

**The Companies Act 1985 and 1989
Company Limited by Guarantee and not having Share Capital**

Registered Company No: 3476576

Memorandum and Articles of Association

of

The LGBT Foundation

Adopted by written resolution on 22 March 2000

**BATES WELLS & BRAITHWAITE
Cheapside House
138 Cheapside
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Ref: MG.015567.1

Companies Act 1985 and 1989
Company Limited by Guarantee and not having Share Capital

Memorandum of Association

of

The LGBT Foundation

1. The Charity's name is the LGBT Foundation (and in this document it is called "the Charity").
2. The Charity's registered office is to be situated in England.
3. The Charity's objects ("the Objects") are:

To preserve and promote the good health, and in particular the physical, sexual and mental health of:

- persons who are lesbian, gay, bisexual and transgendered
- persons in doubt of their sexual identity
- persons diagnosed with HIV and related illnesses
- any persons who may be affected or involved with any of the above particularly partners and families

and to provide relief for such people in need thereof at times of mental and emotional stress

4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - 4.1 write, make, commission, print, publish or distribute written materials, or other materials recorded in or on any format, or assist in these activities;
 - 4.2 promote, initiate, develop and carry out education and training and arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays or classes;

- 4.3 promote, encourage, carry out or commission research, surveys, studies or other work, publishing the useful results;
- 4.4 provide or procure the provision of counselling and guidance;
- 4.5 purchase, lease hire receive in exchange or as a gift any interest whatever in real or personal property and equip it for use;
- 4.6 subject to any consent required by law sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property with or without payment and subject to such conditions as it may think suitable.
- 4.7 subject to any consent required by law borrow and raise money on such terms and security as the charity may think suitable;
- 4.8 incorporate wholly owned subsidiary companies to carry on any trade;
- 4.9 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;
- 4.10 to raise funds and to invite and receive contributions: providing that in raising funds the Charity shall not undertake any substantial permanent activities and shall conform to any relevant statutory regulations;
- 4.11 to acquire, alter, improve, and (subject to such consents that may be required by law) to charge or otherwise dispose of property;
- 4.12 subject to clause 5 below to employ such staff, who shall not be the 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:
- 4.13 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;

- 4.14 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;
 - 4.15 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
 - 4.16 to do all such other lawful things as are necessary for the achievements 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 the way of dividend, bonus or otherwise by the 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:
 - 5.1 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;
 - 5.2 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;
 - 5.3 of fees, remuneration or other benefit in money or monies worth to any company of which a trustee may also be a member holding not more than 1/1000th part of the issued capital of the company;
 - 5.4 of reasonable and proper rent for the premises demised or let by any member of the Charity or a trustee;
 - 5.6 to any trustee of reasonable out-of-pocket expenses.
 - 5.7 of any premium in respect of any indemnity insurance to cover the liability of the trustees 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 company:

Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which was committed by the trustees in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the trustees in their capacity as trustees of the company.

6. The liability of the 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 the 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.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signatures, Names and Addresses of Subscribers

Ewen Sim
17 Redland Avenue
Stockport
Cheshire SK5 7JF

Richard Arnold
12 Tatton View

Off Tatton Grove
Withington
Manchester
M20 4BU

Michael Stephens
Flat 3, 1 Manchester Road
Chorlton
Manchester M21 9JG

Russell Teal
36 Courtyard Drive
Worsley
Manchester
M28 0YR

Alistair Gault
3 Whalley Avenue
Levenshulme
Manchester M19 FD

Sean Hughes
3 Whalley Avenue
Levenshulme
Manchester M19 3FD

Thomas Glyn Jenkins
42 Curzon Road
Offerton
Stockport
SK2 5DH

Jamie Peate
Old School House
10 St John's Road
Heaton Mersey
Manchester
SK4 3BR

___Dated : 28.11.97

Witness to the above Signatures:

Paul Martin

13 Greton Close

Victoria Park
Manchester
M13 OYR

Executive Director - HGM

**The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital**

Articles of Association

of

The LGBT Foundation

Interpretation

1. In these articles:

“the Charity” means the company intended to be regulated by these articles:

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force:

“the articles” means these Articles of Association of the Charity:

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given on or which it is to take effect;

“executed” includes any mode of execution;

“the memorandum” means the memorandum of association of the charity;

“office” means the registered office of the Charity;

“the seal” means the common seal of the Charity if it has one;

“secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the charity, including a joint, assistant or deputy secretary;

“the trustees” means the directors of the Charity (and “trustee” has a corresponding meaning);

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 74 shall be members of the Charity. No person shall be admitted a member of the Charity unless his or her application for membership is approved by the trustees.
- (2) Unless the trustees or the Charity in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.
3. Membership shall not be transferable and shall cease on death. A member shall cease to be a member:-
 - 3.1 on the expiry of at least seven clear days' notice given by him or her to the Charity of his or her intention to withdraw;
 - 3.2 if any subscription or other sum payable by the member to the Charity is not paid on the due date and remains unpaid seven days after notice served on the member by the Charity informing him or her that he or she will be removed from membership if it is not paid. The trustees may re-admit to membership any person removed from membership on this ground on his or her paying such reasonable sum as the trustees may determine;
 - 3.3 if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally or it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an

administrator or a receiver or an administrative receiver (but not an administrative receiver appointed under Section 18 of the Charities Act 1993) appointed over all or any part of its assets or an order is made or a resolution passed for its winding up; or

- 3.4 if, at a meeting of the trustees at which at least half of the trustees are present, a resolution is passed resolving that the member be removed. Such a resolution shall not be passed unless the member has been given at least fourteen clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the trustees. A member expelled by such a resolution shall nevertheless remain liable to pay to the Charity any subscription or other sum owed by him or her.
4. The Charity may at its discretion levy subscriptions on all members of the Charity such rate(s) as they shall decide and may levy subscriptions at different rates on different categories of members.

Patron

5. The trustees may appoint and remove any person as a patron of the Charity and on such terms as it shall think fit.
6. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Charity as if a member and shall also have the right to receive accounts of the Charity when available to members.

General Meetings

- 7 The Charity shall hold an annual general meeting each year in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as trustees shall appoint. All general meetings other than annual

general meetings shall be called extraordinary general meetings.

- 8 The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

Notice of General Meetings

- 9 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called at least fourteen clear days notice but a general meeting may be called by shorter notice if it is so agreed:
- (1) in the case of an annual general meeting, by all the members entitled to attend and vote: and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all members and to the trustees and auditors.

- 10 The accidental omission to give notice of any meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

- 11 No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
- 12 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present the meeting shall stand adjourned to the same day the next week at the same time and place as the trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a

quorum.

- 13 The Chairman, if any, of the trustees or in his or her absence some other trustee nominated by the trustees shall preside as Chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within the fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their numbers to be Chairman and, if there is only one trustee present and willing to act, he or she shall be Chairman.
- 14 If no trustee is willing to act as Chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chairman.
- 15 A trustee shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting.
- 16 The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
17. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (1) by the Chairman; or
 - (2) by at least two members having the right to vote at the meeting; or
 - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right at the meeting
and a demand by a person as proxy for a member shall be the same as a demand by the member.

18. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
19. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
20. A poll shall be taken as the Chairman directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
21. In the case of the equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he or she may have.
22. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken immediately or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
23. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

Votes of Members

24. Subject to Article 17, every member present in person shall have one vote. On a poll every member present or by proxy shall have one vote.
25. No member shall be entitled to vote at any general meeting unless all monies then payable by him or her to the Charity have been paid.
26. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive
27. An instrument appointing a proxy shall be in writing, executed by the appointing member (and if that member is a corporation it shall be signed by one director and the company secretary of such company or by two of its directors) and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the trustees may approve):-

“THE LESBIAN AND GAY FOUNDATION,
I/We,,
of
being a member/members of the above named Charity, hereby
appoint _____, of _____,
_____, or failing him/her, _____, of _____,
_____, as my/our proxy to vote in my/our
name(s) and on my/our behalf at the annual/extraordinary
general meeting of the Charity to be held on [date], and at any
adjournment thereof.

Signed on [date]”

28. Where it is desired to afford members an opportunity of instructing the proxy how he or she shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the trustees may approve)-

“THE LESBIAN AND GAY FOUNDATION
I/We, _____, of _____,
_____, being a member/members of the above named

Charity, hereby appoint _____, of _____, or failing him/her, _____, of _____, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Charity to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for *against

Resolution No 2 *for *against

Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed on [date]”

29. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the trustees may:-

be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or

where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary or to any trustee;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

30. a proxy for a member who is entered on the register of members as being a representative of an unincorporated

association or body may be appointed either by the member or by the unincorporated association or body.

31. a vote given or poll demanded by proxy or by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
32. any organisation which is a member of the Charity may by resolution of its council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

Trustees

33. The number of trustees shall not be less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
34. The first trustees shall be those named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

Powers of Trustees

35. Subject to the provisions of the Act, the memorandum and the articles and to any directions given to any special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior action of the trustees which would have been valid if that direction had not been given. The powers given by this article shall not be limited by any special power

given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

36. In addition to all powers hereby expressly conferred upon them and without them detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
- (1) to expand the funds of the Charity in such a manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expand the proceeds of any sale in furtherance of the objects of the Charity;
 - (2) to enter into contracts on behalf of the Charity.

Investment Management

37. The trustees may appoint as the investment manager for the Charity a person whom they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either:

an individual of repute with at least fifteen years' experience of investment or financial management who is an authorised person within the meaning of the Financial Services Act 1986 ("the FSA"); or

a company or firm of repute which is an authorised or exempted person within the meaning of the FSA otherwise than by virtue of Section (45)(1)(j) of the FSA.

38. The trustees may, subject to these articles, delegate to an investment manager so appointed power at his or her discretion to buy and sell investments for the Charity on behalf of the trustees in accordance with the investment policy laid down by the trustees.

"and pays such reasonable and proper remuneration to the investment manager and agrees such proper terms as to notice and other matters as the Trustees shall decide and as are consistent with these Articles provided that such remuneration may include commission fees and/or expenses earned by the

investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Trustee”.

39. Where the trustees make any delegation in accordance with these Articles they shall:

inform the investment manager in writing of the extent of the Charity’s investment power;

lay down a detailed investment policy for the Charity and immediately inform the investment manager in writing of it and of any changes to it;

ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;

ensure that they are kept informed and review on a regular basis the performance of their investment portfolio managed by the investment manager and on the exercise by him or her of his or her delegated authority;

take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;

review the appointment at such intervals not exceeding 24 months as they shall think fit.

40. Where the trustees make any delegation in accordance with these articles they shall do so on the terms that:

the investment manager shall comply with the terms of his or her delegated authority;

the investment manager shall not do anything which the trustees do not have the power to do;

the trustees may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with these articles; and

the trustees shall give directions to the investment manager as to the manner in which he or she is to report to them all sales and purchases of investments made on their behalf.

41. The trustees may:

make such arrangements as they think fit for any investments of the Charity or income from those investments to be held by a corporate body which is incorporated in England or Wales (or which has established a branch or a place of business in England and Wales) as the nominee of the Charity; and

pay reasonable and proper remuneration to any corporate body acting as the nominee of the Charity in pursuance of this article.

Appointment and Retirement of Trustees

42. At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, he or she shall retire.
43. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless otherwise agree among themselves) be determined by lot.
44. If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
45. No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:
 - (1) he or she is recommended by the trustees; or
 - (2) not less than fourteen or more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's

register of trustees together with a notice executed by that person of his or her willingness to be appointed or reappointed.

46. No person shall be appointed as a trustee :
 - (1) unless he has attained the age of 18 years; or
 - (2) in circumstances such that, had he or she already been a trustee, he or she would have been disqualified from acting under the provisions of Article 51.
47. Not less than seven or more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Charity's register of trustees.
48. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act as a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
49. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.
50. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and Removal of Trustees

51. A trustee shall cease to hold office if he or she
- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (3) resigns his office by notice to the Charity (but only if at least three trustees will remain in office when the notice of resignation is to take effect); or
 - (4) is absent without the permission of the trustees from all their meeting held within a period of six months and the trustees resolve that his or her office be vacated

Trustees' Expenses

52. The trustees may be paid all reasonable travelling expenses, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or working groups of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' Appointments

53. Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be on such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he or she ceases to be a trustee. A managing director and a trustee holding any other executive office shall to be subject to retirement by rotation.
54. Except to the extent permitted by Clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of Trustees

55. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of equality of votes, the Chairman shall have a second or casting vote.
56. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or three trustees, whichever is the greater.
57. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or for calling a general meeting.
58. The trustees may appoint one of their number to be the Chairman of their meeting and may at any time remove him from that office. Unless he or she is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he or she is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be Chairman of the meeting.

Delegations of Trustees

- 59 the trustees may delegate any of their powers or the implementation of any of their resolutions to any working group in accordance with the following conditions:
 - 59.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such working group (though the resolution may allow the working group to make co-options up to a specified number); and
 - 59.2 the composition of any working group shall be entirely in the discretion of the trustees provided that every working group shall contain at least one trustee

- 59.3 the deliberations of any such working group shall be reported regularly to the trustees and any resolution passed or decision taken by any such working group shall be reported forthwith to the trustees and for that purpose every working group shall appoint a secretary; and
- 59.4 all delegations under this Article shall be revocable at any time; and
- 59.5 the trustees may make such regulations and impose such terms and conditions and give such mandates to any such working group or groups as they may from time to time think fit.
- 60 the meetings and proceedings of any working group shall be governed by the provisions of the articles regulating the meetings and proceedings of the trustees so far as the same are applicable and are not superseded by any regulations made by the trustees.
- 61 All acts done by a meeting of the trustees, or of a working group of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.
- 62 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a working group of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees. The date of the written resolution of the trustees shall be the date on which the last trustee signs.
- 63 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for payment of money from such account shall be signed by at least two trustees.
64. A meeting of the trustees may be held either in person or by suitable electronic means agreed between the trustees in which

all participants may communicate simultaneously with all other participants.

Secretary

- 65 Subject to the provisions of the Act, the secretary shall be appointed by the trustees for each term, at such remuneration (if not a trustee) and upon such conditions as they think fit; and any secretary so appointed shall be removed by them.

Minutes

- 66 The trustees shall keep minutes in books kept for the purpose:
- (1) of all appointments of officers made by the trustees; and
 - (2) of all proceedings at meetings of the Charity and of the trustees and of the committee of trustees including the names of the trustees present at each such meetings.

The Seal

- 67 The seal shall only be used by the authority of the trustees or of a committee of trustees who shall determine any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or a second trustee.

Accounts

- 68 Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

- 69 The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmissions to the Commissioners.

Annual Return

- 70 The trustees shall comply with the regulations under the Charity's Act 1993 (or to any statutory re-enactment or modification of the Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

- 71 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
- 72 The Charity may give any notice to a member either personally or by sending it by the post in a prepaid envelope to the member at his or her registered address or by leaving it at that address. Any member whose registered address is not in the United Kingdom and who gives the company an address in the United Kingdom at which notices may be given to him or her shall be entitled to receive notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
- 73 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and where necessary, of the purposes for which it was called.
- 74 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

- 75 Subject to the provision of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection to any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

- 76
- (1) The trustees may from time to time make such rules or bye laws as they deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purpose of prescribing classes of and conditions of membership, and in particular and

without prejudice to the generality of the foregoing, they may be any such rules or bye laws regulate :

- (i) the admission and classification of members of the Charity (including) the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
 - (ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants:
 - (iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (iv) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
 - (v) generally, all such matters as are commonly the subject matter of company rules.
- (2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of the members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Providing that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Trustees' Indemnity Insurance

- 77 The trustees shall have power to resolve pursuant to clause 4.9 of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy.

Signatures, Names and Addresses of Subscribers

Ewen Sim
17 Redland Avenue

Stockport
Cheshire SK5 7JF

Richard Arnold
12 Tatton View
Off Tatton Grove
Withington Manchester
M20 4BU

Michael Stephens
Flat 3, 1 Manchester Road
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Manchester M21 9JG

Russell Teal
36 Courtyard Drive
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Alistair Gault
3 Whalley Avenue
Levenshulme
Manchester M19 FD

Sean Hughes
3 Whalley Avenue
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Manchester M19 3FD

Thomas Glyn Jenkins
42 Curzon Road
Offerton
Stockport
SK2 5DH

Jamie Peate
Old School House
10 St John's Road
Heaton Mersey
Manchester
SK43BR

___Dated : 28.11.97

Witness to the above Signatures:

Paul Martin

13 Greton Close
Victoria Park
Manchester
M13 OYR

Executive Director - HGM