

195413

The Companies Acts 1948 to 1981

Company Limited by Guarantee and not
Having a Share Capital

MEMORANDUM

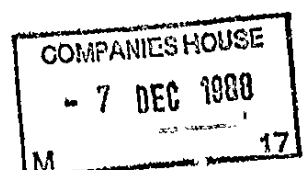
of

ASSOCIATION

of

GREATER LONDON ASSOCIATION
FOR DISABLED PEOPLE

- 1 The name of the Company is GREATER LONDON ASSOCIATION FOR DISABLED PEOPLE (hereinafter called "GLAD").
- 2 The Registered Office of GLAD will be situate in England.
 - (a) The objects for which GLAD is established are as follows:-
 - (i) The relief of distress and suffering among people with physical, mental or sensory disabilities (hereinafter called, 'Disabled People') living, working or associated with that area known as Greater London (hereinafter called 'the London Area') and to provide facilities and assistance to such persons to improve their conditions of life.
 - (ii) To assist the dependants of Disabled Persons and all people concerned with their welfare living in or associated with the London Area;
 - (iii) To undertake 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 continue the work of the unincorporated body known as the GREATER LONDON ASSOCIATION FOR DISABLED PEOPLE and to take over the assets, benefits and all the property endowed to that body and to assume the liabilities, debts and all other calls as that 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 the 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, co-ordinate 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 well-being of Disabled People and to encourage consultation between 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 dependants;

- (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 purposes of GLAD;
- (10) To recruit voluntary workers to assist in the work of GLAD and to establish and maintain good co-operation 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 any one 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 furtherance 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, co-operate 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 the 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, to take security for such loans or credit and to 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 co-operate 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 subject 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 also to as hereinafter provided;

- (26) To invest and deal with moneys of GLAD not immediately required in such 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 for any other charitable purpose;
- (28) To establish and support pension schemes for and to grant pensions to any employees of GLAD or its associated charities calculated to benefit such employees 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 co-operate, 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 subject to any trust, GLAD shall only deal with or invest the same having regard to the provisions of such trusts in such a 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 organisations of 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 such extent as they as such the Executive Committee and the Members of GLAD have been if no incorporation have been effected and the incorporation of GLAD shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commission over such Executive Committee and the Members of GLAD, but they shall as regards any 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 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 the Members of GLAD;

Provided that nothing herein shall prevent the payment, in good faith, of 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 2 per centum per annum less than the base rate prescribed for the time being by GLAD's Bankers on money lent or reasonable and proper rent for 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 office of GLAD paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by GLAD to any member of the Executive Committee except repayment of 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 of 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, for the payment of debts and liabilities of GLAD contracted before they cease to be a Member, and of the costs, 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 dissolution of GLAD there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or be distributed among the Members of GLAD, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects 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 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 and in so far as effect cannot be given to such provision, then to some charitable object.

amended 22nd September 1988

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

ARTICLES

of

ASSOCIATION

of

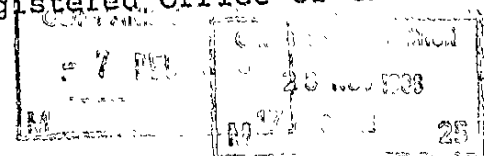
GREATER LONDON ASSOCIATION
FOR DISABLED PEOPLE

- 1 If not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained 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	:::	THE GREATER LONDON ASSOCIATION FOR DISABLED PEOPLE.
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.
The United Kingdom	:::	Great Britain and Northern Ireland.
Year	:::	Year from 1st April to 31st March inclusive.
Show of Hands	:::	Any manner by which Members can signify their consent.
In writing	:::	Written, or produced by any substitute for writing, or partly one and partly another.

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 not inconsistent with the subject or context, bear the same meaning in these presents.

BOROUGH ASSOCIATIONS

- 2 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 disabled people working within that Borough; and which seeks to represent the interests of disabled people within that Borough to the statutory authorities and other voluntary bodies, may make application 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 A Borough Association shall elect from amongst its membership two persons (one of whom shall be preferably either a disabled person or someone having the care of a disabled person) 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 employed by one Borough Association being elected to represent the interests of another.

MEMBERS

- 4 The number of Members with which GLAD proposes to register is unlimited but shall not be less than seven and divided into one or more of the following:-
 - (a) the Subscribers to the Memorandum of Association; or
 - (b) those persons having been nominated by a 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. Such registration by GLAD shall confer upon the applicants the status of being a Borough Association Member; or
 - (c) such other persons as the Executive may from time to time in its absolute discretion admit to GLAD's Membership Register. Such registration by GLAD will confer upon the person the status of being a Co-opted Member.
- 5 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.
- 6 The rights and privileges bestowed by Membership shall not be transferrable.
- 7 No person shall be admitted to Membership unless they are prepared to uphold and assist to the best of their ability in the advancement of GLAD's objects.
- 8 Provided that the Membership shall not fall below seven, Membership shall cease on the occasion of one or more of the following events:-
 - (a) upon written notice being served on the Secretary of GLAD stating a Member's intention to resign; or
 - (b) upon their failing to pay such Membership subscription fee or the Borough Association, 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) upon written notice of a resolution being passed by a Borough Association and signed by all that Association's Officers that the authority of one or both of their Borough Association Members has been withdrawn; or
 - (d) upon their death; or
 - (e) upon their being adjudged bankrupt; or

(f) upon their compounding with their creditors; or

(g) upon the Executive resolving by two-thirds majority that in the opinion of 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 persons shall be deemed still subsisting.

9 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 Borough Association Members; and
- IV A Register of Co-opted Members; and
- V A Register of Executive Members; and
- VI A Register of Executive Members' interests in debentures (if any) of the Association or its associated companies; and
- VII A Register of Secretaries; and
- VIII A Registrar of Charges; and
- IX A Register of Sealings.

GENERAL MEETINGS

10 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 any subsequent AGM within a period of not more than 15 months 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.

11 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

- 12 14 clear days notice at least (ie inclusive of the day upon which the notice is served or deemed to be served and the day for which notice is given) or in the case of an AGM (or a 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 notices from GLAD and also to the Auditors of GLAD.
- 13 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) in the case of a meeting called as the AGM, by all Members present and having the right and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members being a majority together representing not less than 95 per centum of the total voting rights at that meeting of all the Members.
- 14 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 shall specify the meeting as such and the notice convening the meeting to pass a Special or Extraordinary Resolution shall specify the intention to propose the resolution as a Special or Extraordinary Resolution, as the case may be.
- 15 The accidental omission to give notice of any meeting to or by any person shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 16 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) 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) the announcement of all registrations of affiliated Borough Associations from the previous year and confirmation by the AGM of such affiliations; and
 - (c) the appointment of the Auditors and the fixing of their remuneration.

- 17 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For the purposes of General Meetings a quorum shall be at least one tenth of the GLAD Membership or the Membership of the Executive plus three Members whichever is the greater number, present in person or by proxy but in any event not less than two present in person.
- 18 If after half an hour from the time appointed for the meeting to commence a quorum is not present, the meeting, if convened on the requisition of the Members, shall be dissolved. In any other case it may be adjourned to the same time, 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 appointed for the meeting to commence, the Members then present shall be a quorum.
- 19 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 the Members of the Executive decline to take the chair, they shall choose some Member of GLAD present to be Chairperson.
- 20 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 which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, seven days' notice of the adjourned meeting shall be given in like manner as in the case of an 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.
- 21 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 the result of a show of hands) demanded:-
 - (a) by the Chairperson; or
 - (b) by at least three Members present in person and entitled to vote; or

(c) 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 a 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.

- 22 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.
- 23 In the case of an equality of votes, whether on a 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.
- 24 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 time and place as the Chairperson directs.
- 25 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

- 26 Every Member who is present in person or represented by proxy duly appointed in writing shall have a vote and such proxy shall be entitled to vote on a show of hands as well as on a poll. The appointment of proxy shall be in the following form or a form as near thereto as circumstances admit:-

"GREATER LONDON ASSOCIATION FOR DISABLED PEOPLE

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 19 ., and at any adjournment
thereat.

Signed this day of 19 ."

- 31 Unless and until otherwise determined by GLAD in General Meeting the directly elected members of the Executive shall be not less than 7 nor more than twenty-two in number subject to the provision that in no circumstances other than mistake or oversight, shall the directly elected Borough Association Members be less than 51% or more than 60% of the total membership of the directly elected Executive. Provided that if at any time the majority of the members of the Executive Committee shall not be comprised of disabled people 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 Committee with entitlement to vote. The number of such appointees at any time shall be the lowest number sufficient to ensure that the majority of the members of the Executive are disabled people. Further, all members of the Executive must also be GLAD members.
- 32 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 a 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.
- 33 The office of a member of the Executive shall be vacated on the occasion of one or more of the following events:-
- (a) notice in writing being served by them on GLAD's Secretary stating their intention to resign; or
 - (b) their being adjudged bankrupt or compounding with their creditors; or
 - (c) their being incapable by reason of mental disorder, illness or injury of managing and administering their own property and affairs; or
 - (d) 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) 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.

POWERS OF THE EXECUTIVE COMMITTEE

- 34 The business of GLAD shall be managed by the Executive who may pay all expenses incurred in forming and registering GLAD and may exercise all such of GLAD's powers as are not by the Statutes or by these presents required to be exercised by GLAD in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes, and to such regulations, 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.
- 35 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 presents), 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.
- 36 All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys 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.

ROTATION OF MEMBERS OF THE EXECUTIVE

- 37 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 adjournment of the meeting. The members of the Executive to retire in every year shall be first, those who have been appointed to fill a casual vacancy under the provisions of the next succeeding Article 38 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 they otherwise agree among themselves) be determined by lot.

- 38 Subject to the proviso to Article 31 the Executive shall have 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 have retired.
- 39 GLAD may by Ordinary Resolution of which special notice has been give 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 38 hereof.

PROCEEDINGS OF THE EXECUTIVE

- 40 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 case of an equality of 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 the Executive shall, at any time summon a meeting of the Executive. Not less than seven clear days' notice shall be given of 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.
- 41 The quorum necessary for the transaction of business of the Executive shall be not less than half the number of members of the Executive.
- 42 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.
- 43 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 but not for any other purpose.

- 44 a) At each AGM the members of GLAD shall elect to the Executive Committee from amongst the membership of GLAD a Chairperson, two Vice Chairpersons and 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.
- b) The offices of Chairperson and Vice Chairperson shall be subject to a term of not more than 5 successive years without a break.
- c) The Chairperson or when absent one of the Vice Chairpersons 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.
- 45 A resolution in writing, signed, or by proxy if unable to sign, by all the members for the time being in the United Kingdom, shall be as effective as a resolution passed at a meeting of the Executive duly convened and held.
- 46 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.
- 47 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 in exercise of the powers so delegated, conform to any regulations that may 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.
- 48 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

- 49 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.
- 50 The President or Vice-President shall, if the members of the Executive so decide, attend but not vote, at Executive meetings.

SECRETARY

- 51 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

- 52 The Secretary shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Executive; and
 - (b) of the names of members of the Executive present at each meeting of the Executive and of any committee of the Executive; and
 - (c) of all resolutions and proceedings at all General Meetings of GLAD and meetings of the Executive.

THE SEAL

- 53 The seal of GLAD shall not be affixed to any instrument except by the authority of a resolution of 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 instrument.
- 54 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

- 55 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.

- 56 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 right of inspecting any account or book or document of GLAD save for such 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.
- 57 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.
- 58 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 the 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.
- 59 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

- 60 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.
- 61 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 service by GLAD of notices to that Member at such nominated address shall for the purposes of these presents 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.

INDEMNITY

- 62 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 proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application made under Section 448 of the Act or Section 36 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

- 63 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 presents.

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

Dated the _____ day of _____ 19__

Witness to the above Signatures:-