

As modified AT 12 MAY EGM (2001).

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THE COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF CUMBRIA DEAF ASSOCIATION

1. Name of Company
The name of the Company is Cumbria Deaf Association called in this document "the Company".
2. Registered Office
The registered office of the Company will be in England and Wales.
3. Statement of Intention
The Company must remain non-party in politics and non-sectarian in religion. It must not discriminate on the grounds of sex, religious or political beliefs or other opinion.
4. Objects of the Company
 - 4.1 The Objects of the Company shall be the educational, physical, social and spiritual well being of deaf, deafened, hard of hearing and Deafblind [hereinafter referred to as "deaf"] people of all ages and their families mainly but not exclusively in the county of Cumbria.
5. What the Company may do
 - 5.1 In furtherance of the above Objects but not further or otherwise the Company shall have the following powers:
 - [a] To ascertain the existence of deaf people and keep a register of them as required by the Chronically Sick and Disabled Persons Act 1970 and the Disabled Persons, Services, Consultation and Representation Act 1986.
 - [b] To write, print or otherwise reproduce and circulate, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes.
 - [c] To give advice and practical assistance to deaf people and to afford them such guidance as to social, health or welfare services or any employment opportunities and educational or training facilities which may be available and advantageous to them.
 - [d] To make provision for the training of staff of the Company, deaf people and other individuals and groups where the training will be of benefit to the Company.
 - [e] To promote meaningful communication with deaf people through sign language and lip reading classes, issuing technical equipment and all other methods deemed suitable.
 - [f] To promote access to services and to increase the awareness of the community as to the problems encountered by deaf people.
 - [g] To encourage churches to provide pastoral ministry to the deaf.



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- [h] Construct, manage, maintain, furnish and fit the premises that the Company may need for its Objects.
- [i] To employ and pay any employees, officers, and professional or other advisers.
- [j] Take out insurance against such foreseeable risks as the Committee feels appropriate.
- [k] Raise funds, borrow moneys and receive contributions from anyone through subscriptions or in any other way.
- [l] Hire or acquire any land or property of any sort.
- [m] Publish or distribute anything in any form in furtherance of the Objects.
- [n] Promote or carry out research.
- [o] Promote and advertise the Company's activities.
- [p] Apply for government or other grants.
- [q] Make grants or loans of money and to give guarantees.
- [r] Invest any money that the Company does not immediately need in any investments, securities or properties.
- [s] Set up, support or administer any charity that may promote the Company's Objects.
- [t] Make reasonable provision for the payment of pensions to or on behalf of employees and their wives, husbands or other dependants.
- [u] To carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of the Company or the trade is temporary and ancillary to the Objects.
- [v] Join with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own.
- [w] To establish reserves against future expenditure.
- [x] Open and operate banking accounts and other banking facilities.
- [y] Enter into any arrangements with any governments, authorities or any person, company or association necessary to promote any of the Company's Objects.
- [z] To provide Indemnity Insurance to cover the liabilities of the Committee which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company, provided that any such insurance shall not extend to any claim arising from any act or omission which the Committee knew was a breach of trust or duty or which was committed by those persons or person in reckless disregard of whether it was a breach of trust or not and provided also that any such Insurance shall not extend to the costs of all unsuccessful defence to a criminal prosecution brought against the Committee in their capacity as Directors of the Company.
- [aa] To pay the costs of forming the Company.
- [bb] To do anything else written in the law which promotes or helps to promote the Company.

6. Restrictions on what the Company can do

- 6.1 If the Company takes or holds any property which may be subject to any trusts, it may only deal with or invest the property in accordance with the law governing such trust.
- 6.2 The income and property of the Company must be applied solely towards promoting its Objects, none of it may be paid or transferred directly or indirectly to members of the Company in any way except as shown below under "Allowed Payments".

7. Allowed Payments

- 7.1 The Company may pay:
 - [a] Interest on money lent by any member of the Company or its Committee. The annual rate of interest must not be more than 2% below the base rate of one of the clearing banks.
 - [b] Reasonable out-of-pocket expenses to any member of the Committee.
 - [c] Reasonable and proper payment to a company of which a member of the Committee holds not more than a hundredth of the capital.

8. Alterations to this Memorandum

- 8.1 No alterations to this Memorandum may be made which would cause the Company to stop being a charity in law. Other alterations to this Memorandum may only be made by special resolution. For a special resolution to be valid, 21 clear days notice of it must be given, and 75% of those voting must be in favour of it.
- 8.2 The only alterations permitted are those that enable the Company to do things set out in The Act. The Charity Commission and the Companies Registrar must be informed of alterations.

9. Limited Liability

- 9.1 The liability of the members is limited.

10. Guarantee by members of the Company

- 10.1 Every member of the Company agrees to contribute to the Company £1 or any smaller amount required if:
 - [a] The Company is wound-up while he or she is a member or within a year afterwards; and
 - [b] The Company has debts and liabilities which it cannot meet out of its assets.

11. Winding-up of the Company

- 11.1 If the Company is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, the property must not be distributed among the members of the Company. Instead it must be given or transferred to some other charitable institution or institutions having similar Objects to those of the Company and which must prohibit the distribution of its income and property among its members to an extent at least as great as shown in Clause 5.

11.2 The institutions will be chosen by the members of the Company at or before the time when the Company is wound-up or dissolved.