

as at

**17th March
2010**

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

PEOPLE IN ACTION (LEEDS) UK

(Registered as a Company 15th March 1989)

- 1. The name of the Company (hereinafter referred to as "the Company") is PEOPLE IN ACTION (LEEDS) UK*
- 2. The Registered Office of the Company will be situated in England.*
- 3. The Objects for which the Company is established are*
 - a) The relief of persons with learning difficulties and disabilities and similar impairments in the UK, in particular but without limitation, by the provision of advice, information and services for such persons calculate d to alleviate their needs.*
 - b) The relief of poverty or sickness and the protection of good health, both mental and physical, of persons who have need of such relief and assistance by virtue of being a carer for a person with a learning difficulties and disabilities and similar impairments.*
 - c) To advance education, life skills learning and employment by bringing persons with learning difficulties and disabilities into closer association and integration with other members of the public and in particular, volunteer helpers, so that the former will have opportunities for overcoming their disabilities,*

and the latter will benefit from such association and integration.

The Company believes that no person should be treated less favourably than any other person because of their race, ethnic origin, nationality, religion, disability, sex, age, marital status, sexual orientation or responsibility for dependents.

- 4. In furtherance of the Objects but not otherwise the Company shall have the following powers*
 - a) to take on lease or in exchange or otherwise acquire real and personal property and any rights and privileges and to obtain any licences or permissions for the promotion of the Company and to maintain, construct, alter, pull down and convert such buildings as may be necessary in furtherance of such Objects.*
 - b) to provide, endow, furnish and fit out with all necessary furniture and other equipment, and alter, maintain and manage such buildings as may be necessary in furtherance of such Objects*
 - c) subject to Clause 5 hereof to employ all such persons as may be required for the purposes of the Company and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of such employees (including former employees and their dependents)*
 - d) subject to such consents, if any, as may be required by law, to sell, manage, lease, dispose of or otherwise deal with all or any part of the property of the Company as may be deemed expedient in the furtherance of its Objects*
 - e) subject to such consents, if any, as may be required by law, to borrow or raise money for any of the purposes of the Company in such manner as the Company may think fit, mortgaging or charging all or any such property as may legally be mortgaged or charged with capital sums if so required*
 - f) to accept subscriptions and donations (whether of real or personal estate) and devises or bequests whether subject to any special trust or not for all or any of the purposes of the Company and to sell and dispose of, to lease and accept surrenders of leases and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Company and generally to manage, invest and expend all monies belonging to the Company*
 - g) to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Company by way of gifts, donations, annual subscriptions or otherwise*

- h) to print and publish any newspapers, periodicals, books or leaflets as may be deemed expedient for the promotion of the Objects of the Company*
- i) to undertake and execute any trusts as may be deemed necessary for the promotion of any of the Objects of the Company*
- j) to promote and support or to aid in the establishment and support of any charitable associations or companies formed for all or any of the Objects of this Company*
- k) to join and subscribe to any local or other charities and to grant donations for any charitable purpose connected with the Objects of the Company*
- l) to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions and consents, if any, as may for the time being be imposed or required by law, and subject also as hereinafter provided*
- m) to do all such other lawful things as are necessary for the attainment of the Objects of the Company or any of them*

PROVIDED THAT

- i) in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts*
 - ii) the Objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers*
 - iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, or Minister of Education, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law*
- 5** *The income and property of the Company shall be applied solely towards the promotion of its Objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to members of the Company and no member of its Board of Directors shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company*

- a) *of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board of Directors) for any services rendered to the Company*
 - b) *of interest on money lent by any member of the Company or of its Board of Directors at a rate per annum not exceeding two per cent less than the base lending rate of the Company's bankers or three per cent, whichever is the greater*
 - c) *of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors*
 - d) *of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Directors of the Company may also be a member holding not more than one-hundredth part of the capital*
 - e) *out of pocket expenses to any member of its Board of Directors*
- 6 *The liability of the members is limited.*
- 7 *Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up whilst s/he is a member or within one year after s/he ceases to be a member, for payment of the debts and liabilities of the Company contracted before s/he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.*
- 8 *If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatsoever the same shall NOT be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the Board of Directors at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some other charitable object*

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of these Articles of Association.

**NAME & DESCRIPTION
SIGNATURE**

ADDRESS

Robert Brooke

Clerk in Holy Orders

St Peter's Vicarage

139 Dewsbury Road

Leeds LS11 5NW

21.2.89

Witness

W.G Walton (volunteer organiser) 15 Finsbury Avenue YORK YO2 1LW

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