

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF EMMAUS MERSEYSIDE

Interpretation

1. In these Articles:

"Charity" means the company intended to be regulated by these Articles;

"Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"Articles" means these Articles of Association;

"Clear days" means the period excluding both the day when notice is given or deemed to be given and the day for which such notice is given or on which it is deemed to take effect;

"executed" means any mode of execution;

"Memorandum" means the Memorandum of association of the Charity;

"Office" means the registered office of the Charity;

"Seal" means the common seal of the Charity if it has one;

"Secretary" means the Secretary of the Charity or any other person appointed to perform the duties of Secretary of the Charity, including a joint, assistant or deputy Secretary;

"Trustees" means the directors of the Charity (and "Trustee" has a corresponding meaning);

"United Kingdom" means the United Kingdom of Great Britain and Northern Ireland;

and

words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

Subject as aforesaid, words or expressions contained in the Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members.

2. The members of the Charity shall be: (i) the subscribers to the Memorandum, (ii) Emmaus UK (so long as the Charity is a member of Emmaus UK) and (iii) such other persons or organisations as are admitted to membership in accordance with Article 57. No person shall be admitted as a member of the Charity unless his application for membership is approved by the Trustees.



Unless otherwise provided by the Rules, the Trustees may in their absolute discretion permit any member of the Charity to retire, provided that after any such retirement the number of members is not less than two.

General meetings

3. The Charity shall hold an annual general meeting in each year in addition to any other meetings held in that year. Not more than fifteen months shall elapse between the date of one annual general meeting and the next, provided that, so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation nor in the following year. All general meetings other than the annual general meeting shall be called extraordinary general meetings. All meetings shall be held at such times and places as the Trustees shall appoint. In addition to general meetings, the Trustees shall be entitled to hold meetings of their own.

4. The Trustees may call general meetings and, on requisition of members pursuant to the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of such requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any member of the Charity may do so.

Notice of general meetings

5.1 Annual general meetings shall be called by at least twenty-one clear days notice. Extraordinary general meetings shall be called by at least fourteen clear days notice.

5.2 A general meeting may be called by shorter notice if so agreed:

5.2.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and

5.2.2 in the case of any other meeting, by a majority in number of members entitled to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at a meeting of all the members.

5.3 The notice of any general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and the notice of an annual general meeting shall specify the meeting as such.

5.4 The notice of a general meeting shall be delivered to all the members, to all the Trustees and to the auditors, but the accidental omission to give notice of a meeting to or the non- receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings of such meeting.

Proceedings at general meetings

6. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one quarter of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

7. If a quorum is not present within half an hour of the time appointed for the meeting or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Trustees may determine.

8. The Chairman of the Trustees or, in his absence, some other Trustee elected by the Trustees present at the meeting, shall preside as Chairman of the meeting. If there is only one Trustee present and willing to act, he shall be Chairman. If there is no Chairman presiding within fifteen minutes after the time set for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chairman.

9. A Trustee whether or not a member shall be entitled to attend and speak at any general meeting.

10. The Chairman may with the consent of or at the direction of a meeting at which a quorum is present adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting which could not have been transacted had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.

11. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of such show of hands a poll is duly demanded;

11.1 by the Chairman; or

11.2 by two or more members having the right to vote at the meeting; or

11.3 by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

12. Unless a poll is duly demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

13. With the consent of the Chairman a demand for a poll may be withdrawn before the poll is taken, in which event the result of a show of hands declared before the demand for the poll was made shall stand and the meeting shall continue as if the demand had not been made.

14. A poll taken on the election of a Chairman or on a question of adjournment shall be taken immediately, but otherwise a poll shall be taken as the Chairman directs not being more than thirty days after the poll is demanded. The Chairman may appoint scrutineers (who need not be members) and if the poll is not held immediately may fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be a resolution of the meeting at which the poll is demanded.

15. If the time and place at which a poll is to be taken are announced at the meeting at which such poll is demanded, no further notice need be given, but otherwise at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

16. The demand for a poll shall not prevent continuance of a meeting for the transaction of any other business other than the resolution on which the poll is demanded.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote which he may have.

18. A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)

Votes of members

19. Subject to Article 17 every member entitled to vote shall have one vote.

20. No member shall be entitled to vote at any general meeting unless all moneys payable by him to the Charity have been paid.

21. Any objection raised to the qualification of a voter shall be made only at the meeting or adjourned meeting at which his vote is tendered. Such objection shall be referred to the Chairman whose decision shall be final and conclusive and every vote not disallowed at the meeting shall be valid.

22. Any organisation which is a member of the Charity may by resolution of its governing body authorise any person to act as its representative at any meeting of the Charity and such person shall be entitled to act on behalf of the organisation as if it were an individual member of the Charity.

23. Unless notice of the determination of authorization has been received by the Charity at the office before the commencement of the meeting, the adjourned meeting or the time appointed for taking a poll, a vote given or poll demanded by the duly authorised representative of a member organisation shall be valid.

Trustees

24. The number of Trustees shall be not less than three but not more than fifteen.

25. The first Trustees shall be those representatives in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future Trustees shall be appointed as provided hereunder.

Powers of Trustees

26. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees, who may exercise all the powers of the Charity. No alteration of the Memorandum nor of the Articles and no direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers limited by this article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

27. In addition to all the powers hereby expressly conferred upon them and without detracting from the generality of the powers under the Articles, the Trustees shall have the following powers, namely:

27.1. to expend the funds of the Charity in such manner as they shall consider beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity;

27.2 to enter into contracts on behalf of the Charity.

Appointment and retirement of Trustees

28. At the first Annual General Meeting all the Trustees shall retire from office and at every subsequent annual general meeting one third of the Trustees or, if their number is not three nor a multiple of three, the number nearest to one third shall retire from office.

29. Subject to the provisions of the Act, the Trustee or Trustees to retire by rotation shall be the Trustee or Trustees who has or have been longest in office since their appointment or last reappointment, but as between persons who became appointed or reappointed on the same day those to retire shall be determined by agreement or, failing that, by lot.

30. If the Charity does not, at the meeting at which a Trustee retires by rotation, fill the vacancy, the retiring Trustee shall be deemed to have been reappointed, unless it is resolved not to fill the vacancy or he is not willing to act or a resolution for his reappointment is put to the meeting and lost.

31. No person other than a Trustee retiring by rotation shall be appointed or reappointed at any general meeting unless:

31.1 he is recommended by the Trustees; or

31.2. not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Trustees together with a notice executed by that person of his willingness to be appointed or reappointed.

32. No person shall be appointed a Trustee:

32.1. who has not attained the age of eighteen years; or

32.2. in circumstances that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 36.

33. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting, notice shall be given to all persons entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment at the meeting or in respect of whom notice under Article 30.2. above has been duly given to the Charity. Such notice shall give the particulars of the person which would if he were appointed a Trustee be required to be included in the Charity's register of Trustees.

34. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may determine the order in which Trustees are to retire.

35. The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at its conclusion.

36. Subject as aforesaid, a Trustee who retires at an annual general meeting may be reappointed.

Disqualification and removal of Trustees

37. A Trustee shall cease to hold office if he:

37.1 ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of the Charities Act 1993 or any statutory modification or re-enactment of that provision; or

37.2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or

37.3. resigns his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is intended to take effect); or

37.4 is absent without permission of the Trustees from three consecutive meetings and the Trustees resolve that his office be vacated; or

37.5 is removed by resolution passed by at least two-thirds of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and has considered the matter in the light of any such views.

Trustees' expenses

38. The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or of committees of Trustees or of general meetings or otherwise in discharge of their duties.

Trustees' appointments

39. Except to the extent permitted by clause 5 of the Memorandum, no Trustee may take or hold any interest in property belonging to the Charity nor receive remuneration nor be interested otherwise than as a Trustee in any other contract to which the Charity is a party.

Proceedings of Trustees

40. The Trustees must hold at least four meetings each year

41. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. A Trustee may and, at the request of a Trustee, the Secretary shall call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes and, in the case of an equality of votes, the Chairman shall have a second or casting vote.

42. The quorum for the transaction of the business of the Trustees may be fixed by them, save that it shall not be less than the greater of two or one third of their number.

43. The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than three or such greater number fixed under Article 23, the continuing Trustees may act only for the purpose of filling vacancies or of calling a general meeting.

44. The Trustees may appoint one of their number to be the Chairman of their meetings and may remove him from that office at any time. Unless he is unwilling to do so, such Chairman shall preside at every meeting of the Trustees at which he is present. If no Trustee holds the office of Chairman or if the Chairman is unwilling to preside or is not present within five minutes of the time appointed for the meeting, the Trustees present may appoint one of their number to be Chairman of the meeting.

45. The Trustees may appoint one or more sub-committees for the purpose of making any inquiry or supervising any function or duty which the Trustees consider appropriate. Such sub-committee shall promptly and fully report all its acts and proceedings to the Trustees.

46. No act done by a meeting of or by a committee of Trustees shall be declared invalid only because it is afterwards discovered that there was a defect in the appointment of any Trustee, or that any of them were disqualified from holding office or had vacated office or were not entitled to vote.

47. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effective as if it had been passed at a meeting of Trustees or, as the case may be, a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more of the Trustees.

48. Any bank account in which any part of the assets of the Charity is deposited shall be maintained in the name of the Charity and all cheques and orders for the payment of money from such account unless such payment is to another account of the Charity within the same bank shall be signed by one Trustee or person authorised by them.

49. The Trustees shall comply with the requirements of the Charities Act 1993 (or any statutory re-enactment or modification of it) in regard to the preparation and submission to the Charity Commissioners of an Annual Report and an Annual Return.

Secretary

50. Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term, upon such conditions and (if not a Trustee) at such remuneration as they may think fit and any Secretary so appointed may be removed by the Trustees.

Minutes

51. Minutes shall be kept of all appointments made by the Trustees and of all proceedings at meetings of the Charity, the Trustees and committees of Trustees and shall record the names of the Trustees present at each meeting.

The Seal

52. The Charity shall not be obliged to have a seal but if it has one such seal shall be used only by the authority of the Trustees or of a committee of two or more Trustees appointed for the purpose. Any instrument to which the seal is affixed shall be signed either by two Trustees or by one Trustee and the Secretary.

Accounts

53. Accounts shall be prepared in accordance with Part VII of the Act.

Notices

54. Any notice given pursuant to the Articles to or by any person shall be in writing and may be sent by hand, or by post or by suitable electronic means.

55. The only address at which a member is entitled to receive notices is the address shown in the register of members

56. Any notice given in accordance with these Articles is to be treated for all purposes as having been received

56.1 24 hours after being sent by electronic means or delivered by hand to the relevant address

56.2 two clear days after being sent by first class post to that address

56.3 three clear days after being sent by second class or overseas post to that address

56.4 on the date of publication of a newspaper containing the notice

56.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,

56.6 as soon as the member acknowledges actual receipt.

57. A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

58. A member present at any meeting of the Charity in person or (in the case of an organisation) by its duly appointed representative shall be deemed to have received notice of the meeting and, where appropriate, of the purposes for which it was called.

Indemnity

59. Subject to the provisions of the Act, every Trustee or other officer or auditor of the Charity shall be indemnified by the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

60. Provided that nothing is done which is inconsistent with or which purports to amend anything contained in the Memorandum or the Articles, the Trustees may from time to time the General Meeting by special resolution make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct or management of the Charity and, in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

60.1. the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their

membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

60.2. the conduct of members of the Charity in relation to one another and to the employees of the Charity;

60.3. the setting aside of the Charity's premises at any particular time or times or for any particular purposes;

60.4. the procedure at general meetings and meetings of Trustees and committees of Trustees in so far as such procedure is not laid down by the Articles.

61. The trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws which shall be binding on all members, but the Charity in general meeting shall have the power to alter, add to or repeal the rules or bye laws.

NAMES & ADDRESSES OF SUBSCRIBERS SIGNATURES OF SUBSCRIBERS

Mrs Barbara Armitage 2 Woodward Street Weaverham Northwich CW83NQ

Retired Manager/Head of Care

Mrs Ann Milling MBE 8 Hesketh Close Penketh Warrington WA52DL

Retired

Mr Daniel Hugh Brawn 19 Howbeck Road Oxton Prenton CH43 6TD

Solicitor

Ms Marie Colette Kearney 4 Graveside Liverpool L77EP

Executive Director

Mrs Maureen Hilda Rushton 14 Mather Avenue Allerton Liverpool L18 SHS

Retired Nurse

Mrs Margaret Riley 1 Booth Clibborn Court Salford Manchester M74PJ

Mr Graham Parker Prior House 25 Cressington Esplanade Cressington Park Liverpool L19 OPP

Semi Retired

Canon Anthony Broughton Hawley Liverpool Cathedral Liverpool L1 7AZ

Clerk in Holy Orders, Residential Canon of Liverpool Cathedral

Reverend David Eugene Emmott 6A Eastern Drive Grassendale Liverpool L19 0NB

Clerk in Holy Orders

Mr Robert Richard Toomey Roseacre, Wood Lane Parkgate Neston CH646QZ

Director

Mr Graham Pierce 10 Tilston Road Wallasey CH45 4QG

County Field Officer RBL

Date

Witness to the above signatures

Name of Witness:

Address:

Occupation:

Signature of Witness:

Amended 19/12/18 BA

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF EMMAUS MERSEYSIDE (company number 5075117)

1. The name of the company is "Emmaus Merseyside" (and in this document it is called "the Charity").
2. The registered office of the Charity is to be situated in England and Wales.
3. The objects ("the Objects") of the charity shall be the alleviation and relief of poverty, hardship and distress arising therefrom to those in need without distinction by:
 - 3.1 the provision of accommodation, or assistance in such provision, for the poor and homeless in the Merseyside area and such other places as may seem appropriate from time to time;
 - 3.2 the provision of education, training and employment training for such persons, with the purpose of developing skills to enable them to gain employment;
 - 3.3 the support of the work of other Emmaus Communities or other agencies in the relief of poverty and homelessness whether in the United Kingdom or elsewhere in the world and in particular (without limitation) by the exchange of resources, information and expertise with other Emmaus Communities world wide;
 - 3.4 the fulfilling of such other purposes as may from time to time be recognised by English Law as being charitable and which the Charity shall from time to time determine.
4. In addition and for the purpose of carrying out the above but not further or otherwise and subject to restrictions imposed by law from time to time, the Charity shall have the following powers:
 - 4.1 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques, and other instruments and to operate bank accounts in the name of the Charity;
 - 4.2 to appeal for and accept donations, subscriptions, covenants, sponsorships, legacies or any other form of financial benefit;
 - 4.3 to raise funds, providing that in raising funds the Charity shall not undertake any substantial permanent trading activities;
 - 4.4 to purchase, sell, lease, licence, hire, take in exchange, and generally to manage, insure and deal with any land or buildings whatsoever, or any interest therein or any rights and privileges necessary for the promotion of the Objects and to construct, maintain, improve or alter any buildings or works on land acquired by the Charity in such manner as shall be thought fit;

- 4.5 to invest the money of the Charity not immediately required for the Objects in the purchase of or at interest upon the security of such shares (including those of private limited companies), stocks, funds, securities, land, buildings, chattels or other investments or property of any nature and in any part of the world and whether involving liabilities or producing income or not as may be thought fit;
- 4.6 to lend all or any part of the money of the Charity not immediately required for such Objects to any person, company or unincorporated association for the purpose of furthering (whether directly or indirectly) the Objects of the Charity and upon such terms as to interest (if any) repayment and with or without security as may be thought fit subject nevertheless to such conditions (if any) as may be for the time being imposed by law;
- 4.7 to borrow money on such terms as to interest, repayment or otherwise as may be thought fit without security or upon the security of the whole or any parts of the assets of the Charity;
- 4.8 to delegate to persons who are qualified for that purpose and who are required to give regular accounts of their activities the management of any land acquired or the making and changing of investments ;
- 4.9 subject to Clause 5 below, to employ any persons, firms or companies to manage or assist in managing the Charity as are necessary for the proper pursuit of the Objects and to employ staff to work for the Charity and to make all reasonable provision for the payment of pensions and superannuation for such staff and their dependants;
- 4.10 to establish or support any charitable trust, association or institution formed for any of the above Objects;
- 4.11 to establish subsidiary companies to assist or act as agents for the Charity;
- 4.12 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information with them;
- 4.13 to pay out of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- 4.14 to pay out of the funds of the Charity the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity. No such insurance shall extend to any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether or not it was a breach of trust or breach of duty;
- 4.15 to educate the public in the needs of poor and marginalised people through whatever means of publicity or education the Charity deems fit;

- 4.16 to recruit and train workers to support the furtherance of the Objects;
- 4.17 to do all other such lawful things as are necessary for the achievement of the Objects.
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to members of the Charity and no person being a director ("Trustee") of the Charity shall be appointed to any paid office of the Charity or receive any remuneration or other benefit in money or money's worth from the Charity, provided that nothing shall prevent any payment in good faith by the Charity of:
- 5.1 the usual charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession or trade, or by any partner of his, when instructed by the Charity to act in an appropriate capacity on its behalf, provided that at no time shall a majority of the Trustees benefit under this provision and provided that a Trustee shall withdraw from that part of any meeting at which such instruction or charges are under discussion unless requested to remain by the other Trustees present at the meeting;
- 5.2 reasonable and proper remuneration for goods and services rendered (including services under a contract of employment) to the Charity by any member of the Charity who is not a Trustee;
- 5.3 interest on money lent by any Trustee or member of the Charity at a rate of interest not exceeding one per cent per annum less than the published base lending rate of a clearing bank established in the United Kingdom;
- 5.4 fees, remuneration or other benefits in money or moneys worth to any company of which a Trustee may be a member or Trustees may be members provided that in total such Trustee or Trustees do not hold more than one per cent of the equity capital of that company;
- 5.5 reasonable and proper rent for premises demised or let by any Trustee or member of the Charity;
- 5.6 out-of-pocket expenses properly incurred by any Trustee or member of the Company;
- 5.7 any premium in respect of any indemnity insurance to cover the liability of the trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the charity, PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not.
6. The liability of the members is limited.

7. Every member of the Charity undertakes to contribute such amount as may be required but not exceeding one pound to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member and of the costs charges and expenses of winding up.
8. If after the Charity is wound up or dissolved and all its liabilities have been satisfied there remains any property belonging to the Charity it shall be paid to Emmaus UK if that Charity shall still be in existence and unless it declines to accept the funds such funds may be used *by Emmaus UK as it thinks fit in furtherance of its objects to alleviate and relieve poverty;* PROVIDED THAT if Emmaus UK has been wound up or is unable or unwilling to accept the funds then they shall be given or transferred to some other charity or charities having objects similar to the Objects with preference being given to any other charity adhering to the principles of the Emmaus movement within the United Kingdom.

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

NAMES & ADDRESSES OF SUBSCRIBERS

Mrs Barbara Armitage 2 Woodward Street Weaverham Northwich CW83NQ

Retired Manager/Head of Care

Mrs Ann Milling MBE 8 Hesketh Close Penketh Warrington WA52DL

Retired

Mr Daniel Hugh Brawn 19 Howbeck Road Oxton Prenton CH43 6TD

Solicitor

Ms Marie Colette Kearney 4 Groveside Liverpool L7 7EP

Executive Director

Mrs Maureen Hilda Rushton 14 Mather Avenue Allerton Liverpool L18 SHS

Retired Nurse

Mrs Margaret Riley 1 Booth Clibbom Court Salford Manchester

Mr Graham Parker Prior House 25 Cressington Esplanade Cressington Park Liverpool L19 OPP

Semi Retired

Canon Anthony Broughton Hawley Liverpool Cathedral Liverpool L1 7AZ

Clerk in Holy Orders, Residential Canon of Liverpool Cathedral

Reverend David Eugene Emmott 6A Eastern Drive Grassendale Liverpool L19 0NB

Clerk in Holy Orders

Mr Robert Richard Toomey Roseacre, Wood Lane Parkgate Neston CH646QZ

Director

Mr Graham Pierce 10 Tilston Road Wallasey CH45 4QG

County Field Officer RBL

Witness to the above signatures

Date

Name of Witness:

Address:

Occupation:

Signature of Witness