate and property (including moneys secured on mortgage of or charged upon any hereditaments) or any part thereof by this Act vested in it or which shall hereafter be vested in it or any easements rights or privileges to be exercised or enjoyed in over upon or under the same or any part thereof and may do and execute all such matters and things as may be necessary for effectuating and completing any such sale mortgage charge exchange or disposition Provided always that the moneys to arise from any such sale mortgage charge exchange or otherwise as aforesaid shall be applied by the Trust only for the purposes or some or one of the purposes for which the same are applicable under this Act.

(2) The discharge of any loan raised by means of any such mortgage or charge as in this section is mentioned or of any part thereof may if thought fit be effected at the discretion of the Trust either by payment by instalments or by means of a sinking fund and if the Trust at any time think proper to form any such sinking fund all sums paid into the same shall as soon as may be be invested by the Trust in any manner in which the Trust is by this Act authorised to invest moneys in their hands requiring investment.

Power to lease.

13. The Trust may demise all or any part of the lands and hereditaments for the time being vested in it for any term of years not exceeding ninety-nine years and upon such terms and conditions and subject to such covenants and provisions as the Trust thinks fit.

Restriction on exercise of powers of sale &c.

14. Notwithstanding anything in this Act contained none of the powers in this Act contained of selling mortgaging charging exchanging disposing of or leasing any lands tenements or hereditaments vested in the Trust shall be exercised except in respect of any lands tenements and hereditaments which in the opinion of the Trust are not required for the general purposes of the institution and except subject to and in accordance with the provisions of any of the rules regulating or restricting the exercise of such powers.

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Power of investment.

15. The Trust may from time to time invest any moneys in its hands (and requiring investment) as to at least one half thereof in or upon any stocks funds or securities for the time being authorised by law as investments for trust funds and as to the remainder thereof in the stocks funds or securities of the United Kingdom or any British colony or dependency or of any foreign country or state or of any municipal or other public corporation or in the bonds debentures debenture stock guaranteed or preference stock or shares of any railway dock canal harbour gas water tramway electric light or power company incorporated or carrying on business in the United Kingdom or in any British colony or dependency or any foreign country or state and may from time to time vary such investments into or for others of the same or like nature Provided nevertheless that the Trust may allow any money or investments which it may receive or to which it may be or become entitled (not being securities to bearer or transferable by mere endorsement and delivery) to remain in the actual state of investment in which it receives the same or in which the same are when it becomes entitled thereto and for so long as it in its discretion thinks fit.

Management of institution.

16. Subject to the provisions of this Act and to the rules the entire management and control of the institution and the affairs and property thereof shall be vested in a committee constituted in accordance with the rules and for the purposes of this section the members of the committee of the existing institution in office immediately before the passing of this Act shall be deemed to be the committee until another committee shall have been duly elected in accordance with the rules.

Application of moneys arising from sales mortgages &c.

17. Any moneys arising from the exercise by the Trust of the powers of sale exchange mortgage charge disposition or lease given by this Act (not being moneys arising from the sale of any personal estate or property) or otherwise belonging to the Trust on capital account may after payment thereout of all costs charges and expenses of and incidental to any such sale exchange mortgage charge disposition or lease (as the case may be) be applied in or towards any of the purposes following (that is to say) either—

(1) The purchase of any land or buildings in the city of Nottingham or the immediate vicinity thereof; or

(2) The payment of any money required to be paid for equality of exchange; or

(3) The discharge of any mortgage or charge for the time being subsisting on any real estate of the Trust; or

(4) The erection or completion of any building from time to time to be erected for the Trust or the taking down rebuilding extending or repairing any building from time to time belonging to the Trust; or

(5) The payment of any costs charges or expenses by this Act directed to be paid out of the funds of the Trust; or

(6) In investment in or upon any investment by this Act authorised.

Application of revenue.

18. All revenue and income of the Trust (including the subscriptions of the members of the institution and any moneys arising from the sale of any personal estate or property of the Trust) shall be applied in manner following (that is to say):—

First In the maintenance reparation lighting warming and insurance against fire of the buildings for the time being belonging to the Trust and of the furniture and contents thereof for the time being belonging to or under the control of the Trust and in the provision of books newspapers magazines and other literature or furniture or equipment for the use of the members of the institution;

Secondly (if thought fit) In payment of any costs charges and expenses by this Act directed to be paid out of the funds of the Trust;

Thirdly In paying the interest due on any moneys borrowed by the Trust on the security of any mortgage or charge under the powers of this Act;

Fourthly (if thought fit) In making the necessary payments to any sinking fund created under this Act for the purpose of effecting the payment off of the principal moneys due on any such mortgage or charge or in otherwise paying off such principal moneys;

Fifthly (if thought fit) In the purchase of additional lands and buildings or the taking down rebuilding extending or repairing any building for the time being belonging to

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the Trust or the erection of additional buildings and the furnishing and equipment of any such buildings; and

Sixthly For the general purposes and objects of the Trust under the direction of the committee.

Application of funds on winding up.

19. If the institution shall at any time cease to be carried on for the space of two years the Trust shall thereupon proceed to wind up its affairs and the property and funds of the Trust after satisfying all claims thereon and the debts and liabilities of the institution shall not be paid to or distributed amongst the members of the institution but shall be applied for such other objects of a like character with those of the institution as the trustees shall determine and so soon as the Trust shall have wound up its affairs and applied its property and funds in manner aforesaid it shall be forthwith dissolved.

Rules and byelaws.

20.—(1) The first rules shall be those set out in the Second Schedule to this Act.

(2) The members of the institution in general meeting assembled shall with the approval of the trustees have power to alter amend add to or cancel any of such rules and to make new rules and byelaws.

Cancellation of trust deed and discharge of trustees.

21. Upon the passing of this Act the trust deed shall be and the same is hereby cancelled and declared null and void and the trustees of the existing institution shall upon the passing of this Act be and they are hereby divested and discharged of and from all estates interests trusts authorities duties and rights of or in respect of the existing institution and its property Provided that nothing herein contained shall prejudice or affect anything done by such trustees or any of them in respect of the existing institution or its property before the passing of this Act.

Trustees not personally liable.

22. No member of the Trust shall be subject to any personal liability in respect of anything done or suffered by the Trust under this Act.

Shares extinguished.

23. From and after the passing of this Act all shares in the existing institution allotted under the provisions of the trust deed in that behalf shall by virtue of this Act be forthwith cancelled and extinguished together with all or any rights or claims or supposed rights or claims of or incident to such shares

or of the subscribers for or other persons in respect of the same or in any manner connected therewith.

Death of donor within twelve months not to invalidate grant.

24. Any deed executed for the purposes or in favour of the institution or the Trust shall continue valid if otherwise lawful though the donor shall die within twelve months after the execution thereof.

Members may be sued and prosecuted.

25.—(1) Any member of the institution who may be in arrear of his subscription according to the rules or shall possess himself of or detain any property of the Trust in a manner or for a time contrary thereto may be sued by the Trust in like manner as if he were not a member.

(2) Any member of the institution who shall steal purloin or embezzle the money securities for money goods and chattels of the Trust or wilfully and maliciously or wilfully and unlawfully destroy or injure the property thereof or shall forge any deed bond security for money receipt or other instrument whereby the funds of the Trust may be exposed to loss shall be subject to the same prosecution and if convicted shall be liable to be punished in the same manner as any person not a member of the institution would be subject and liable to for the like offence.

Pending proceedings and existing contracts.

26.—(1) If at the date of the passing of this Act any proceeding or any cause of action is pending or existing against the trustees of the existing institution the same shall not abate be discontinued or be in any way prejudicially affected by reason of anything in this Act but the proceeding or cause of action may be continued prosecuted and enforced by or against the Trust as it might have been by or against the trustees of the existing institution if this Act had not been passed but not further or otherwise.

(2) All contracts deeds bonds agreements and other instruments subsisting immediately before the passing of this Act and affecting the trustees of the existing institution shall be of as full force and effect against or in favour of the Trust and may be enforced as fully and effectually as if instead of the trustees of the existing institution the Trust had been a party thereto.

Costs of Act.

27. All the costs charges and expenses preliminary to and of and incidental to the preparing for obtaining and passing of this Act or otherwise in relation thereto shall be paid out of the funds of the Trust.

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The SCHEDULES referred to in the foregoing Act.

FIRST SCHEDULE.

APPOINTMENT OF TRUSTEES AND MEETINGS AND PROCEEDINGS OF TRUST.

Appointment of trustees.

1. The trustees (other than the first trustees) to be appointed in accordance with the provisions of the foregoing Act shall be appointed as follows:—

A vacancy in the office of any of the following first trustees (that is to say) Benjamin Dowson Bernard Withers Dowson Henry Houghton Enfield John Alfred Henderson Green Albert Heymann or John Crosby Warren or in the office of any trustee appointed by the continuing trustees for the time being shall be filled by the appointment of a trustee by the continuing trustees for the time being:

A vacancy in the office of any of the following first trustees (that is to say) John Ellis Arthur Henry Franks Robert Gibson Edwin Gordon James Granger or John Oldknow Oldham or in the office of any trustee appointed by the members of the institution for the time being shall be filled by the appointment of a trustee by the members of the institution at a general meeting held in accordance with the rules of the institution for the time being in force.

Vacation of office of trustee.

2. The office of a trustee shall be vacated—

(1) By resignation of his trusteeship by notice in writing to the honorary general secretary of the institution;

(2) By death;

(3) By adjudication of bankruptcy;

(4) By incapacity from mental or physical infirmity declared by a resolution of the Trust;

(5) By conviction for an indictable offence or by the Trust after due inquiry adjudging him to be guilty of conduct injurious to the character or interests of the institution.

Ordinary meetings.

3. The Trust shall hold a meeting to be called the annual meeting in every year at such time and place as it may fix and subject as aforesaid the Trust may meet and adjourn as it may think fit.

4. Any two members of the Trust may at any time call an extraordinary meeting of the Trust to be held at the place where the ordinary meetings of the Trust are for the time being held by giving not less than seven days' notice in writing signed by them or on their behalf and sent by post to the other members of the Trust stating the time and objects of the intended meeting. Extraordinary meetings.

5. The procedure at meetings shall be regulated in such manner as the members of the Trust present think fit. Procedure at meetings.

6. To constitute a meeting of the Trust at least three members of the Trust must be personally present. Quorum.

7. Every question at a meeting of the Trust shall unless otherwise expressly provided for by any provision made under the foregoing Act and for the time being in force be determined by a majority of votes of the members of the Trust present and voting on that question provided that a quorum be present when the vote is taken. Decision of questions.

In case of an equal division of votes the chairman of the meeting shall have a second or casting vote.

SECOND SCHEDULE.

FIRST RULES OF THE NOTTINGHAM MECHANICS INSTITUTION.

In these rules—

The expression "the Act" means the Nottingham Mechanics Institution Act 1912;

The expression "the Trust" means the body corporate constituted by the Act;

The expression "the rules" means the rules and byelaws of the institution for the time being in force.

I.—MEMBERS.

1. Members may be either honorary life honorary or ordinary. Classes of members.

2. Any person nominated in writing by a member may become an honorary member on payment of an annual subscription of twelve shillings and sixpence without entrance fee. Honorary members.

3. Any person under the age of thirty-five years giving to the institution the sum of ten guineas or any person over the age of thirty-five years giving a sum of eight guineas or any person presenting property or rendering services to the institution to an extent deemed Life honorary members.

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equivalent thereto may be elected by the committee a life honorary member.

Ordinary members.

4. Any person nominated in writing by a member may become an ordinary member on payment of an entrance fee of five shillings and an annual subscription of eight shillings.

Members under twenty years of age.

5. Any person under the age of twenty years one of whose parents is a member and who has been duly nominated may be admitted to membership on payment of half the entrance fee and a yearly subscription of four shillings the full yearly subscription of eight shillings and the remaining half of the entrance fee to be paid by such member on attaining the age of twenty.

Subscriptions to be paid in advance.

6. The subscription of honorary members shall be due and payable on the 1st of January in each year The subscription of ordinary members shall be payable quarterly and shall be due on the 1st of January the 1st of April the 1st of July and the 1st of October All subscriptions must be paid in advance.

II.—COMMITTEE TRUSTEES AND AUDITORS.

Committee.

7. The committee of the institution shall consist of a president six vice-presidents a treasurer an honorary general secretary an honorary financial secretary and eighteen members of the institution elected in accordance with the rules.

Qualification.

8. No person who is under the age of twenty-one years or who has been a member of the institution for less than twelve months immediately preceding his nomination shall be a member of the committee.

Term of office.

9. The term of office of members of the committee other than the president shall be two years Three vice-presidents and nine ordinary members of the committee shall retire every year and the honorary general secretary and the honorary financial secretary shall retire alternately one each year and the president annually.

Nomination of trustees.

10. Persons proposed as trustees by the members in accordance with the provisions of the Act must be nominated in writing by at least two members who are over the age of twenty-one years and who have been members of the institution for not less than twelve months immediately preceding the date of such nominations and all nominations must be handed in to the honorary general secretary or to the person appointed by him to receive them at least fourteen days previous to the date of the general meeting of members called for the appointment of trustees.

Auditors.

11. Two members of the institution not being members of the committee or trustees shall be appointed annually as auditors It shall

be their duty to examine all money accounts of the institution yearly and to prepare and sign a financial report to be presented to the members of the institution at the annual general meeting The committee shall have power to remunerate the auditors for their services.

Nomination of members of committee and auditors.

12. All candidates for the office of a member of the committee or auditor must be nominated in writing by at least two members who are over the age of twenty-one years and who have been members of the institution for not less than twelve months immediately preceding the date of such nomination and all nominations must be handed in to the honorary general secretary or to the person appointed by him to receive them at least twenty-one days previous to the date of the annual general meeting of members Any person so nominated and wishing to withdraw his candidature shall do so by notice in writing delivered to the honorary general secretary or to the person appointed by him to receive such notice at least seven days before the day of the election In case no more persons are nominated than are required for the respective offices then vacant the persons so nominated shall be declared elected and if an insufficient number of nominations for any office be received the retiring members of the committee and auditors or such a number as the case may require shall continue in office for the ensuing year In the latter event the persons to go out of office shall if they are unable to agree among themselves be determined by lot.

Withdrawal of candidature.

Date of election.

13. When there are more nominations for members of the committee or auditors than there are vacancies the election shall take place on the day following the annual general meeting and the voting shall be by ballot If any vacancy or vacancies shall have occurred in the preceding year through the death retirement or resignation within the meaning of the rules of any one or more of the members of the committee during his or their first year of office such additional member or members as shall be required to fill up such vacancy or vacancies shall likewise be elected at the same time and in the same manner.

Death or resignation of members of committee.

14. In case of the death retirement or resignation within the meaning of the rules of any member or members during his or their first year of office and the consequent election by actual voting of more than the ordinary number of such members at the next annual election the member or members as the case may require who shall be then elected by the smallest number of votes shall be deemed to represent the member or members so dying retiring or resigning as aforesaid and shall retire from office at the expiration of the period for which such last-mentioned member or members was or were originally elected In all other cases if any uncertainty exists as to which of the members are to retire and they are unable to agree among

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themselves the question shall be decided by lot In the event of more persons than are required for the office or offices to be balloted for receiving an equal number of votes the returning officer for such election shall declare which of such persons is or are elected.

Death or resignation of honorary secretaries.

15. In the case of the death retirement or resignation within the meaning of the rules of either the honorary general secretary or the honorary financial secretary during his term of office the committee may if they think well appoint any one or more of their number to fill the vacancy so created and the person or persons so appointed shall in all respects occupy the position of honorary general secretary or honorary financial secretary as the case may be until the next annual general meeting.

Retiring members eligible for re-election.

Exceptions.

16. All retiring members of the committee shall be eligible for re-election unless they have been absent from more than one half of the ordinary committee meetings during either year of their office or have resigned within the meaning of the rules in either of which cases they shall be ineligible for one year but this disability shall not apply to the president vice-presidents or treasurer.

III.—GENERAL MEETINGS.

Annual general meeting.

17. A general meeting of the members of the institution at which the annual accounts of the institution and a report of its proceedings during the past year shall be presented shall be held in the month of February in each year at such time and place as the committee shall determine Such meeting shall be called the annual general meeting and is so referred to in the rules and such meeting shall be announced by posting a notice of the time and place of meeting in the rooms of the institution where notices are usually exhibited at least thirty days previously to the date thereof.

Special general meetings.

18. Special general meetings may also be held from time to time when required and shall be summoned by the honorary general secretary in pursuance of a resolution of the committee or at the request in writing of the president or two vice-presidents or two trustees or five members of the committee in their individual capacity or in accordance with a requisition signed by not fewer than forty members of the institution Every such resolution request or requisition shall state the object of the proposed meeting and within twenty-one days after the receipt of the same the honorary general secretary shall summon a meeting by giving fourteen days' notice of the time and place thereof and the authority under which it is called such notice to be posted in the manner provided by Rule 17 Resolutions passed at special general meetings shall have equal authority with those of an annual general meeting.

19. No business shall be transacted at any special general meeting except that for which such meeting shall have been summoned. **Business at special general meetings.**

IV.—Powers and Duties of the Committee.

20. The committee shall be the managing body of the institution and shall subject to the provisions of the Act and of the rules have full control over its funds and property but they shall not forestall in actual or virtual expenditure the income of the next six months without the special consent of a general meeting of members being first obtained. **Powers of committee.**

21. The committee shall have power to make regulations (so far as the same shall not be inconsistent with the rules or the provisions of the Act) for determining the days and times of opening and closing the institution or any or all of the departments thereof for appropriating and allotting for the use of the members such of the rooms of the institution as they shall deem necessary or desirable for the general purposes and objects of the institution and for the benefit and convenience of the members and generally for regulating the use of the institution and its property by the members for regulating the issue of books from the library for fixing fines for the detention or damage of books the non-observance of the rules and byelaws of the institution and the regulations of the committee and for misconduct on the part of the members and for enforcing the payment of the fines and other moneys which may become due to the institution from any member. **Regulations.**

22. The committee shall cause to be kept full and accurate minutes of their transactions and an exact record of all receipts and payments on account of the institution. **Minutes and accounts.**

23. The committee shall cause a statement of the accounts of the institution to be prepared up to and inclusive of the 31st of December in each year and shall lay the same together with the books of account and all orders bills receipts and every other book document and voucher relating thereto before the auditors fourteen clear days at least before the annual general meeting and shall further give to the auditors such information and explanations as they may from time to time require to enable them thoroughly to investigate and report upon the accounts. **Statement of accounts to be submitted to auditors.**

24. The committee shall cause every audit with the books of account and other books documents and vouchers relating thereto to remain open for the inspection of every member of the institution from seven to nine o'clock every evening for fourteen days after the general meeting at which such audit has been reported and they shall also at any time or times produce all or any of such audits books of **Inspection of audit accounts &c. by members.**

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account and other books documents and vouchers as aforesaid and also the minutes of proceedings of committees for the inspection of any member requiring the same on receiving from him twenty-four hours' notice in writing addressed to the honorary general secretary of his desire to inspect the same such notice to specify the books or documents he desires to have produced.

Statement of accounts and report to be presented at annual general meeting.

25. The committee shall at every annual general meeting present to the members of the institution their statement of accounts up to the preceding 31st of December and the auditors' report thereon and also a report of the proceedings of the institution during the year then ended and shall cause copies of the statement and reports to be published for the perusal of the members five days at least before such annual general meeting.

V.—MEETINGS OF THE COMMITTEE.

Meetings of committee.

26. The committee shall meet once every month for the despatch of the business of the institution Such meetings shall be called ordinary meetings and all other meetings special meetings Ordinary meetings shall be summoned by the honorary general secretary or a member of the committee as his deputy Special meetings shall be similarly summoned whenever the business of the institution may in the opinion of the honorary general secretary or the committee require the same or at the request in writing of the president or two vice-presidents or three members of the committee in their individual capacity At all meetings of the committee seven shall form a quorum.

How to be summoned.

27. All meetings of the committee shall be summoned by a notice being sent to each member of the committee announcing the time of meeting and so far as practicable the business to be transacted thereat At least twenty-four hours' notice shall be given of every such meeting.

Extraordinary business.

28. All questions which have been already decided by the vote of the committee during the then current business year and all questions which concern the suspension expulsion or reinstatement of a member or the engagement or dismissal of any person employed in the institution shall be considered extraordinary business and shall not be transacted at any committee meeting unless announced in the notice summoning such meeting.

Business of special meeting.

29. No business shall be transacted at any special meeting unless the purport thereof has been announced in the notice summoning such meeting.

As to resolution passed after 10 p.m.

30. No resolution passed at any meeting after ten o'clock p.m. shall be valid unless confirmed by the following meeting.

Chairman.

31. The committee shall appoint one of their own number as chairman The chairman may vote and in case the votes are equal shall have a second or casting vote.

Mode of voting.

32. All questions before the committee shall be decided by show of hands and the vote of each member upon any division shall be recorded upon the minute book whenever required by two members.

Penalty for non-attendance at meetings.

33. Any member with the exception of the president vice-presidents and treasurer who shall be absent from six successive ordinary committee meetings in any one year shall (except in case of illness) be deemed to have resigned and upon a resolution of the committee the honorary general secretary shall forthwith inform him of his forfeiture of office and remove his name from the list of members of the committee.

Sub-committees.

34. The committee shall have the power of dividing themselves into or appointing from among their number such sub-committees for the despatch of business as they may think well and shall also have power to veto or alter any decision of a sub-committee and to order or forbid the expenditure of any moneys by any sub-committee and generally direct the course they are to adopt.

VI.—HONORARY GENERAL SECRETARY.

Duties of honorary general secretary.

35. The honorary general secretary shall as far as practicable be present at every committee meeting and he or a member of the committee as his deputy shall take full minutes of the business transacted thereat and of all other matters required to be recorded by the rules or by the committee He shall cause such minutes and records of such other matters as aforesaid to be fully and clearly written out in the minute book within seven days after such meeting and shall at the next following meeting of the committee at which a quorum shall be present submit the same for confirmation and obtain the signature thereto of the chairman of such following meeting such signature to be proof of the due confirmation of the minutes thereof for all purposes The honorary general secretary shall further give all such notices and do all such acts as shall be required of him by the committee or as are directed by the rules and byelaws of the institution except in so far as they are specially included in the duties of any other honorary official.

VII.—HONORARY FINANCIAL SECRETARY AND FINANCIAL REGULATIONS.

Duties of honorary financial secretary.

36. The honorary financial secretary shall cause to be kept the accounts of the institution and generally carry out on behalf of the committee the requirements of the rules in relation to financial matters.

All money to be paid to bank.

37. A banking account shall be opened in the name of the treasurer of the institution with a bank in Nottingham approved by the committee

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and all moneys received by the honorary financial secretary or by any official appointed by the committee to receive such moneys on behalf of the institution shall be paid into such account within seven days after receipt.

No money to be drawn except by cheque.

38. No moneys shall be drawn out of the bank except by cheque signed by the honorary financial secretary (or in his absence by the honorary general secretary) and countersigned by two members of the finance sub-committee.

VIII.—MISCELLANEOUS.

Intoxicating liquors smoking &c.

39. No intoxicating liquors shall be brought upon the institution premises for the use of members and no smoking shall be allowed in any part of the institution premises except in any room of the institution set apart by the committee for that purpose provided that nothing in this rule shall prevent any person or persons hiring any of the rooms of the institution from using them without restriction for all or any of the purposes for which they shall be so hired.

Alteration of rules.

40. No alteration shall be made in or resolution acted upon contrary to the rules except with the consent of a general meeting of members and also with the consent of a majority of votes of the members of the Trust present at a meeting called to consider such alteration Notice of every such proposed alteration shall be given to the honorary general secretary in writing at least twelve days before the date of such general meeting.

As to winding up of institution.

41. No resolution for winding up the institution or alienating any important part of its property shall be carried into effect and no alteration in this rule or in Rule 40 shall be made except with the consent of nine tenths of qualified voters who shall be present at two successive general meetings which shall have had one month's interval at least between them and also with the consent of a majority of votes of the members of the Trust present at a meeting called to consider such resolution.

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