



COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

12

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

For official use

[ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ] [ ]

2279105

Name of company

\* GREATER MANCHESTER LOW PAY UNIT LTD

\* Insert full  
name of Company

I, DAVID STUART LAMBERT  
of John Dalton House 121 Deansgate Manchester M3 2AB

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at MANCHESTER  
GREATER MANCHESTER

Declarant to sign below

the 6<sup>th</sup> day of July  
One thousand nine hundred and eighty eight  
before me [Signature] Solicitor

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Presentor's name address and  
reference (if any):

DSL/DS  
Lambert Storey & Co  
John Dalton House  
121 Deansgate  
Manchester M3 2AB

For official Use  
New Companies Section

Post room



# Statement of first directors and secretary and intended situation of registered office

10

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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Name of company

* GREATER MANCHESTER LOW PAY UNIT LTD

The intended situation of the registered office of the company on incorporation is as stated below

Second Floor	
15 Piccadilly	
Manchester	
	Postcode M1 1LT

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X
---

LAMBERT STOREY & CO	
SOLICITORS JOHN DALTON HOUSE 121 DEANSGATE	
MANCHESTER	
	Postcode M3 2AB

Number of continuation sheets attached (see note 1)

1
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Presentor's name, address and reference (if any):

DSL/DS  
Lambert Storey & Co  
John Dalton House  
121 Deansgate  
Manchester M3 2AB

For official use

General Section

COMPANIES REGISTRATION
7 JUL 1988
OFFICE 14

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) ROGER FELLOWS		Business occupation ECONOMIST	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 10 LEACH ST, PRESTWICH, MANCHESTER		Date of birth (where applicable) (note 6)	
Postcode M25 7JA			
Other directorships† NONE			
I consent to act as director of the company named on page 1			
Signature <i>Roger Fellows</i>		Date 27/6/88	

†Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet

Name (note 3) THOMAS HART		Business occupation TU OFFICIAL	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 63 SHORLOWNT LITTLEBOROUGH		Date of birth (where applicable) (note 6)	
Postcode B45 8GA			
Other directorships† MECHANICS INSTITUTE			
I consent to act as director of the company named on page 1			
Signature <i>T Hart</i>		Date 27/6/88	

Name (note 3) KATS UDDIN		Business occupation DEVELOPMENT WORKER	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 75 STAMFORD ROAD CONGSLIGHT MANCHESTER M13 0SW		Date of birth (where applicable) (note 6)	
Postcode			
Other directorships† NONE			
I consent to act as director of the company named on page 1			
Signature <i>K Uddin</i>		Date 27.6.88	



Please do not  
write in  
this margin

COMPANIES FORM No. 288

**Notice of change of directors or  
secretaries or in their particulars  
(continuation)**

Continuation sheet No. 1  
to Form No. 288

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

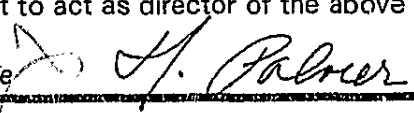
Company number


Name of company

\*Insert full name  
of company

\* GREATER MANCHESTER LOW PAY UNIT LTD

Particulars of new directors continued

Name (note 2 and 3)	HILDA PALMER	Business occupation	RESEARCHER
Previous name(s) (note 2)		Nationality	BRITISH
Address (notes 3 and 4)	30 VINE STREET KERSAL, SALFORD M70PG	Date of birth (where applicable) (note 5)	
Other directorships (note 6)	WOMEN WORKING WORLDWIDE		
I consent to act as director of the above company			
Signature			Date 1/7/88

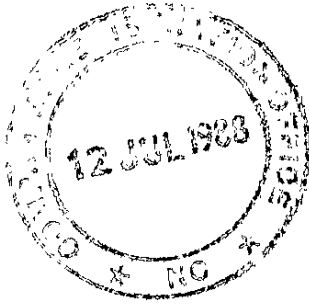
Name (note 2 and 3)	CHRISTINE JONES	Business occupation	ADMINISTRATOR
Previous name(s) (note 2)		Nationality	BRITISH
Address (notes 3 and 4)	20 ST CATHERINE'S ROAD WITHINGTON MANCHESTER M20 9EF	Date of birth (where applicable) (note 5)	
Other directorships (note 6)	NONE		
I consent to act as director of the above company			
Signature			Date 5-7-88

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

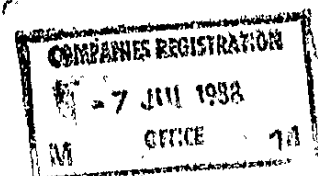


2279105



MEMORANDUM OF ASSOCIATION  
of  
GREATER MANCHESTER LOW PAY UNIT LTD

1. The name of the Company (hereinafter called "the Unit") is GREATER MANCHESTER LOW PAY UNIT LTD
2. The Registered Office of the Unit will be situated in England
3. A. The Objects for which the Unit is established are:
  - (a) to provide an information and advice service for individual low paid workers and their representatives;
  - (b) to work with trade unions voluntary agencies local authorities business organisations and other relevant bodies to co-ordinate action on low pay;
  - (c) to raise public awareness of the scale of low pay and related problems and the ways these might be tackled;
  - (d) to undertake research and investigate the scale causes and effects of low pay;
  - (e) to ensure that policy makers at national and local level are made aware of the results of the Unit's research and investigations;
  - (f) to develop a reference library on low pay and related issues for the benefit of the public and those with specialist interests in this area



Udd £50/100595

B. In furtherance of the above but not otherwise the Unit shall have the following powers:

- (a) to purchase take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which the Unit may think necessary for the promotion of its Objects and to construct maintain and alter any buildings or erections which the Unit may think necessary for the promotion of its Objects;
- (b) to publish books pamphlets reports leaflets journals films and instructional matter and to organise lectures broadcasts conferences and courses of instruction;
- (c) to purchase or otherwise acquire or found and to carry on schools and training courses and to run lectures seminars conferences courses and colloquia;
- (d) to make appeal for money and to solicit subscriptions to the funds of the Unit and to receive grants endowments donations sponsorship fees subscriptions and legacies from people or bodies desiring to promote the Objects of the Unit or any of them;
- (e) to work with schools institutes of further and higher education and other formal and informal educational groupings and with groups seeking to improve the lives of those with particular disadvantages be they social physical or mental;
- (f) to establish support or aid in the establishment and support of any company firm co-operative or other organisation the promotion of which shall in any way be calculated to advance directly or indirectly the Objects or interests of the Unit;
- (g) to purchase or otherwise acquire and undertake all or any part of the business property assets liabilities and transactions of any person firm or company carrying on any activity which the Unit is authorised to carry on;

- (h) to invest the moneys of the Unit not immediately required for its own purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject also as hereinafter provided;
- (i) to borrow money and to secure the repayment of any loans or other obligations of the Unit by mortgage or charge of any assets of the Unit
- (j) to draw make accept endorse negotiate discount and execute promissory notes bills of exchange cheques and other negotiable instruments
- (k) to engage or employ such personal (whether as Employees consultants advisers or however) as may be requisite to the promotion of the Objects of the Unit and subject to Clause 4 hereof to pay reasonable remuneration and make contributions to any fund and pay premiums for the purchase or provision of any gratuity pension or allowance for such Employees;
- (l) to do all other such lawful things as may be necessary for the attainment of the above Objects or any of them

4. The income and property of the Unit from whatsoever source derived shall be applied solely towards the promotion of its Objects set forth in this Memorandum of Association and no portion thereof shall be transferred directly or indirectly by way of dividend bonus or otherwise whatsoever by way of profit to the members of the Unit PROVIDED THAT nothing herein shall prevent any payment in good faith by the Unit:

- (a) of reasonable and proper remuneration to any member officer or servant of the Unit for any services rendered to the Unit including the payment of fair and proper wages to members who are Employees of the Unit;



- (b) of interest on money lent by any member of the Unit at a rate per annum not exceeding 6.50% or 2% above the Co-Operative Bank PLC base lending rate from time to time whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Unit;
- (d) to any member of the Unit in respect of out-of-pocket expenses

5. The liability of the members is limited

6. Every member of the Unit undertakes to contribute such amount as may be required not exceeding £1 to the assets of the Unit in the event of the same being wound up during the time she/he is a member or within one year afterwards for the payments of debts and liabilities of the Unit contracted before the time at which she/he ceases to be a member and of costs charges and expenses of winding up the same and for adjustments of the rights of the contributors among themselves

7. In the event of winding up or dissolution of the Unit after the satisfaction of all its debts and liabilities the assets remaining shall not be distributed amongst the members of the Unit but shall be transferred in the furtherance of the aforementioned Objects to some other institution or institutions having Objects similar to or compatible with any of the Objects of the Unit and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Unit by Clause 4 hereof such institution or institutions to be determined by a General Meeting or insofar as the assets are not transferred shall be held for charitable purposes

We, the several person whose names addresses signatures and descriptions are below subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association

# NAMES SIGNATURES ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

Name	KAIS UDDIN	Address	75 STAMFORD ROAD
Signature	<i>[Signature]</i>		LONGSIGHT
Occupation	Development worker		MANCHESTER M13 9SW
Name	Tom Hunt	Address	63 STURCHUNT
Signature	<i>[Signature]</i>		LITTLEBOURN
Occupation	T. UNION OFFICIAL		OLDS. 8 SW
Name	MILDA PALMER	Address	30 VINE STREET
Signature	<i>[Signature]</i>		HEXAL
Occupation	RESEARCHER		SALFORD M7 0PG
Name	ROGER FELLOWS	Address	10 LEACH ST
Signature	<i>[Signature]</i>		PRESTWICH
Occupation	ECONOMIST		MANCHESTER M25 7JA
Name	CHRISTINE JONES	Address	20 ST. CATHERINE'S RD
Signature	<i>[Signature]</i>		WITHINGTON
Occupation	ADMINISTRATOR		MANCHESTER M20 9EF
Name		Address	
Signature			
Occupation			
Name		Address	
Signature			
Occupation			

Dated this 5<sup>th</sup> day of July 19 88

## WITNESS TO THE ABOVE SIGNATURES

Name	DAVID STUART LAMBERT	Address	121 DEANSGATE
Signature	<i>[Signature]</i>		MANCHESTER
Occupation	SOLICITOR		M3 2AB

THE COMPANIES ACT 1985

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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ARTICLES OF ASSOCIATION  
of  
GREATER MANCHESTER LOW PAY UNIT LTD

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INTERPRETATIONS

1. In these Articles:

"the Act" means the Companies Act 1985 and any amendments from time to time in force

"the Unit" means the Company

"the Seal" means the Common Seal of the Unit

"the Secretary" means any person appointed to perform the duties of the Secretary of the Unit

"the Management Committee" means all those persons appointed to perform the duties of Directors of the Unit

"Employee" means anyone holding a contract of employment with the Unit

"in writing" shall unless the contrary intention appears be construed as including references to printing lithography photography and other modes of representing or reproducing words in a visible form

"member" means a person admitted to membership in accordance with these Articles who is qualified to be such

"a Subscriber" means a person who has subscribed the Memorandum of Association

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears.

Words importing persons shall include bodies corporate if not inconsistent with the context

Unless the context requires otherwise words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations became binding on the Company

### MEMBERS

2. For the purposes of registration the number of members of the Unit is declared not to exceed 500 but the Management Committee may from time to time register an increase in members
3. The Subscribers to the Memorandum of Association shall be the first members of the Unit
4. The Management Committee may admit to membership:
  - (a) individual persons who qualify for membership of the Unit without discrimination between persons by reference to wealth politics race religion sex or disability
  - (b) local authorities societies bodies corporate and associations which qualify for membership of the Unit provided that no political party or branch thereof shall qualify for membership.

An authority society body corporate or association which is a member shall by resolution of its governing body appoint a deputy who shall during the continuance of her/his appointment be entitled to exercise in any General Meeting of the Unit all such rights and powers as the local authority corporate body or association would exercise if it were an individual person. A copy of such resolution signed by the governing body shall be sent to the Secretary

### QUALIFICATION FOR MEMBERSHIP

5. Every member upon admission to membership shall become a full member. Fees payable shall be on a sliding-scale determined at the Annual General Meeting dependent on the size of the organization. Individuals shall pay at the lowest rate
6. The qualification for membership shall be that she/he or it
  - (a) has an interest in the Objects of the Unit by reason of:
    - (i) being a potential client of or user of the services provided by the Unit; or
    - (ii) providing support services resources or funding in furtherance of the Objects of the Unit; and
  - (b) has paid the appropriate annual subscription (if any) as fixed by the Unit at the Annual General Meeting or such other qualifications specified from time to time by the Management Committee

### REGISTER OF MEMBERS

7. The provisions of Section 352 of the Act shall be observed by the Unit and every member shall sign a written consent to become a member or sign the Register of Members on becoming a member. Each entry in the Register shall in the case of local authorities societies bodies corporate and associations include the name of their appointed deputy. A member shall notify the Secretary in writing within seven days of a change to their (or their deputy's) name or address

### CESSATION OF MEMBERSHIP

8. The rights and privileges of a member shall not be transferrable nor transmissible and all such rights and privileges shall cease upon the member ceasing to be such

9. A member shall cease to be a member immediately that she/he or it;

- (a) ceases to fulfil any of the qualifications for membership as specified by Article 6 or by the Management Committee from time to time; or
- (b) resigns in writing to the Secretary; or
- (c) is expelled by resolution of the Management Committee provided that any member so expelled shall have the right to appeal to a General Meeting of the Unit whose decision shall be final; or
- (d) dies or becomes bankrupt (if an individual person); or
- (e) is dissolved goes into liquidation or is wound up (except for the purposes of amalgamation or reconstruction) if a society corporate body or association

#### ANNUAL GENERAL MEETINGS

10. The Unit shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of its last preceding Annual General Meeting. The first Annual General Meeting shall be held within eighteen months of incorporation. The Annual General Meeting shall be held at such time and place as the Management Committee shall determine
11. The business of an Annual General Meeting shall include:
- (i) the appointment/election of Management Committee members;
  - (ii) the consideration of the Report and Accounts presented by the Management Committee;
  - (iii) the appointment and the fixing of the remuneration of the Auditor or Auditors;
  - (iv) the fixing of annual subscriptions, if any

### GENERAL MEETINGS

12. In addition to the Annual General Meeting there may be held in each year up to two Extraordinary General Meetings to be called by the Secretary at the discretion of the Management Committee
13. The Management Committee may whenever they think fit convene an Extraordinary General Meeting or an Extraordinary General Meeting may be convened by ten per centum of the members having voting rights as provided by Section 368 of the Act

### RESOLUTIONS

14. (a) Decisions at General Meetings shall be made by passing resolutions
- (b) Decisions involving an alteration to the Memorandum of Association or regulations in these Articles of Association of the Unit and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than three fourths of members present in person and entitled to vote
- (c) All other decisions shall be made by ordinary resolution requiring a simple majority of members present in person at the Extraordinary General Meeting and entitled to vote

### NOTICES

15. An Annual General Meeting and an Extraordinary General Meeting called to pass a Special Resolution shall be called by at least twenty-one clear days notice. A General Meeting called to pass an Ordinary Resolution shall be called by at least fourteen clear days notice
16. Notice of every General Meeting shall be given in writing to every member and to such other persons (including the Auditors) who are entitled to receive notice and shall be given personally or sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office

17. Notice of all meetings shall be exclusive of the day on which it is effected and shall specify the exact time and place of the meeting. In the case of an Extraordinary General Meeting convened to consider a Special Resolution such resolution shall be so specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised thereat shall be specified
18. Where notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and to have been effected at the expiration of forty-eight hours after the notice has been posted
19. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting

#### PROCEEDINGS AT GENERAL MEETINGS

20. Subject as hereinafter provided every member shall have one vote. Votes may only be given personally; proxy voting is not permitted
21. No person other than a member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Unit in respect of her/his membership shall be entitled to vote on any question at any General Meeting
22. No person shall debate or vote on any matter in which she/he is directly or indirectly interested either pecuniarily or otherwise without the permission of the majority of the persons present and voting such permission to be given or withheld without discussion
23. No business shall be transacted at a General Meeting unless a quorum of members is present. One third of the members or 15 members whichever is the lesser shall be a quorum
24. If within half an hour from the time appointed for the meeting a quorum is not present or if during a meeting such a quorum ceases to be present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned until the same



day in the next week at the same time and same place or otherwise as the Unit may decide in General Meeting. The members present at a meeting so adjourned shall constitute a quorum

25. The Chairperson, if any, of the Management Committee or in her/his absence some other person nominated by the Management Committee shall preside as a Chairperson of the General Meeting but at any General Meeting where the Chairperson or nominated person is not present within twenty minutes of the time appointed for the Meeting the members present shall choose one of their number to be Chairperson of that Meeting whose function shall be to conduct the business of the Meeting in an orderly manner
26. The Chairperson may with the consent of any General Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place but no business shall be transacted at an adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. Where a Meeting is adjourned for thirty days or more notice of the adjourned Meeting shall be given as in the case of the original Meeting. Except 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
27. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a secret ballot or poll before the vote is taken is demanded by at least two members present having the right to vote at the Meeting
28. Unless a secret ballot or poll be so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolutions
29. If a secret ballot or poll is duly demanded it shall be taken in such a manner as the Chairperson directs and she/he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the secret ballot or poll provided that each member shall have only one vote and the result of the secret ballot or poll shall be

deemed to be the resolution of the Meeting at which the secret ballot or poll was so demanded.

30. The demand for a secret ballot or poll shall not prevent the continuance of a Meeting for the transaction of any other business than the question upon which a secret ballot or poll has been demanded
31. The demand for a secret ballot or poll may before the secret ballot or poll is taken be withdrawn but only with the consent of the Chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
32. In the case of an equality of votes whether on a show of hands or on a secret ballot or poll the Chairperson shall not have a second or casting vote and the resolution shall be deemed to be lost
33. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in like form each signed by one or more members
34. The Unit may at its discretion invite other persons to attend its Meetings with or without speaking rights but without voting rights

#### MANAGEMENT COMMITTEE

35. Unless otherwise determined by the Unit in General Meeting the Unit shall have a Management Committee comprising not more than twenty-two members and not less than seven members. No person who has not attained the age of eighteen years shall be eligible to sit on the Management Committee
36. The initial Management Committee of the Unit from incorporation until the first Annual General Meeting shall be the Subscribers to the Memorandum of Association and such others as they may determine in writing
37. The Unit shall at all times seek to ensure that the various geographical areas served by the Unit women black and ethnic groups the disabled

and other disadvantaged sections of the community are adequately represented on the Management Committee: in furtherance of this principle the Unit shall specify a number of places on the Management Committee to be reserved for women. Local authorities providing funding for the Unit will be eligible for a certain number of places on the Management Committee; at the date of adoption of these Articles the number of such places is three. Following the first Annual General Meeting the composition of the Management Committee shall be as follows:-

- 2 places for representatives from Employees of the Unit
- 3 places for representatives from Funding and/or Local Authorities
- 5 places for representatives from Trade Unions
- 2 places for representatives from Employers/Statutory Bodies
- 2 places for representatives from Black/Ethnic Minority Groups
- 2 places for representatives from Disabled People's Groups
- 2 places for representatives from Women's Organisations
- 4 places for representatives from Employment Interest Bodies

38. The Management Committee may at any time appoint any member to serve on the Management Committee provided that the composition of the Management Committee shall not exceed the number specified in Article 35 and shall always conform to that specified in Article 37 and that no more than 5 such appointments shall be made between one Annual General Meeting and the next
39. A Management Committee member shall subject to Article 44 below hold office until the next Annual General Meeting following her/his appointment
40. On expiration of the period of office for which she/he was appointed a Management Committee member shall be eligible for re-election
41. A Management Committee member must declare any interest financial or otherwise and shall not vote in respect of any contract in which she/he is directly or indirectly interested or any matter arising therefrom and if she/he does so vote her/his vote shall not be counted
42. Employees of the Unit elected or appointed to the Management Committee shall not participate in discussions in respect of matters relating to the employment of Unit staff and will have no voting rights on matters

arising thereof. Trade Union representatives appointed by Unit staff shall be entitled to attend and participate in such discussions but shall have no voting rights

43. Any remuneration of Management Committee members shall only be in respect of services actually rendered to the Unit including the payment of fair and proper wages in the case of Management Committee members employed by the Unit. Management Committee members may also be paid all reasonable expenses incurred by them in attending and returning from meetings of the Management Committee or General Meetings of the Unit or in connection with the business of the Unit
44. Any Management Committee member may act in a professional capacity for the Unit and she/he or her/his firm shall be entitled to remuneration for professional services as if she/he were not a Management Committee member; provided that nothing contained herein shall authorise a Management Committee member or her/his firm to act as Auditor to the Unit
45. The office of Management Committee member shall be immediately vacated if she/he:-
  - (a) resigns her/his office in writing to the Unit; or
  - (b) ceases to be a member or is the deputy of a member which ceases to be a member in accordance with Article 9; or
  - (c) fails to declare her/his interest in any contract as referred to in Article 41; or
  - (d) is absent from three successive Meetings of the Management Committee during a continuous period of twelve months without special leave of absence from the Management Committee and they pass a resolution that she/he has by reason of such absence vacated office; or
  - (e) becomes bankrupt or of unsound mind; or
  - (f) is removed from office by resolution of the Unit in General Meeting in accordance with Section 303 of the Act; or

(g) ceases to hold office by reason of any order made under Sections 1 to 6, 8, 10, 13, 16, 17, 19 and 22 of the Company Directors Disqualification Act 1986 and Section 12 of the Insolvency Act 1985

46. Unless and until otherwise determined by the Unit by Special Resolution either generally or in any particular case Section 293 of the Act shall not apply and therefore no person having attained the age of seventy shall be prohibited from holding the office of Management Committee member

#### POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

47. The business of the Unit shall be managed by the Management Committee who may pay all expenses of the formation of the Unit as they think fit and may exercise all such powers of the Unit as may be exercised and done by the Unit and as are not by statute or by these Articles required to be exercised or done by the Unit in General Meeting
48. No regulation made by the Unit in General Meeting shall invalidate any prior act of the Management Committee which would have been valid had that regulation not been made
49. All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for moneys paid to the Unit shall be signed drawn accepted endorsed or otherwise executed as the case may be in such a manner as the Management Committee shall from time to time by resolution determine
50. Without prejudice to its general powers the Management Committee may exercise all the powers of the Unit to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Unit or of any third party
51. The Management Committee may on behalf of the Unit with the approval of a General Meeting pay a gratuity or pension or allowance on retirement to any Management Committee member who has held any salaried office or place of profit with the Unit or to her/his widow(er) or dependents and may make contributions to any fund and pay premiums for the purchase or

provision of any such gratuity pension or allowance

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

52. Members of the Management Committee may meet together for the despatch of business adjourn and otherwise regulate their Meetings as they see fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes the Management Committee shall refer the matter to a General Meeting of the Unit. There shall be a minimum of nine meetings of the Management Committee per year
53. A Management Committee member may and the Secretary on the requisition of a Management Committee member shall summon a meeting of the Management Committee. It shall not be necessary to give notice of a meeting of the Management Committee to any of its members for the time being absent from the United Kingdom
54. The quorum necessary for the transaction of the business of the Management Committee shall be seven Management Committee members
55. The Management Committee may notwithstanding any vacancy in their body if so long as their number is less than the minimum prescribed in these Articles act for the purposes of increasing the number of Management Committee members to that number or of summoning a General Meeting of the Unit but for no other purpose
56. At any Management Committee Meeting where the Chairperson is not present within twenty minutes of the time appointed for the Meeting the Management Committee members present shall choose one of their number to be Chairperson of the Meeting whose function shall be to conduct the business of the Meeting in an orderly manner
57. The Management Committee shall cause accurate records to be made in books provided for that purpose of:
  - (a) the names and addresses of all members
  - (b) the name and date of appointment of all persons elected to office pursuant to Article 62 below

- (c) the names of the Management Committee members officers members and other persons present at all General Management Committee and Sub-Committee Meetings of the Unit
- (d) minutes of all proceedings and resolutions at all General Management Committee and Sub-Committee Meetings of the Unit
- (e) all applications of the Seal to any document

All such records and minutes shall be open to inspection during normal working hours by any member of the Unit and by any person authorised by the Unit in General Meeting

- 58. The Management Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Unit as they think fit; any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Management Committee
- 59. All acts done by any Meeting of the Management Committee or by any other person acting as a member of the Management Committee shall notwithstanding that it was afterwards discovered that there was some defect in the appointment of any such Management Committee member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Management Committee member
- 60. A resolution in writing signed by all the Management Committee members shall be valid and effective as if it had been passed at a Meeting of the Management Committee and may consist of several documents in like form signed by one or more Management Committee members
- 61. All Employees of the Unit may attend Management Committee Meetings but only those Employees who are members of the Management Committee may speak and vote except that the Management Committee may give permission to Employees who are not members of the Management Committee to speak but not vote. The Management Committee may at its discretion invite other persons to attend its Meetings with or without speaking rights and without voting rights

## OFFICERS

62. The Management Committee shall elect annually from their number a Chairperson Vice-Chairperson and Treasurer of the Unit who shall have such duties and responsibilities as the Management Committee may determine and any officer so appointed may be removed by the Management Committee or by resolution of a General Meeting. The elections shall take place at the first meeting of the Management Committee after the Annual General Meeting.

The initial Chairperson Vice-Chairperson and Treasurer of the Unit from incorporation until the first Meeting of the Management Committee after the Annual General Meeting shall be elected from the initial Management Committee of the Unit pursuant to Article 36

## SECRETARY

63. Subject to Section 283 of the Act the Management Committee shall appoint a Secretary of the Unit for such term at such remuneration and upon such conditions as they think fit; and subject to ratification by an Annual General Meeting any Secretary so appointed may be removed by them
64. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Management Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities

## THE SEAL

65. The Management Committee shall provide for the safe custody of the Seal which shall only be used by the authority of the Management Committee and every instrument to which the Seal shall be applied shall be signed by a Management Committee member and shall be countersigned by the Secretary or by a second Management Committee member. Every such application of the Seal shall be minuted

## ACCOUNTS

66. The Management Committee shall cause proper books of account to be kept



in accordance with the law for the time being in force with respect to:-

- (a) all sums of money received and expended by the Unit and the matters in which the receipt and expenditure takes place
  - (b) all sales and purchases of goods by the Unit
  - (c) the assets and liabilities of that Unit
67. The books of account shall be kept at the Registered Office of the Unit or subject to Section 222 of the Act at such other place or places as the Management Committee thinks fit and shall always be open to the inspection of all members and officers and by other persons authorised by the Unit in General Meeting
68. The Management Committee shall from time to time in accordance with Sections 227 and 241 of the Act cause to be prepared and to be laid before the Unit in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and any reports referred to in these Sections
69. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Unit in General Meeting together with a copy of the Auditor's report and Management Committee's report shall not less than twenty-one days before the date of the Meeting subject nevertheless to the provisions of Section 240(4) of the Act be sent to every member and every holder of debentures of the Unit provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Unit is not aware or to more than one of the joint holders of any debentures. The Auditor's report shall be open to inspection and shall be read at the Meeting

#### AUDIT

70. Once at least every year the accounts of the Unit shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors

71. Auditors shall be appointed and their duties regulated in accordance with Sections 237 and 384 of the Act

#### WAGES AND WELFARE

72. The wages paid to Employees of the Unit shall be fixed at levels according to the principle of equal pay for equal work performed or on such other basis as determined by the Unit from time to time including (without prejudice to the generality of the foregoing) taking into account the needs and domestic responsibilities of Employees
73. The terms and conditions of contracts of employment of Employees shall be determined by the Management Committee
74. The Unit shall respect the rights of Employees to be members of a trade union and shall recognise the right of a specified trade union to negotiate on behalf of the Unit's Employees and shall offer Employees all facilities for trade union work as may be determined by statute and as members of the Unit from time to time agree in General Meeting

#### INDEMNITY

75. Every member Management Committee member Secretary Auditor and other officer for the time being of the Unit shall be indemnified out of the assets of the Unit against any losses or liabilities incurred by her/him in or about the execution or discharge of the duties of her/his office subject to the provisions of Section 310 of the Act except to the extent that such losses or liabilities shall be attributable to:-
- (a) fraud or other matters in respect of which the person concerned shall be convicted of a criminal offence; or
  - (b) negligence; or
  - (c) actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question

## DISSOLUTION

76. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Unit shall have effect as if the provisions thereof were repeated in these Articles

# NAMES SIGNATURES ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

Name	..... K. A. S. UDDIN .....	Address	..... 75 STAMFORD ROAD .....
Signature	..... <i>K. A. S. Uddin</i> .....	..... LONGSIGHT, MANCHESTER .....	..... M13 0SW .....
Occupation	..... Development Worker .....		
Name	..... Tom. Ware .....	Address	..... 63 STORMOUNT .....
Signature	..... <i>Tom. Ware</i> .....	..... W. TILGATE ROAD .....	..... OLTON & CO. .....
Occupation	..... TRADE UNIONIST & FELLOW .....		
Name	..... HILDA PALMER .....	Address	..... 30 VINE STREET .....
Signature	..... <i>H. Palmer</i> .....	..... KERSAL .....	..... SALFORD M7 0PG .....
Occupation	..... RESEARCHER .....		
Name	..... ROGER FELLOWS .....	Address	..... 10 LEACH ST. ....
Signature	..... <i>Roger Fellows</i> .....	..... PRESTWICH .....	..... MANCHESTER M25 7TA .....
Occupation	..... ECONOMIST .....		
Name	..... CHRISTINE JONES .....	Address	..... 20 ST. CATHERINE'S RD. ....
Signature	..... <i>Christine Jones</i> .....	..... WITHINGTON .....	..... MANCHESTER M20 9EF .....
Occupation	..... ADMINISTRATOR .....		
Name	..... .....	Address	..... .....
Signature	..... .....	..... .....	..... .....
Occupation	..... .....	..... .....	..... .....
Name	..... .....	Address	..... .....
Signature	..... .....	..... .....	..... .....
Occupation	..... .....	..... .....	..... .....

Dated this 5<sup>th</sup> day of July 1988

## WITNESS TO THE ABOVE SIGNATURES

Name	..... DAVID STUART LAMBERT .....	Address	..... 121 DEANSGATE .....
Signature	..... <i>D. S. Lambert</i> .....	..... MANCHESTER .....	..... M3 2AB .....
Occupation	..... SOLICITOR .....		



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2279105

I hereby certify that

**GREATER MANCHESTER LOW PAY UNIT LTD**

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 20 JULY 1988

A handwritten signature in dark ink, appearing to read 'Bliss. [unclear]'.

an authorised officer