

Company Number 2563094

THE COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

POSITIVE STEPS OLDHAM

(Amended by Special Resolutions Passed 23 March 2001 and 26 April 2007)

NAME

- 1 The name of the Company (hereinafter called "the Company") is POSITIVE STEPS OLDHAM

REGISTERED OFFICE

- 2 The registered office of the Company will be situate in England and Wales

OBJECTS

- 3 The objects for which the Company is established ("the Objects") are -

- (Spec Res
26/04/07)
- (1) To advance the education and training of young people in order to prepare them for working and adult life
- (2) The relief of unemployment for the public benefit in such ways as may be thought fit, including assistance to find employment
- (3) The provision of recreational facilities for young people in the interests of social welfare
- (4) The promotion of public safety

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(5) The prevention of crime and the rehabilitation of young offenders

And in furtherance of the Objects but not otherwise the Company shall have the following powers -

- (a) To co-operate with education authorities, school and college authorities, trade unions, employers, associations and other persons and organisations
- (b) To publish books, pamphlets, reports, leaflets, journals, films, tapes, broadcasts and other publications
- (c) To hold and promote the holding of courses, lectures, colloquia, seminars, programmes, conferences, workshops, meetings and other events
- (d) To found, maintain, aid and endow prizes, scholarships and bursaries and to provide finance for the remuneration, instruction and support of teachers, students or any other persons engaged in any investigation, study or research work or other relevant activities.
- (e) To undertake and promote research into and the gathering of information and statistics about all matters relating to the said objects and to publish the useful results thereof
- (f) To purchase, take on lease or in exchange, hire or otherwise acquire and real and personal estate which may be necessary for any of the purposes of the Company
- (g) To purchase or otherwise acquire or found and to carry on schools and training centres
- (h) To receive donations, endowments, subscriptions and legacies from persons desiring to promote the objects aforesaid or any of them and to hold funds in trust for the same
- (i) Subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (j) Subject to such consents as may be required by law to sell, lease, mortgage, exchange, dispose of or otherwise deal with and turn to account all or any part of the property of the Company.
- (k) To establish and support or aid in the establishment and support or to amalgamate with any other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects

- (l) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company
- (m) To invest the monies of the Company 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 may for the time being be imposed or required by law and subject also as hereinafter provided
- (n) To engage or employ such personnel (whether as employees, consultants, advisers or however) not being members of the Board as may be requisite to the promotion of the objects of the Company and on such terms as the Board may think fit
- (o) To provide or procure the provision of counselling and guidance in furtherance of the said objects of any of them
- (p) 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 or convenient for the work with the Company.
- (q) To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable, transferable or mercantile instruments for the purpose of or in connection with the objects of the Company
- (r) To establish promote or assist charitable companies with objects similar to those of the Company for the acquisition of the property or liabilities of the Company or to carry on any authorised activity of the Company of for any other charitable purpose calculated to benefit the Company in the furtherance of its objects
- (s) To amalgamate, merge or join in with any charity having charitable objects wholly or in part similar to those of this Company for the purposes of better effectuating the charitable purposes
- (t) To establish and support pension schemes for and to grant pensions to any employees of the Company and their dependents.
- (u) To purchase, acquire or undertake all or any of the property, liabilities and engagements of charitable associations, societies or bodies with which the Company may co-operate or federate
- (v) To payout of the funds of the Company the costs of forming and registering the Company.
- (w) To do all such other lawful things as shall further the attainment of the above objects or any of them

PROVIDED THAT -

- (i) If the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in the manner allowed by law, having regard to such trusts
- (ii) The Company's objects shall not extend to the regulation of relations between workers and employers or between organisations of workers and organisations of employers
- (iii) If the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without any authority, approval or consent as may be required by law, and as regards any such property the Directors 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 property in the same manner and to the same extent as the Directors would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the Directors but as regards any such property they shall be subject jointly and separately to such control or authority as if the Company were not incorporated

BENEFIT TO MEMBERS

- 4 The income and property of the Company from whatever source derived, shall be applied solely towards the promotion of its objects 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 the Company (and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company)

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company -

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a Director) for any services rendered to the Company,
- (b) of interest on money lent by any member of the Company (or any Director) at a reasonable and proper rate,
- (c) of any reasonable and proper rent for premises demised or let by any member of the Company (or any Director);

- (d) of fees, remuneration or other benefits in money or money's worth to a company of which a Director may be a member holding not more than 1/100th part of the capital of the company, or
- (e) to any Director of reasonable and proper out-of-pocket expenses

LIMITED LIABILITY

5 The liability of the members is limited

GUARANTEE

6 Every member of the Company undertakes to contribute to the assets of the Company if it is wound up during the time that he/she is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he/she ceases to be a member and of the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1

DISSOLUTION

7 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members within three months or the member's resolution passed initiating the winding-up, failing which and if and so far as effect cannot be given to such provision, then to some charitable object

Company Number 2563094

THE COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**SUBSTITUTED
ARTICLES OF ASSOCIATION**

OF

POSITIVE STEPS OLDHAM

(Adopted by Special Resolution Passed 23 March 2001)
(Amended by Special Resolution Passed 1 November 2006)

INTERPRETATION

- 1 In these Articles the following words and expressions shall unless the context otherwise requires have the meanings set opposite them respectively -

Words

Meanings

the Company

Positive Steps Oldham

the Board

the Board of Directors for the time being of the Company

the Directors

the Directors for the time being of the Company

the Act

the Companies Act 1985 and 1989

the Articles

the Articles of Association of the Company

clear days

in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

executed	includes any mode of execution
the office	the registered office of the Company
the seal	the common seal of the Company
Secretary	the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy Secretary
the United Kingdom	Great Britain and Northern Ireland
OMBC	Oldham Metropolitan Borough Council

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

In the Articles, the singular shall include the plural and vice versa

References to any provisions of any statute or other enactment shall be deemed to include any statutory modification or reenactment thereof for the time being in force

MEMBERS

- 2 The subscribers to the memorandum and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. The number of members is limited to 500 but the Board may from time to time resolve to increase or dispense entirely with such limit. Subject to Article 4 every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Board requires executed by him/her
- 3 Application for membership may be approved or rejected by the Board. The Board shall have the right with good and sufficient reason to terminate the membership of any member providing that the member concerned shall have the right to be heard before a decision is made
- 4 If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members. Subject to the Board's right to decline to accept any person as a member, the unincorporated association or body shall be able to replace the member who is its representative with another person by notice in writing to the Company without it being necessary for the outgoing member to give notice or the incoming member to complete an application form
- 5 The Board may admit to associate membership such individuals and subject to such rights and obligations as it shall think fit. Such associate members shall not be members

for the purposes of the Articles or the Act The Board may not bestow upon any associate member the right to vote on any matter

- 6 Subject to Article 4, membership shall not be transferable and shall cease on death A member shall cease to be a member -

- (a) on the expiry of at least seven clear days' notice given by him/her to the Company of his/her intention to withdraw
- (b) if any subscription or other sum payable by the member to the Company is not paid on the due date and remains unpaid seven days after notice is served on the member by the Company informing him/her that he/she will be removed from membership if it is not paid

The Board may re-admit to membership any person removed from membership on this ground on his/her paying such sum in respect of the sum due as the Board may determine

- (c) If (being an individual) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally or (being a body corporate or unincorporated association) it is wound up or goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or a petition is presented or an order made or a resolution passed for its winding up
 - (d) If, at a meeting of the Board at which not less than half of the Directors are present, a resolution is passed resolving that the member be expelled Such a resolution shall not be passed unless the member has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board If such a resolution as is referred to in this paragraph is passed, then the member shall forthwith cease to be a member but without prejudice to the liability of the member to pay to the Company any subscription or other sum owed by him/her
- 7 The Board may in its discretion levy subscriptions on all members of the Company at such rate(s) as it shall determine and may levy subscriptions at different rates on different categories of members

PATRON

- 8
- (a) The Board may appoint and remove any person as a patron of the Company and on such terms as it shall think fit There shall not be more than three patrons at any time
 - (b) A patron shall have the right to attend and speak (but not vote) at any general meeting of the Company and to be given notice thereof as if a member and shall also have the right to receive accounts of the Company when available to

members

GENERAL MEETINGS

- 9 The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year and shall specify the Meeting as such in the notice calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next The Annual General Meeting shall be held at such time and place as the Board shall appoint
- 10 All general meetings other than annual general meetings shall be called extraordinary general meetings
- 11 The Board may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member of the Company may call a general meeting

NOTICE OF GENERAL MEETINGS

- 12 An annual general meeting and an extraordinary general meeting called for the purpose of passing a special resolution or a resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed -
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five percent of the total voting rights at the meeting of all the members.

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

The notice shall be given to all the members and any patron and to the Directors and auditors

PROCEEDINGS AT GENERAL MEETINGS

- Special Resolution* 13. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business Six persons entitled to vote upon the business to be transacted, each being a member, shall be a quorum
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14. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine and if at the

adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

- 15 The Chair, if any, of the Board or in his/her absence some other Director by the Board shall preside as Chair of the meeting, but if neither the Chair nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chair and, if there is only one Director present and willing to act, he/she shall be Chair
- 16 If no Director is willing to act as Chair, or if no Director is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present and entitled to vote shall choose one of their number to be Chair
- 17 A Director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting
- 18 The Chair may, with the consent of a 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 business which might properly have been transacted at the meeting 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. Otherwise it shall not be necessary to give any such notice
- 19 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, the show of hands a poll is duly demanded. Subject to the provision of the Act, a poll may be demanded -
 - (a) by the Chair, or
 - (b) by at least two members having the right to vote at the meeting, or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting,

and a demand by a person as proxy for a member shall be the same as a demand by the member

- 20 Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution
- 21 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair 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
- 22 A poll shall be taken as the Chair directs and he/she may appoint scrutineers (who need

not be members) and fix a time and place for declaring the result of the poll. 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 on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he/she may have.
- 24 A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. 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 was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 25 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 26 The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.
- 27 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he/she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

- 28 On a show of hands every member present in person shall have one vote, and on a poll every member present in person or by proxy shall have one vote. In the event of a tied vote, the Chair has the right to exercise a casting vote.
- 29 Subject to the provisions of Clause 4 of the memorandum no member may vote on any matter in which he/she is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting such permission to be given or withheld without discussion.
- 30 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him/her to the Company have been paid.
- 31 A member in respect of whom an Order has been made by any Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his/her receiver, curator bonis or other person authorised in that behalf appointed by that Court and any such receiver,

curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

32 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

33 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve) -

"Positive Steps Oldham
I/We, _____ of _____ being a
member/members of the above named Company, hereby appoint
of _____
of failing him/her, _____ of _____
as my/our proxy to vote in my/our name(s) and on my/our behalf at the
annual/extraordinary general meeting of the Company to be held on
20 _____, and at any adjournment thereof

Signed on _____ 20 _____ "

34 Where it is desired to afford members an opportunity of instructing the proxy how he/she shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve) -

"Positive Steps Oldham
I/We, _____ of _____ being a
member/members of the above named Company, hereby appoint
of _____
of failing him/her, _____ of _____
as my/our proxy to vote in my/our name(s) and on my/our behalf at the
annual/extraordinary general meeting of the Company to be held on
20 _____, and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows.-

Resolution No 1 *for *against
Resolution No 2 *for *against

*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he/she thinks fit or abstain

from voting

Signed on

20 "

35 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may -

- (a) be deposited at the office, or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to the Secretary or to any Director,

an instrument of proxy which is not deposited or delivered in manner so permitted shall be invalid

36 A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body

37 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

COMPOSITION OF THE BOARD

Special Resolution 38 1 The Board shall comprise not less than 8 nor more than 12 Directors who shall be appointed by the Members pursuant to this Article 38.1. Any Director appointed pursuant to this Article 38 1 may be removed from office by the body appointing such director In the case of each such appointment and removal the relevant body shall give notice in writing to the company

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38 1 1 Four shall be appointed by OMBC

38 1 2 Four shall be appointed from the classification of other statutory bodies with which the Company conducts its business (i.e. the Education and Training

Sector, the Health sector and the Crime & Disorder sector) The Board shall determine whether any such nominating body falls within such classification

38 1 3 Four shall be appointed from the classification of community representatives' bodies (i.e. the business sector and the independent, voluntary, community and faith sectors) The Board shall determine whether any such nominating body falls within such classification

38 2 If at any Annual General Meeting of the Company there shall be less than 8 Directors appointed pursuant to Article 38 1 the Members shall appoint one or more Directors to bring the number of Directors up to 8 Each such appointment shall have been previously nominated by the Board, and may be removed by a resolution of the Board if it is necessary to do so in order to facilitate the appointment of Directors pursuant to Article 38 1 Any Director appointed pursuant to this Article 38 2 shall be subject to retirement by rotation

POWER OF DIRECTORS

39 Subject to the provisions of the Act, the memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board which may exercise all the powers of the Company No alteration of the memorandum of Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Board by the Articles and a meeting at which a quorum is present may exercise all powers exercisable by the Board

40 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as it determines

DELEGATION OF DIRECTORS' POWERS

- 41
- (a) The Board may delegate any of its powers or the implementation of any of its resolutions to any committee.
 - (b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number)
 - (c) The composition of any such committee shall be entirely at the discretion of the Board and may comprise such of their number (if any) as the resolution may specify
 - (d) The deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary for the purpose
 - (e) All delegations under this article shall be revocable at any time.

- (f) The Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit
- (g) For the avoidance of doubt the Board may delegate financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director provided always that no committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the Board
- 42 The meetings and proceedings of any committee shall be governed by the provisions of these articles regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board
- 43 Subject to any regulations or conditions the Board may impose, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of Directors so far as they are capable of applying

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 44 The Chair and Vice Chair of the Board shall be appointed by the Board and shall hold office for a period of three years or until he/she shall be disqualified or removed from office in accordance with Article 54 hereof whichever is the sooner A Chair whose term of office has expired may be re-appointed
- Special Resolution* 45 The Directors referred to in Article 38.2 shall be appointed by the Members in general meeting Subject to the terms of Article 38 2 each Director shall hold office for a period of three years or until he/she shall be disqualified or removed in accordance with Article 46 hereof whichever is the sooner
01/11/2006
- 46 At the first annual general meeting following adoption of these Articles all the Directors referred to in Article 38 2 shall retire from office, and at every subsequent annual general meeting one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office but, if there is only one Director who is subject to retirement by rotation, he/she shall retire
- 47 Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Directors on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot
- 48 If the Company, at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost
49. No person other than a Director retiring by rotation shall be appointed or reappointed a Director at any general meeting unless -

- (a) he/she is recommended by the Directors, or
 - (b) not less than fourteen nor more than thirty-five days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he/she were so appointed or reappointed, be required to be included in the Company's register of Directors together with notice executed by that person of his/her willingness to be appointed or reappointed
- 50 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 who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him/her at the meeting for appointment or reappointment as a Director The notice shall give the particulars of that person which would, if he/she were so appointed or reappointed, be required to be included in the Company's register of Directors
- 51 Subject to as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire
- 52 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors A Director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Directors who are to retire by rotation If not reappointed at such annual general meeting, he/she shall vacate office at the conclusion thereof
- 53 Subject as aforesaid, a Director who retires at an annual general meeting may, if willing to act, be reappointed If he/she is not reappointed, he/she shall retain office until the meeting appoints someone in his/her place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 54 The office of a Director shall be vacated if -
- (a) he/she ceases to be a Director by virtue of any provision of the Act or he/she becomes prohibited by law from being a Director, or
 - (b) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally, or
 - (c) he/she is, or may be, suffering from mental disorder and either -

- (i) he/she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
- (ii) an Order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his/her property or affairs, or
- (d) he/she resigns his/her office by notice to the Company, or
- (e) where Board members fail to attend three consecutive Board meetings without submitting apologies, they may be asked to reconsider their membership, or
- (f) if the body which appointed the Director terminates the appointment by written notice to the Company

DIRECTORS' EXPENSES

- 55 The Directors may be paid all reasonable travelling, out of pocket expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties

PROCEEDINGS OF DIRECTORS

- 56 Subject to the provisions of the Articles, the Board may regulate its proceedings as it thinks fit Two Directors may, and the Secretary at the request of two Directors, shall call a meeting of the Board Notice of every meeting of the Board stating the general particulars of all business to be considered at such meeting shall be sent by post to each Director at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom Questions arising at a meeting shall be decided by a majority of votes In the case of an equality of votes, the Chair shall have a second or casting vote
- 57 The quorum for the transaction of the business of the Directors shall be six of which at least two Directors shall have been appointed pursuant to Article 38 1
- 58 The continuing Directors may act notwithstanding any vacancies in their number but if and so long as the number of Directors is less than the number fixed as a quorum the Directors may act for the purpose of increasing the number of Directors to that number in accordance with Article 52 hereof or of summoning a general meeting of the Company but for no other purpose
- 59 Unless he/she is unwilling to do so, the Chair appointed in accordance with Article 44

shall preside at every Board meeting at which he/she is present But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chair of the meeting

- 60 All acts done by a meeting of Directors, or of a committee of Directors or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote
- 61 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors

SECRETARY

- 62 Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it. No member of the Board shall accept the salaried position of Secretary

REGULATIONS

- 63 The Board shall have power from time to time to make, repeal or alter regulations as to the management of the Company and the affairs thereof, as to the duties of any officers or servants of the Company and as to the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with the memorandum or the Articles

MINUTES

- 64 The Board shall cause minutes to be made in books kept for the purpose -
- (a) of all appointments of officers made by the Board, and
 - (b) of all proceedings at meetings of the Company and of the Board, and of committees of Directors, including the names of the Directors present at each such meeting,

and any such minute, if purported to be signed by the Chair of the meeting at which the proceedings were had, or by the Chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings

THE SEAL

- 65 The seal shall only be used by the authority of the Board or of a committee of Directors

authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

ACCOUNTS

66 The Board shall in conformity with the requirements of Section 221 and 222 of the Act cause proper books of account to be kept with respect to -

- (a) the assets and liabilities of the Company,
- (b) the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place,
- (c) all sales and purchases of goods and services by the Company

The books of account shall be kept at the registered office, or (subject to Sections 221(1) and (2) of the Act), at such other place or places as the Board shall decide and always be open to the inspection of the Members of the Board.

67 The Company in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Company, or any of them, and subject to such conditions and regulations the accounts and books of the Company shall be open to the inspection of Members at all reasonable times during business hours.

68 Once at least in every year the Board shall in accordance with the provisions of the Act lay before the Company in General Meeting an income and expenditure account for the period since the last preceding account, made up to a date not more than six months before such Meeting, together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by a report of the Board and a report of the Auditors, and a copy of such account, balance sheet and reports and of any other documents required to accompany the same shall not less than twenty-one clear days before the Meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and read before the Meetings as required by Section 241(2) of the Act.

AUDIT

69 Once at least every year the accounts of the Company 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.

70 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

71 Any notice to be given to or by any person pursuant to the Articles shall be in writing.

except that a notice called a Board meeting need not be in writing

- 72 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his/her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him/her shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the Company
- 73 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called
- 74 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

INDEMNITY

- 75 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him/her in the execution and discharge of his/her duties or in relation thereto

WINDING-UP

- 76 The provisions of clauses 6 and 7 of the memorandum relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in the Articles

No of Company 2563094

The Companies Act 1985 and 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

POSITIVE STEPS OLDHAM

(As amended by Special Resolutions passed 23 March 2001, 1 November 2006 and 26 April 2007)

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