

**EFFECTIVE RESOLUTION OF  
EXTRA ORDINARY MEETING OF LINK-ABILITY  
COMPANY NUMBER : 2350533  
THURSDAY 12 MARCH 1998  
7.00 PM**

**RESOLUTION NUMBER 1 - MEMORANDUM OF ASSOCIATION**

That the Memorandum of Association of Link-Ability be amended in accordance with the changes set out at Appendix 1

**RESOLUTION NUMBER 2 - ARTICLES OF ASSOCIATION**

That the Articles of Association of Link-Ability be amended in accordance with the changes and additions set out in Appendix 2.

Signed ..... *Robert K. Sage* .....  
**ACTING CHAIRPERSON**



## *APPENDIX 1*

### *CHANGES TO THE MEMORANDUM OF ASSOCIATION*

#### *CLAUSE 3*

Page 3, Third proviso (ie. penultimate paragraph of Clause 3)

- 1) *Line 3* : Delete “and” after Wales and substitute “the”
- 2) *Line 11* : After “as they would” insert the words “have been”
- 3) *Line 12*: After “Governing Body” delete the words “have been”

#### *CLAUSE 6*

Sub Paragraph (a)

- 1) After the words “of reasonable and” delete the word “property” and substitute the word “proper”

## **APPENDIX 2**

### **CHANGES TO THE ARTICLES OF ASSOCIATION**

#### **ARTICLE 1 : General**

Against the words “The Council” replace under the “meaning” column the existing meaning with the following meaning :-

“The Council of Management for the time being of the Company (also commonly referred to as the Board of Directors)”

#### **ARTICLE 5 : Fourth Line**

Substitute for the last word “Society” the word “Company”

#### **ARTICLE 7**

Delete the existing Article and replace with the following Article :-

“There shall be 5 classes of full membership : viz

##### **7.1 Parent/Advocate Class**

This class of membership shall be open to parents or other advocates of people for the time being cared for or supported by Link-Ability, subject to membership being restricted to not more than two parents/advocates for each person receiving care or support. The parent/advocate class shall also be open to the parents of dependent children with learning disability (including children over 18 years of age) with priority to such parents residing in the Borough of Chorley and South Ribble and who are seeking future care for their child and who view Link-Ability as a possible carer organisation for their child.

##### **7.2 Funder Class**

Membership will be open to organisations funding the care and support of people in the care of Link-Ability.

### ***7.3 Associated Organisation Class***

Membership will be open to organisations and agencies, whether corporate or incorporate, which are involved in aiding and supporting people with learning difficulty and who are interested in supporting the aims, objectives and work of Link-Ability.

### ***7.4 Sponsor/Volunteer Class***

Membership will be open to individuals and corporate bodies who are willing to sponsor or otherwise financially support Link-Ability or who are willing to give Link-Ability tangible support in kind in any way.

### ***7.5 Staff Representative Class***

The staff of each operating unit of Link-Ability shall be entitled to propose one of their number per unit to be admitted annually to membership of the Company.

In addition, the Council may, at their discretion, grant honorary membership (including the status of patron) of the Company to such persons as they see fit. They may also, at their discretion, withdraw honorary membership from any person to whom it may have been granted. Honorary members will be entitled to attend general and annual meetings of the Company, but shall not be entitled to vote at such meetings.

For all classes of full membership, it is a requirement of continuing membership that the annual subscription, fixed from time to time by the Council, shall have been paid.

### ***ARTICLE 8 : Line 3***

For the last word "Society" substitute the word "Company"

### ***ARTICLE 38***

The following Articles numbered 38(a) and 38(b) shall be added.

38(a) The parent advocate class of membership, as a group, shall have the right to nominate from amongst their membership and if there is more than one person nominated, elect by voting amongst their class of membership,

a parent/advocate director, such parent director to have full and equal rights as other members of the Council. A person nominated to Council under the provision of this Article shall be subject to the provisions of Articles 45 to 50 in the same way as other members of Council, so far as concerns period and rotation of office.

38(b) Provided always that, if no member of the parent/advocate is willing to be nominated for membership of the Council, the decisions and other actions of the Board shall in no way be invalidated.

#### ***ARTICLE 48***

The following words shall be inserted at the commencement of the first sentence :-

“With the exception of a person nominated to Council Membership as parent/advocate Director, by the parent/advocate class by virtue of Article 38(a).”