

MEMORANDUM
and
ARTICLES
of
ASSOCIATION
GREATER LONDON ACTION ON DISABILITY



The Companies Act 1984 to 1985
Company Limited by Guarantee and not
Having a Share Capital
MEMORANDUM
of
ASSOCIATION
of
GREATER LONDON ACTION ON DISABILITY

1. The name of the Company is Greater London Action on Disability (hereinafter called “GLAD”)
2. The Registered Office of GLAD will not necessarily be in England, but wherever its membership sees fit. As will be any correspondence addresses, including electronic addresses such as electronic mail (or “email” addresses without any restrictions whatsoever. It may establish additional addresses as it sees fit, for any purposes whatsoever.
3. (a) The objects for which GLAD is established are as follows:-
 - (i) The creation of opportunity and the provision of relief for disabled people living in, working in, or associated with the area known as Greater London (hereinafter known as the London Area) through the provision of facilities and assistance thereby enabling them to control and direct their lives as they choose.
 - (ii) The relief of distress amongst people with physical, mental, learning or sensory impairments (hereinafter called “Disabled People”) or their dependents and all people concerned with their welfare living in, or associated with the London area.
 - (iii) To fulfil any other object which is deemed wholly and exclusively charitable by the laws of England and Wales.
- (b) In furtherance of these objects, but not further or otherwise, GLAD shall enjoy the following powers:-
 - (1) To further enjoy the work of that unincorporated body known as Greater London Action on Disability, Registered Charity No. 209215; and to take over the assets, benefits and all property endowed to that body and to assume the liabilities, debts and all other calls that the body has incurred;

- (2) To act as a centre for communication, consultation and where appropriate joint action between those Borough Associations within the London area engaged in providing services for Disabled People;
- (3) To manage a centre for advice and guidance to further the work of the Borough Associations and supply information for their use;
- (4) To encourage the formation of new Borough Associations within those London Boroughs where as yet none exist;
- (5) To promote economic, social, environmental and cultural integration of Disabled People living, working or associated with the London Area by encouraging their active participation and integration into community life;
- (6) To establish, promote, sponsor, coordinate or support any provisions, services or facilities enhancing or improving the well-being or the welfare of Disabled People living, working or associated with the London Area including, but not limited to, training opportunities, medical and health care or associated fields;
- (7) To foster good relations between GLAD, the Borough Associations and other organisations (whether statutory or voluntary) concerned for the wellbeing of Disabled People and to encourage consultation with such bodies;
- (8) To assist in resolving the social problems of Disabled People living within or associated with the London Area by research, studies, surveys, projects, training, education, liaison, representation, negotiation, and to provide other facilities to assist the advancement in life of all such persons and their dependents;
- (9) To employ and retain on a full or part-time basis and on such terms as to pay and other conditions of employment as GLAD shall agree all such officers and staff not being members of the executive committee as may be required for the purpose of GLAD;
- (10) To recruit voluntary workers to assist in the work of GLAD and to establish and maintain good cooperation with such other organisations as are concerned with the work of GLAD;
- (11) To hold, sponsor, arrange or organise meetings, training sessions, conferences, lectures and talks in furtherance of GLAD objects and to advertise and purchase advertising space to promote the objects of GLAD;

- (12) To print, publish; and distribute or procure to be printed, published or distributed (whether gratuitously or not) any newspaper, newsletter, periodical, magazine, book, pamphlet, circular, leaflet or any other written or spoken word to be broadcast or communicated through any media;
- (13) To make donations and to assist financially or otherwise anyone or group of Disabled People as GLAD shall in its absolute discretion determine;
- (14) To permit any part or parts of the property belonging to GLAD to be used, with or without payment in advance of GLAD's objects;
- (15) To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise provided that GLAD shall not undertake any permanent trading activities;
- (16) To purchase or otherwise acquire such property as may be necessary or usually used for the purpose of or in connection with the objects of GLAD;
- (17) To establish, subsidise, promote, cooperate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage, lend to or otherwise deal with associations, societies and bodies engaged in similar charitable purposes only;
- (18) To purchase, lease or otherwise acquire real and personal property and any rights and privileges which shall be necessary for promotion of the objects of GLAD and to maintain, construct, alter, convert or demolish any such buildings as may be necessary for the work of GLAD;
- (19) To accept gifts which may, or are intended, to further the objects of GLAD;
- (20) Subject to such consents as may be required by law to sell, let, mortgage, dispose of, turn to account and otherwise deal with such property and assets of GLAD as shall further the objects of GLAD;
- (21) To undertake and execute such charitable trusts and commissions as may be lawfully undertaken by GLAD within its objects;
- (22) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants and all other negotiable, transferable, or mercantile instruments, for the purpose of, or in connection with the objects of GLAD;
- (23) To receive loans at interest or otherwise from and to lend money and give credit to, and to take security for such loans or credit and guarantee and become or give security for

the performance of contracts by any person or company as may be necessary for the work of GLAD;

- (24) To make donations to assist financially or otherwise and to cooperate with any other charity having objects similar to those of GLAD.
- (25) Subject to such consents as are required by law, to borrow or raise money in such amounts as GLAD shall think fit, and when thought desirable to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person as may be thought necessary to promote GLAD's objects, including the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral or other security debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject to as hereinafter provided;
- (26) To invest and deal with moneys of GLAD not immediately required in such a manner as GLAD may from time to time determine subject nevertheless to such conditions (if any) and such contents (if any) as may for the time being be imposed or required by law and subject also to as hereinafter provided;
- (27) To establish, promote or assist companies and trusts with charitable objects similar to those of GLAD or to carry on any authorised activity of GLAD or any other charitable purpose;
- (28) To establish and support a stakeholders pension scheme for and to grant pensions to any employees of GLAD or its associated charities calculated to benefit such employee and further the interests of GLAD;
- (29) To purchase, acquire or undertake all or any of the property, liabilities or engagements of charitable associations, societies or bodies with which GLAD may cooperate, affiliate or federate;
- (30) To pay out of GLAD funds the costs of forming and registering GLAD;
- (31) To do all such other lawful things as shall further the attainment of all or any of GLAD's objects;

PROVIDED THAT:-

- (1) In case GLAD shall take or hold any property which may be the subject to any trust, GLAD shall only deal with or invest the same having regard to the provisions of such trusts in such manner as is prescribed by law;

- (2) GLAD's objects shall not extend to the regulation of workers and employers or organisations of workers and employers;
- (3) In case GLAD shall hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, GLAD shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Executive Committee and the Members of GLAD shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of the such extent as such the Executive Committee and Members of the GLAD shall not diminish or impair any control or authority exercisable by the Chancery division or the Charity Commission over the such Executive Committee and the Members of GLAD, but they shall as regards such property be subject jointly and separately to such control and authority as if GLAD were not incorporated;
- (4) The income and property of GLAD whencesoever derived, shall be applied solely towards the promotion of the objects of GLAD as set forth in the 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 GLAD;

Provided that nothing herein shall prevent the payment, in good faith, of the reasonable and proper remuneration to any officer or GLAD staff in return for any services actually rendered to GLAD, nor prevent the payment of interest at a rate not exceeding two per centum per annum less the base rate prescribed for the time being by GLAD's Bankers on money lent or reasonable and proper rent for the premises demised or let by any Member to GLAD. But so that no member of the Executive Committee shall be appointed to any salaried office of GLAD or any money or monies worth shall be given by GLAD to any member of the Executive Committee except repayment for out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to GLAD or fees, remuneration or other benefit in money or money's worth to any company of which a member of the Executive Committee may also be a member holding not more than 1/100th part of the capital of that company.

- (5) The liability of Members is limited.
- (6) Every Member of GLAD undertakes to contribute to the assets of GLAD in the event of the same being wound up while they are a member, or within one year after they cease to be a member, and of the costs of, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding 25p (twenty five pence).
- (7) If upon the winding up or the dissolution of GLAD and there remains
- after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or be distributed among members of GLAD, but shall be given or transferred to some other charitable institution or institutions having objects similar to those of GLAD, and

which shall prohibit the distribution of its or their income among its or their members to an extent at least as great as is

imposed on GLAD under or by the virtue of Clause 4 hereof, such institution or institutions, to be determined by the Members of GLAD at or before the time of dissolution, and if an in so far as effect cannot be given to such provision, then to some charitable object.

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

Names, Addresses and descriptions of Subscribers

[Signatures]

Clare Kakembo

[illegible]

Tim James

[illegible]

[illegible]

Dated the day of 19

Witness to the above Signatures:-

The Companies Act 1948 to 1981
Company Limited by Guarantee and not
Having a Share Capital
ARTICLES
of
ASSOCIATION
of

GREATER LONDON ACTION ON DISABILITY (Company no 1959981)

- 1 If not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter shall bear the meanings set opposite to them respectively in the second column thereof.

Words	Meanings
These presents	These Articles of Association, as originally framed, or as from time to time altered by Special Resolution.
The Statutes	The Companies Act 1948, and every statutory modification or re-enactment thereof for the time being in force.
The Act	The Companies Act 1948.
The 1967 Act	The Companies Act 1967.
The 1976 Act	The Companies Act 1976.
The 1980 Act	The Companies Act 1980.
The 1981 Act	The Companies Act 1981.
GLAD	GREATER LONDON ACTION ON DISABILITY
Office	The registered office of GLAD.
Seal	The Common Seal of GLAD.
AGM	Annual General Meeting.
EGM	Extraordinary General Meeting.
The Executive	The Executive Committee of the Association.
United Kingdom	Great Britain and Northern Ireland.
Year	Year from 1 st April to 31 st March inclusive.
Card Vote	Manner by which Members can signify their consent.
In writing	Written, or produced by any substitute for writing, or partly one and partly another.

Chairperson	The Chair (or Chairman or Chairwoman) of GLAD
Court Order	Order by District Judge Lambert in the County Court at Central London pursuant to the <i>Chancery Business Claim No. 6048 of 2015 of 21st January 2016</i> for the restoration of GLAD consented to by Adrian Whyatt. For so long as he has legal capacity, the interpretation of this order by Adrian Whyatt shall be final. Pursuant to this Order, and overriding all other provisions, to which they are subject, Mr Adrian Whyatt shall have a veto on all decisions as is also repeated in Articles of Association Article 66 and he must give his consent to all matters pertaining to the carrying out of the above Court Order for the Restoration of GLAD and its eventual dissolution upon completion of the requirements of the above Court Order.

The expression "Secretary" shall include a temporary or assistant secretary and any person appointed by the Executive to perform any duties of the secretary.

Save as aforesaid any words or expressions defined in the statutes shall, if consistent with the subject or context, bear the same meaning in these presents.

BOROUGH ASSOCIATIONS

- 2 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, any group, association, organisation, institution, society or body (whether incorporated or not) working within the boundaries of a London Borough which serves as a co-ordinating body and liaison centre to all groups and individuals concerned with the disabled people within that borough, which seeks to represent the interests of disabled people within that Borough to the statutory authorities and other voluntary bodies, and having a governing committee on which at least 60 per cent of the voting members are disabled people may make applications to the Executive for recognition as a Borough Association. The Executive may reject such application, or affiliate the applicant as a Borough Association, on such conditions and on payment of such fees (if any) as the Executive shall determine.
- 3 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, a Borough Association shall elect from amongst its membership two people who shall be disabled people to be Members of GLAD and to represent the interests of that Association on matters of GLAD business. The Borough Association may elect into GLAD membership a person from its own staff. At no time shall more than one staff member be so elected; but nothing herein shall prevent the staff from being employed by one Borough Association being elected to represent the interest of another.

MEMBERS

- 4 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, GLAD may admit organisations not being a Borough Association and individual persons into membership provided the applicants satisfy the requirements of this Article and Article 5 below.
 - a) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, Any organisation, group, association, society or body (whether incorporated or not) which works in one or more London Boroughs, which supports GLAD's objectives and which has at least 60 per cent of disabled people on its governing committee, but which is not recognised as a Borough Association under the terms of the preceding Article 2 may apply to be accepted as a voluntary organisation member. Such a voluntary organisation may elect from amongst its own membership one person and

should aim to be as diverse as possible, i.e. one male, one female to be Members of GLAD and represent the interests of that organisation on matters of GLAD business.

- b) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, Any individual disabled person living, working or studying in the Greater London area and who subscribes to GLAD's objectives may apply to be accepted as an Individual Member of GLAD. Individual Members shall have all rights and privileges of membership including a vote at all General Meetings.
- 5 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the number of members with which GLAD proposes to register is unlimited but shall not be less than the minimum number, as individual members, required to meet the higher recommended minimum number of trustees and/or directors as recommended by the relevant regulatory authorities, at present Companies House and the Charity Commission, and divided into one or more of the following:-
- (a) The subscribers to the Memorandum of Association; or
- (b) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, those persons having been nominated by the Borough Association in accordance with the provisions contained in the last preceding Article 3 hereof and who apply to GLAD to be registered to serve and represent the interests of that Association on matters of GLAD business.
- (c) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, those persons having been nominated by a voluntary association in accordance with the last preceding Article 4 hereof and who apply to GLAD to be registered to serve and represent the interests of that Association on matters of GLAD business. Such registration by GLAD shall confer upon the applicants the status of being a voluntary organisation member; or
- (d) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, those persons whom GLAD, at a time in its absolute discretion, admits to GLAD's Membership Register. Such registration by GLAD shall confer upon the person the status of being a Co-opted Member; or
- (e) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, any organisation which would be eligible for Membership under the terms of Articles 3 or 4 except that they do not have 60 per cent of disabled people on their governing committee, may be admitted as Associates at the absolute discretion of the Executive. Associate status shall have all the rights of Membership other than to vote or be voted for at Annual or General meetings.
- 6 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, GLAD may in its absolute discretion from time to time levy such fees as may be appropriate at differing rates according to the class of Membership registered.

- 7 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the rights and privileges bestowed by Membership shall not be transferable.
- 8 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, no person shall be admitted to the Membership unless they are prepared to uphold and assist to the best of their ability in the advancement of GLAD's objects.
- 9 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, provided that individual Membership shall not fall below, whichever is the higher of one, or the number required to ensure that GLAD has at least the highest minimum number of company directors or charitable trustees recommended by the Charity Commission or Companies House, which is currently a minimum of three (trustees recommended by the Charity Commission), and that the number of trustees does not fall below this level, and total individual membership does not fall below 5 as a result, Membership shall cease on the occasion of one or more of the following events:-
 - (a) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, upon written notice being served on the Secretary of GLAD stating a Members intention to resign; or
 - (b) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, upon their failing to pay such Membership subscription fee or the Borough Association or the Voluntary Organisation whom they represent, failing to pay such affiliation fee as GLAD may from time to time prescribe within three months of the same falling due; or
 - (c) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, upon written notice of a resolution being passed by a Borough Association or Voluntary organisation and signed by all that Association's Officers that the authority of one or both of their Members has been withdrawn; or
 - (d) upon their death; or
 - (e) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, upon their being adjudged bankrupt; or
 - (f) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, upon their compounding with their creditors; or
 - (g) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, upon an EGM or the Executive resolving by two-thirds majority that in the opinion of the EGM or the Executive a Member (or in the case of Borough Association Members, the Association they represent) has not accepted or has ceased to accept the principles upon which GLAD operates and by so doing that person's (or those persons') Membership shall be relinquished. Provided that all Members so expelled under the preceding sub-clauses (c) and (g) hereof shall be notified in writing of their right to call an EGM under the succeeding Article 11 hereof

and for the sole purpose of the exercise of that right the Membership of such shall be deemed still subsisting.

- 10 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the Executive shall cause the following registers to be kept at the Office:-
- I A Register of Subscriber Members; and
 - II A Register of affiliated Borough Associations; and
 - III A Register of Voluntary Organisation Members; and
 - IV A Register of Co-opted Members; and
 - V A Register of Individual Members; and
 - VI A Register of Executive Members; and
 - VII A Register of Executive Members' interests in debentures (if any) of the Association or its associated companies; and
 - VIII A Register of Secretaries; and
 - IX A Register of Charges; and
 - X A Register of Sealings.

GENERAL MEETINGS

- 11 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, within the first 18 months from its incorporation and in every year subsequent to that in which the first AGM is held GLAD shall hold a General meeting as its AGM, at such time (in the case of the second or subsequent AGM within a period of not more than 15 months, or as soon as practical thereafter, after the holding of the last preceding AGM) and place as may be determined by the Executive. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 12 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the Executive may call an EGM whenever they think fit, and shall call an EGM on the requisition of not less than either a tenth of the total Membership or 25 members, whichever is the smaller.

NOTICE OF GENERAL MEETINGS

- 13 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, 14 clear days notice at least (i.e. inclusive of the day upon which the notice is served or deemed to be served and the day for which the notice is given) or in the case of an AGM (or meeting convened to pass a special Resolution) 21 clear days at least shall be given in the

manner hereinafter mentioned to such Members as are, under the provision herein contained, entitled to receive the notices from GLAD and also to the Auditors of GLAD.

- 14 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, A meeting shall, notwithstanding that it has been called at shorter notice than that specified in the preceding Article 12 hereof, be deemed to have been duly called if it is so agreed:-
- (a) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, in the case of a meeting called as the AGM, by all Members present and having the right and vote there at; and
 - (b) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, in the case of any other meeting, by a majority in number of Members being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the Members.
- 15 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, every notice shall specify the place, the day and the hour of meeting, and in the case of special business, the general nature of such business. The notice convening the AGM meeting shall specify the meeting as such and the notice convening the meeting to pass on a Special or Extraordinary Resolution shall specify the intention to propose the resolution as a Special or Extraordinary Resolution, as the case may be.
- 16 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the accidental omission to give notice of any meeting to or by any person shall not invalidate proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 17 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, all business shall be deemed special that is transacted at an EGM, as is all business that is transacted at an AGM, other than the following:-
- (a) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the consideration of the GLAD accounts, the ordinary reports of the Executive and Auditors, the balance sheet and any other document annexed thereto; and
 - (b) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the announcement of all registration of affiliated Borough Associations from the previous year and confirmation by the AGM of such affiliations; and
 - (c) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the appointment of the Auditors and the fixing off their remuneration.
- 18 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, no business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For the purpose of General Meetings a quorum shall be at least one tenth of the GLAD Membership or of the Membership of the Executive plus three Members whichever is the lesser number, present in person or by proxy or by postal ballot, but in any event not less than one person.

- 19 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, if after half an hour from the time appointed for the meeting to commence a quorum is not present, the meeting may be adjourned to the same time, the same day, in the next week, either at the same place or such other place as the Executive may, by not less than two clear days' notice appoint, and if at such adjourned meeting a quorum is not present within 15 minutes from the time for the meeting to commence, the Members present shall be considered to be quorum.
- 20 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the Chairperson (if any) of the Executive shall preside as Chairperson at every General Meeting of GLAD. If there be no such Chairperson or if at any meeting they are not present within 30 minutes after the time appointed for holding the meeting or be unwilling to act as chairperson, the Members present shall choose some member of the Executive and if none be present, or if all members of the Executive decline to take the chair, they shall choose some member of GLAD present to be Chairperson.
- 21 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the Chairperson may, with the consent of any 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 any adjourned meeting except that business that might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned of 10 days or more, seven days notice of the adjourned meeting shall be given in like manner as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 22 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, at any General Meeting, 1 representative of a Borough Association Member, or Voluntary Organisation Member shall be deemed to have 50 votes which must be used as a block in any matter where a decision by vote is required.
- An Individual Member at any General Meeting shall have 1 vote.
- 23 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of a result of a show of hands) demanded:-
- (a) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, by the chairperson; or
- (b) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, by at least three Members present in person and entitled to vote; or
- (c) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, by any Member or Members present in person and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting, unless a poll is so demanded, a declaration by the Chairperson that a resolution has been carried unanimously, or by particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 24 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, If a poll is duly demanded, it shall be taken in such a manner as the Chairperson may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 25 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, In the case of an equality of votes, whether on show of hands or a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 26 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such a time and place as the Chairperson directs.
- 27 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded, and it may be withdrawn at any time before the next business is proceeded with.

VOTE OF MEMBERS

- 28 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, every member who, including by email, text or other electronic communication, is present in person or represented by Proxy and duly appointed in writing shall be entitled to vote on a show of hands by proxy or by a postal ballot. The appointment of Proxy shall be in the following form or form as near thereto as circumstances admit

"GREATER LONDON ACTION ON DISABILITY

I/We of _____ in the County of _____

being a Member of the above named company, hereby appoint of or

failing them, of as my/our proxy to vote for me/us on my/our behalf at

the (Annual General Meeting/Extraordinary General Meeting) of the

company to be held on the _____ day of _____ 20 __, and at any adjournment

thereat.

Signed this _____ day of _____ 20 __."

- 29 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, where it is desired to afford the Member of GLAD an opportunity of voting for or against a resolution the appointment of proxy shall be in the following form or a form near thereto as circumstances admit:-

"GREATER LONDON ACTION ON DISABILITY

I/We of in the County of
being a Member of the above named company, hereby appoint
of or failing them, of as my/our proxy
to vote for me/us on my/our behalf at the (Annual General Meeting/
Extraordinary General Meeting) of the company to be held on the day
Of 20 , and at any adjournment thereat.

Signed this day of

This form is to be used *in favour of against the resolution

*strike out whichever is not desired."

BALLOT

- 30 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, and otherwise, subject always to the express provisions of these articles, the Executive shall prescribe from time to time regulations for the election of members to the Executive. Such regulations shall prescribe the manner and conduct of elections, notices to be issued, procedures for nominating candidates, and the procedure for holding voting at, determining and announcing the results of elections.

EXECUTIVE COMMITTEE

- 31 The subscribers to the Memorandum of Association shall be the first Members of GLAD to hold Executive Office.
- 32 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the Executive Committee may invite such persons as they shall deem fit to attend their meetings. *Although such persons shall not be entitled to vote, they shall be given occasion to address the meeting; should the then Executive Members so desire. Such persons shall be advisor/observer members of the Executive and shall be known as the "Advisors to the Executive."*

- 33 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, *and also subject to the provisions of Article 9, the directly elected Members of the Executive shall be not less than 3 nor more than 22 in number, subject to the provision that in no circumstances other than a mistake or oversight shall the numbers of directly elected members of the Executive who are persons with a disability comprise less than 75 per cent of the whole. Provided that the number of people with a disability is less than 75 per cent of the total, or otherwise as the Members of the Executive see fit, then the Members of the Executive shall appoint from the Membership of GLAD additional persons who shall be disabled to become Co-Opted Members of the Executive and shall be entitled to vote. Further, all Members of the Executive must also be Members of GLAD. Notwithstanding the previous, General Meetings (aka hereinafter "GM"), Annual (AGM) or Extraordinary (EGM) (i.e. called for specific purposes), may admit an individual or an organisation to membership of GLAD, or expel or expel them. Likewise a GM may co-opt, in the case of an EGM, or, in the case of an AGM, elect, any individual or organisation, as a member of GLAD, and may appoint any individual member as a member of the Executive Committee (aka hereinafter "EC"). Likewise GMs may remove, suspend, or expel members from the EC and from GLAD membership. In this, as in all other matters, in the event of any difference in view and/or decision taken between the EC and any GM, General Meetings view and decisions shall always prevail.*
- 34 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, at the first AGM all the members of the Executive shall retire from office, and at the AGM in every subsequent year one-third of the Executive for the time being, or if their number is not three or multiple of three, then the number nearest one-third, shall retire from office, but this provision shall not apply to any of the members of the Executive who are ex-officio members thereof by virtue of having been elected by the membership of GLAD to be honorary officers pursuant to the provision of Article 44 thereof.
- 35 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, and the provisions of Article 9, the office of a member of the Executive shall be vacated on the occasion of one or more of the following events, provided that this does not result in there being less than the higher minimum recommended number of the Charity Commission's and Companies House's recommended numbers of Members of the Executive (currently the number of three according to the Charity Commission):-
- (a) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, notice in writing being served by them on GLAD's Secretary stating their intention to resign; or
 - (b) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, their being adjudged bankrupt or compounding with their creditors; or
 - (c) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, their being incapable by reason of mental disorder, illness or injury of managing and administering their own property and affairs; or
 - (d) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, their being absent for three consecutive meetings of the Executive and that the Executive resolve by simple majority that their office be vacated; or

- (e) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, their being prohibited from being an Executive member by any resolution passed by GLAD in General meeting or by any order made under any provision of the Statutes. Or through
- (f) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, their having gained a serious criminal record.

POWERS OF THE EXECUTIVE COMMITTEE

- 36 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the business of GLAD shall be managed by the Executive who may pay all expenses incurred in the forming and registering of GLAD and may exercise all such of GLAD's powers as are not by the Statutes or by these presents required by these present Articles, required to be exercised by GLAD in General Meeting, subject nevertheless to any regulations of these present Articles, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by GLAD in General Meeting; but no regulation made by GLAD in General Meeting shall invalidate any prior act of the Executive which would have been valid save for such regulation being made.
- 37 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the Executive may by power of attorney under seal appoint any company, firm or persons, or fluctuating body of persons, whether nominated directly or indirectly by the Executive to be the attorney or attorneys of GLAD for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Executive under these present Articles), and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Executive may think fit.
- 38 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, all cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for money paid to GLAD shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Executive shall from time to time by resolution determine.
- 39 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the elected members of the Executive shall, except as is immediately hereinafter provided, serve for a term of three years but shall be eligible for re-election. At the second and every subsequent AGM one third of the members of the Executive or if their number is not a multiple of three, the number nearest to one third shall retire from office. A member of the Executive retiring at any meeting shall retain office until the close or the adjournment of the meeting. The members of the Executive to retire in any year shall be first those who were appointed to fill a casual vacancy under the provisions of the preceding Article 33 hereof, and then those who have been the longest in office since their last election or appointment, but, as between members of the Executive who became or were last elected on the same day, those to retire shall (unless otherwise agreed among themselves) be determined by lot.
- 40 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, subject to the proviso in Article 31 the Executive shall have the power at any time and from time to time to appoint any member of GLAD to be a member of the Executive to fill a casual vacancy. Any member so appointed shall retire from office upon the date of the AGM when the member he/she replaced would retire.

- 41 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, GLAD may by ordinary resolution of which special notice has been given in accordance with any Statute or statutory regulation currently in force or by Extraordinary Resolution remove any member of the Executive before the expiration of their period of office. Any vacancy thereby caused may be filled in accordance with the last preceding Article 33 hereof.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 42 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the Executive may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of the votes the Chairperson shall have a second or casting vote. A member of the Executive may, and the Secretary on the requisition of a member shall at any time summon a meeting of the Executive. Not less than seven clear days notice shall be given at a meeting of the Executive and every notice shall state the general nature of the business to be transacted. It shall not be necessary to give notice of a meeting of the Executive to any member thereof for the time being absent from the United Kingdom.
- 43 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, The quorum necessary for the transaction of business of the Executive shall be not less than 1 person or twenty five percent, whichever is the lesser.
- 44 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, If at any meeting of the Executive a quorum of members is not present the meeting shall be adjourned to such time and place not more than a month nor less than a week later as the members present shall direct and due notice of such adjourned meeting shall be given to all members of the Executive and at such adjourned meeting the member or members present shall (whatever their number) be a quorum.
- 45 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, The continuing members, or a sole continuing member, of the Executive, may act notwithstanding any vacancies in the executive, but, if and so long as the number of members of the Executive are reduced below the minimum number fixed as a quorum the continuing members or member of the Executive may act for the purpose of filling up vacancies in the Executive to make a quorum or of summoning General Meetings of the Association for any other purpose.
- 46 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66:
- (a) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, at each AGM the members of GLAD shall elect to the Executive Committee from amongst the membership of GLAD a Chairperson, one Senior Vice-Chairperson, one Vice-Chairperson, and one Treasurer of GLAD to hold such offices and who shall become honorary officers of GLAD to hold that office until the next AGM and any such elected honorary officers shall be entitled to be ex-officio members of the Executive but only for so long as they remain honorary officers provided that no fewer than three of those elected are disabled people. Subject to the following: an individual member of the Executive, if the number of members of the Executive is not large enough, may hold more than one position of the above positions simultaneously.
- (b) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the Chairperson, or when absent, the Senior Vice-Chairperson, or in their absence the Vice-

Chairperson, shall take the chair at all meetings of the Executive. If none of the foregoing officers is present, the members present shall choose a Chairperson from amongst those actually present at the meeting to be the Chairperson for that meeting.

- 47 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, a resolution in writing, signed, or by proxy if unable to sign, by all the members of the Executive, shall be as effective as a resolution passed at a meeting of the Executive duly convened and held.
- 48 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, a meeting of the Executive for the time being, at which a quorum is present, shall be competent to exercise all powers and discretions for the time being exercisable by the Executive.
- 49 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the Executive may delegate any of their powers to committees of such member or members of their body as they think fit. Any committee so formed shall be in exercise of the powers so delegated, conform to any regulations that shall be imposed upon it by the Executive. Such committees as may be formed shall have power to make rules for the transaction of business and procedures governing the same as they think fit, provided that any such committee using the powers so delegated must make prompt and accurate reports of its acts and proceedings to the Executive.
- 50 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, all acts done by any meeting of the Executive, or by any person acting as a member of the Executive, shall, notwithstanding it be afterwards discovered that there were some defect in the appointment of any such member of the Executive or person acting aforesaid, or that they or any of them were disqualified, or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Executive.

PRESIDENT AND VICE-PRESIDENT

- 51 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, GLAD in General Meeting shall have the power to appoint a President, one or more Vice-Presidents and Patrons, to hold what powers and for what period of office as such Meeting may deem fit. All such posts thus conferred shall be honorary in nature and without remuneration. They shall not by reason of these appointments be Members of the Executive.
- 52 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the President or Vice-President shall, if the members of the Executive so decide, attend but not vote, at Executive meetings.

SECRETARY

- 53 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, as soon as possible after the Incorporation of GLAD and subject to Section 21(5) of the 1976 Act the Executive shall appoint a Secretary subject to such terms and conditions as may be agreed between the Executive and the person so appointed. Any person so appointed may be removed by the Executive.

MINUTES

- 54 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the Secretary shall cause minutes to be made in books provided for the purpose:-
- (a) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, of all appointments of officers made by the Executive; and
- (b) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, of the names of members of the Executive present at each meeting of the Executive and of any committee of the Executive; and
- (c) Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, of all resolutions and proceedings at all General Meetings of GLAD and meetings of the Executive.

THE SEAL

- 55 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the seal of GLAD shall not be affixed to any instrument except by the authority of a resolution by the Executive and in the presence of at least one member of the Executive and the Secretary or two members of the Executive both of whom shall sign such instruments.
- 56 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, GLAD may exercise the powers conferred by Section 35 of the Act with regard to having an official seal for use abroad, and such powers vested in the Executive.

ACCOUNTS

- 57 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the Executive shall cause accounting records to be kept in accordance with Section 12 of the 1976 Act and the same shall be kept at the Office or, subject to Section 12(6) and (7) of the 1976 Act, at such other place or places as the Executive thinks fit.
- 58 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the Executive shall from time to time determine whether and to what extent, at what times, places and under what conditions or regulations the accounting books and records of GLAD shall be open to the inspection of GLAD members. No member not being a member of the Executive shall have any rights conferred by the Statutes or authorised either by the Executive or by GLAD in General meeting provided that all accounting records and books shall always be open to the inspection of the Executive members and such staff as the Executive may from time to time approve.
- 59 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the Executive shall from time to time, in accordance with Sections 150 and 157 of the Act, and Sections 1, 6, and 7 of the 1976 Act cause to be prepared and to be laid before GLAD in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as referred to in those Sections.
- 60 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, a copy of every balance sheet (including every document required by law to be annexed thereto which is to be laid before GLAD in General Meeting, together with a copy of both the reports of the auditors and the Executive shall, not less than twenty-one days before the date of the meeting, be sent to every Member or debenture holder of GLAD, provided that the provisions of this Article shall not require a

copy of those documents to be sent to any person of whose address GLAD is not aware or more than one of the joint holders of any debentures.

- 61 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Sections 14 and 23A of the 1967 Act, Sections 13 to 18 of the 1976 Act and Sections 7 to 12 of the 1981 Act.

NOTICES

- 62 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, any notice or document shall be deemed duly served on any Member by GLAD either by serving the same personally or by sending it through the post in a first-class pre-paid letter addressed to such Member at their registered address as appearing in the Register of Members and due service of the notice shall be deemed to be effected 24 hours after posting the same, or by email or text or by a message on social media or other website they subscribe to.
- 63 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, any Member described in GLAD's Register of Members as having an address not within the United Kingdom shall from time-to time nominate an address within the United Kingdom to GLAD whereat all notices may be served upon them and an email address which shall serve as an alternative, and service by GLAD of notices to that Member at such nominated address and an email address which shall serve as an alternative, which shall for the purposes of these present Articles and provisions for notices in the Statutes shall be deemed due service; but, save as aforesaid, no Member shall be entitled to receive notices from GLAD at any address other than the address described in GLAD's Register of Members, or an email or text or by a message on social media or other website they subscribe to."

INDEMNITY

- 64 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, the members of the Executive or officers of GLAD shall be indemnified out of the assets of GLAD against all losses and liabilities which they may sustain or incur in or about the execution of the duties of their offices or otherwise in relation thereto, including any liability incurred by them in defending any favour or in which they are acquitted or in connection with any application made under Section 448 of the Act or Section 6 of the 1980 Act in which relief is granted to them by the Court, and no Executive member or officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by GLAD in the execution of the duties of their office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act.

DISSOLUTION

- 65 Except as otherwise provided for in Articles 1 and 66, and subject to the provisions of Articles 1 and 66, Clause 7 of the Memorandum of Association relating to the winding up and dissolution of GLAD shall have effect as if the provisions thereof were repeated in these present Articles.

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.

Names, addresses and Occupation

[Signatures]

Clare Kakembo

[illegible]

[illegible]

TCF James

[illegible]

[illegible] Company Secretary

Dated the 13th day of November 2003

Witness to the above Signatures:-

[signature]

B.C. Humphreys

66. Provisions for the period of carrying out the Court Order (as appended below)

(a) These provisions override any other provisions elsewhere in these Memorandum and Articles to the extent that any of those provisions conflict with them

(b) Subject to the provisions of (g) below, as the person responsible for carrying out the order, Adrian Whyatt is to have an absolute veto on any decisions proposed or taken by GLAD until the court order has been carried out in full, regardless of any other considerations.

(c) Subject to the provisions of (g) below, Adrian Whyatt's interpretation of this Court Order and all proposed and actual actions concerning GLAD, whether related or not to the court order, is to be final

(d) Subject to the provisions of (g) below, there is to be no requirement to hold AGMs in this period, though the Chairperson of GLAD may call one or more AGMs at their absolute discretion in this period.

(e) Subject to the provisions of (g) below, there are to be no further expenses allowed without Adrian Whyatt's explicit consent

(f) This article and all other articles may not be amended without Adrian Whyatt's explicit consent, subject to (g) below.

(g) In the event of Adrian Whyatt's incapacity or death, then the Senior Vice-Chairperson, Victor Logan, or whoever replaces him in the future, shall have the same rights to act to carry out the Court Order and to do anything else he deems essential for the administration of GLAD, taking over the role of Adrian Whyatt as Chairperson for all practical purposes. Should Victor Logan, or whoever replaces him in the future, suffer from incapacity or death, then they shall be replaced by the Vice-Chairperson, Julian Morgan, or whoever replaces him in the future. In the event of Julian Morgan, or whoever replaces him as Vice-Chairperson, suffering from incapacity or death, it shall be for any remaining trustee-directors, if any, to carry out the provisions of this court order. If there are no remaining trustee-directors, then the remaining members shall be obliged to carry out this

court order. If Adrian Whyatt is not represented and involved as fully as possible if his capacity is ever questioned, then any such proceedings and orders are deemed to be invalid.

(h) Subject to (g) above, the Data Controller for GLAD shall be Adrian Whyatt, who remains as Chairperson, Treasurer and Secretary of GLAD.

(i) Subject to (b) and (g) above, none of the current individual members of GLAD can resign, unless and until individual membership exceeds 7. Also subject to (g) above, Adrian Whyatt is to have an absolute veto on all new membership admissions in all categories. And Adrian Whyatt must explicitly consent to any new admissions to membership in writing.

(j) The organisational members of GLAD are: Neurodiversity International (also known as “NDI”); the London Autistic Rights Movement (also known as “LARM”); and DANDA: Developmental Neuro-Diversity Association (also known as “DANDA”). For the purposes of GLAD membership they are to continue as members of GLAD even if they otherwise cease to exist. And, Adrian Whyatt, subject to the provisions of (g) above, is to continue to be their representative, and may not be replaced, casting each of their 50 votes as a block, which for the purposes of GLAD shall continue to be deemed to be a majority of 95% of the total voting rights of GLAD, as established under Article 14 (b) regardless of whether or not it actually falls below this figure.