

**GEORGE HOUSE
TRUST**

**MEMORANDUM
AND
ARTICLES
OF ASSOCIATION**

**Incorporated on 23rd day of March
2011**

Company Number: 7575379

The Companies Act 2006

Company Limited by Guarantee

And Not Having A Share Capital

ARTICLES OF ASSOCIATION

of

GEORGE HOUSE TRUST (“the Company”)

PRELIMINARY

1. In these Articles, unless the context requires otherwise:

1.1 the following words and expressions (with or without the definite article) have the following meanings:-

Act	the Companies Act 2006;
Articles	these articles of association (and “Article” shall be construed accordingly);
Bankruptcy	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that bankruptcy;
Board	the board of Trustees;
Chairman	the person chosen by the Board to chair their meetings [and any meetings of the Members];
Commission	the Charity Commission for England and Wales;
Deputy Chairman	the person chosen by the Board to act in the event that the Chairman is unable to be present to chair any meetings;
Office	the registered office of the Company;
Officers	the Trustees, or any other director or company secretary appointed by the Members at a general meeting;

Patron	such Persons appointed by the Board in accordance with Article 16;
Person	any individual, body corporate, government department and any entity having a separate legal personality
Powers	the powers of the Company to achieve the Objects as set out in Article 3;
Seal	the common seal of the Company;
Month	a calendar month;
In writing	written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form;
Member	a member of the Company (and Membership shall be construed accordingly);
Objects	the purposes for which the Company was formed, as set out in Article 2;
Service User	those Persons who benefit from and use the services and facilities provides by the Company from time to time;
Trustee	those Persons appointed as directors of the Company by the Members in accordance with Article 50, and as defined in section 97 of the Charities Act 1993
Volunteers	those Persons who provide goods or services to the Company for the purpose of furthering the Objects

1.2 the singular includes the plural and vice versa, and words importing one gender include all genders.

1.3 headings are for ease of reference only

1.4 a reference to a particular statute, statutory provision or subordinate legislation is a reference to it as it is in force at the date of adoption of these Articles, and includes any statute or statutory provision which modifies, consolidates, re-enacts or supercedes it.

OBJECTS

2. The Objects are as follows:-
 - 2.1 the relief of need of people living with, and affected by, HIV in the North West of England by the provision of responsive and relevant services
 - 2.2 to advance the education of the general public in all areas relating to HIV

POWERS

3. In furtherance of the Objects but not otherwise the Company may:
 - 3.1 borrow or raise money on such terms and on such security, and subject to such consents as may be required in law, as shall be deemed necessary by the Company;
 - 3.2 associate by subscription and/or donation with any other charitable society or association having objects similar to its own;
 - 3.3 undertake and execute or create any charitable trust, support or subscribe to any charitable funds or institutions and, if deemed desirable for such purpose, pay sums of money periodically to any charitable fund or institution.
 - 3.4 purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property or equipment and any rights or privileges which may be necessary or convenient in connection with the Objects to construct, enter, alter, improve and maintain any buildings which may from time to time be deemed necessary for such purposes;
 - 3.6 (subject to such consent as may be required in law) sell, grant leases or tenancies or mortgages disposed of, or in any way turn to account all or any of the property or assets of the Company as may be expedient for the promotion of its Objects and to do so for or without any consideration and subject to such terms and conditions as may be thought expedient;
 - 3.7 (subject to such consent as may be required in law), borrow, raise and secure the payment of money by mortgage or other instruments, charging all or any of the property and assets of the Company (both present and future);
 - 3.8 invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time, subject nevertheless to such terms and

conditions (if any) as may for the time being imposed or required by law and subject also as provided in these Articles;

- 3.9 (subject to the consents required by section 19(7) of the Charities Act 1960), apply for and obtain any charter, private act of Parliament or provisional order for any purpose which may be deemed expedient for any of the Objects and to oppose any proceedings which may seem calculated directly or indirectly to prejudice the interests of the Company;
- 3.10 enter into any arrangements with any government or authority, supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 3.11 procure the Company to be registered or recognised in any part of the European Economic Community, the British Commonwealth or in any other foreign country or place;
- 3.12 employ executive staff (whether Trustees or other Persons) in furtherance of any of the Objects at such remuneration or on such other terms or conditions as the Board may determine and to provide and supply all such provisions and necessities as may be required for those purposes aforesaid or any of them;
- 3.13 undertake research in the furtherance of the Objects and publish the results of such research;
- 3.14 provide indemnity insurance to cover the liability of the Trustees:
 - 3.14.1 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 Company;
 - 3.14.2 to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986.

Any such indemnity insurance shall not extend to any liability resulting from conduct which the Board knew, or must be assumed to have known, was not in the best interests of the Company or any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees or any liability to pay a fine.

4. Nothing in these Articles shall prevent the payment in good faith of reasonable and proper remuneration to any Trustee or servant of the Company, or to any Member, in return for services actually rendered to the Company, nor prevent the payment of interest at a rate per annum not exceeding two percent less than the lending rate of the Company's bankers, or three percent, whichever is the greater on money lent, or reasonable and proper rent for premises demised or let by any Member nor prevent the payment of interest on money borrowed from any Member.
5. No addition, alteration or amendment shall be made to or in these Articles which shall make the Company a company to which section 60 (1) (a) of the Act does not apply.

LIABILITY OF MEMBERS

6. The liability of each Member is limited to £1 being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:-
 - 6.1 payment of the Company's debts and liabilities contracted before he ceased to be a Member;
 - 6.2 payment of the costs, charges and expenses of winding up, and;
 - 6.3 adjustment of the rights of the contributories among themselves.

COMPANYS INCOME

7.
 - 7.1 The income and property of the Company shall be applied solely towards the promotion of the Objects.
 - 7.2 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Trustee receiving :-
 - 7.2.1 a benefit from the Company if he falls within the definition of Article 2.1; or
 - 7.2.2 reasonable and proper remuneration for any goods or services supplied to the Company.

MEMBERSHIP

8. Membership of the Company shall be open to Volunteers and Service Users aged 18 years and over, who are actively involved in the Company and who are in agreement with the Objects.
9. The Board shall have the right:

- 9.1 to approve or reject applications for Membership.
- 9.2 for good and sufficient reason, including the cessation of active participation, to terminate the Membership of any individual provided that the individual Member concerned shall have the right to be heard by the Board before a final decision is made.
10. The provisions of section 113 of the Act shall be observed by the Company, and every Member shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
11. Every application for Membership shall be in writing signed by the applicant in such form as the Board may from time to time determine.
12. Notice of Membership shall be sent to every candidate admitted thereto at the address mentioned in his application for Membership.
13. The rights of an individual Member shall be personal, shall not be transferable and shall cease on death.
14. The Board shall have powers to determine the amount of the subscription payable by Members from time to time.
15. A Member shall cease to be a Member:-
 - 15.1 immediately upon giving notice to the Board that he desires to cease to be a Member.
 - 15.2 if the Members' subscription be in arrears and/or if the Board shall so determine.

PATRONS

16. The Board may by a majority vote at a meeting of the Board any Person who has conferred a signal benefit on the Company as a Patron and such appointment shall be for life.
17. A Patron shall be entitled to such privileges as the Board shall from time to time direct but so that no funds of the shall be applied for the benefit of any Patron.
18. Any Patron may resign by giving notice in writing sent by post or delivered to the Company secretary and thereupon cease to be a Patron.

GENERAL MEETING

19. 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 notices calling it.

20. Not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next; provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year.
21. The annual general meeting shall be held at such time and place as the Board shall appoint, which is usually no later than the 30th October each year.
22. All general meetings other than the annual general meeting shall be called general meetings. The Board may, when they think fit, convene a general meeting, or a general meeting may be convened by 25 percent of the Members, as provided by section 303 of the Act.

NOTICE OF GENERAL MEETINGS

23. An annual general meeting shall be called by a minimum of twenty-one days' notice in writing, and a meeting of the Company other than an annual general meeting, shall be a general meeting and shall be called by a minimum of twenty one days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to have been served and of the day for which it is given, and shall specify the place, the day and hour of the meeting of that business, and shall be given in accordance with Article 79 to such persons as are under the Articles entitled to receive such notices from the Company.
24. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Person entitled to receive this notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

25. All business shall be deemed special that it is transacted at a general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Board and auditors, the election of members of the Board and the appointment of, and the fixing of the remuneration of, the auditors.
26. No business shall be transacted at a general meeting unless a quorum of Members is present at the time when the meeting proceeds to business, 3 Members present in person or 1/10th of the Members, whichever shall be the greater number shall be a quorum, subject to Article 34.
27. If within half an hour from time appointed for general meeting of the Company, convened by the Board, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and such time and place as the shall determine, and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting the Members present shall be a quorum.

28. The Chairman shall preside at every general meeting of the Company, or if there shall be no Chairman of the Company for the time being or if he shall not be present within fifteen minutes of the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chairman shall assume the position of chairman at the meeting.
29. The Chairman (or the Deputy Chairman as the case may be) may, with the consent of any meeting at which a quorum is present (and shall if so be directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjournment shall be given as in the case of an original meeting. Save as aforesaid, it shall be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
30. At a general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - 30.1 by the Chairman or Deputy Chairman; or
 - 30.2 by at least three Members present.

Unless a poll be so demanded a declaration by the Chairman or Deputy Chairman that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.

31. Except as provided in Article 33, if a poll is duly demanded it shall be taken in such manner as the Chairman or Deputy Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
32. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman or Deputy Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
33. A poll demanded on a question of an adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman or Deputy Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be preceded with pending the taking of the poll.
34. Subject to the provisions of the Act and any amendments made thereafter, a resolution in writing signed by those Members entitled to receive notice of

and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company, duly convened and held.

35. At each annual general meeting, the Members shall elect the Board from amongst its number. The Board shall consist of up to ten Members.
36. At the annual general meeting the business shall include:
 - 36.1 election of the Board (secret ballot using the single transferable voting system);
 - 36.2 consideration of an annual report of the work carried out by the Company;
 - 36.3 consideration of the audited accounts for the previous year;
 - 36.4 the appointment of the auditors;
 - 36.5 other matters as appropriate;

VOTES OF MEMBERS

37. Every Member shall have one vote at any annual or general meeting of the Company.

PROXY NOTICES

38. Proxies may only be validly appointed by a proxy notice which:-
 - 38.1 states the name and address of the Member appointing the proxy
 - 38.2 identifies the Person appointed to be that Member's proxy and the general meeting in relation to which that Person is appointed;
 - 38.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Officers may determine; and
 - 38.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
39. The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
40. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
41. Unless a proxy notice indicates otherwise, it must be regarded as:-

- 41.1 allowing the Person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting;
- 41.2 appointing that Person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself
- 42. A Person who is entitled to attend, speak or vote (either in a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that Person.
- 43. An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the Person by whom or on whose behalf the proxy notice was given.
- 44. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 45. If a proxy notice is not executed by the Person appointing the proxy it must be accompanied by written evidence of the authority of the Person who executed it to execute it on the appointer's behalf.

BOARD

- 46. Subject to the Articles, the Board is responsible for the management of the Company's business, for which purpose they may exercise all the Powers.
- 47.
 - 47.1 The Members may, by special resolution, direct the Board to take, or refrain from taking, specified action.
 - 47.2 No such special resolution invalidates anything which the Board have done before the passing of the resolution.
- 48. Subject to the Articles, the Board may delegate any of the Powers:-
 - 48.1 to such Person or committee;
 - 48.2 by such means (including by power of attorney);
 - 48.3 to such an extent;
 - 48.4 in relation to such matters or territories;
 - 48.5 on such terms and conditions;as they think fit.

49. If the Board agrees any such delegation referred to in Article 48 may authorise further delegation of the Board's powers by any Person to whom they are delegated.
50. The Board may revoke any delegation in whole or part, or alter its terms and conditions.
51. The Board shall consist of not less than 10 nor more than 16 Members
52. The holders of the offices of Chairman, Deputy-Chairman and treasurer shall be elected by the Board of Trustees at its first meeting following the annual general meeting at which the Board was elected.
53. The office of a member of the Board shall be vacated:-
 - 53.1 if he resigns by writing under his hand left at the registered office of the Company.
 - 53.2 if he becomes of unsound mind.
 - 53.3 if he be removed by ordinary resolution duly passed at a general meeting of the Company pursuant to section 168 of the Act.
 - 53.4 If he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986.
 - 53.5 if a receiving order is made against him or he makes any arrangements or composition with his creditors.
 - 53.6 if he be convicted on indictment of an offence (which conviction shall not be quashed on appeal) and a majority of the Board pass a resolution to the effect that he shall no longer be deemed to be a member of the Board.
 - 53.7 if he absents her/himself from the meetings of the Board of during a continuous period of six months without special leave of absence from the Board, and they pass a resolution that he has by reason of such absence vacated his office.
 - 53.8 if he is prohibited from being a member of the Board by an order made under the Act.
 - 53.9 if he undertakes activities which in the unanimous opinion of the remaining members of the Board are contrary to the best interests of the Company.
54. The Board shall have power at any time, and from time to time, to co-opt any Person to be a member of the Board, either to fill a casual vacancy or to meet a need for particular skills/ expertise as an addition to the existing members of

the Board. The Board of can co-opt up to a maximum of 6 people onto the Board.

55. The elected and co-opted members of the Board shall hold office until the conclusion of the annual general meeting following the meeting at which they were elected, or following their co-option to the Board. The elected members of the Board shall be eligible for re-election and the co-opted members of the Board may re co-opted at any time and from time to time following each annual general meeting provided that no Person shall hold any one office for more than 5 consecutive years.
56. The Board shall meet not less than 6 times in a calendar year.
57. The elected members of the Board shall receive no remuneration for so acting save as provided in Article 4.
58. No Trustee or connected Person (as defined by section 252 of the Act) may:-
 - 58.1 buy any goods or services from the Company on terms preferential those applicable to members of the public;
 - 58.2 sell goods, services, or any interest in land to the Company;
 - 58.3 be deployed by, or receive any remuneration from the Company save as provided in Article 4.
 - 58.4 receive any other financial benefit from the Company unless:-
 - 58.4.1 the payment is permitted by Article 4;
or
 - 58.4.2 the Officers obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

In this Article a “financial benefit” means a benefit, direct or indirect, which is either money or has monetary value.

PROCEEDINGS OF THE BOARD

65. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality, the Chairman (or the Deputy Chairman where the Chairman is unable to attend) shall have a second or casting vote. A member of the Board may, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any member thereof for the time being absent from the United Kingdom.

66. The quorum necessary for the transaction of the business of the Board shall be at least one-third in number of the members for the time being of the Board.
67. The continuing members of the Board may act notwithstanding any vacancy in their body, but if and so long as their number reduced below the number fixed by Article 51 as the minimum number the continuing members or member may act for the purpose of the increasing the number of members to that number but for no other purpose.

CONFLICTS OF INTERESTS

70. If a conflict of interest arises for a Trustee because of a duty of loyalty owed to another organisation or Person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:-
 - 70.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 70.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
 - 70.3 the unconflicted Trustees consider it is in the interest of the Company to authorise the conflict of interests in the circumstances applying
71. In this Articles a conflict of interests arising because of a duty of loyalty owed to another organisation or Person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to an Trustee or to a connected person (as defined in section 252 of the Act).

SEAL

72. The Board of Trustees shall provide for the safe custody of the Seal which shall only be used by the authority of the Board or of a sub-committee thereof authorised thereby in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a member of the Board and shall be countersigned by one other member of the Board.

ACCOUNTS

73. The Board shall cause proper books of account to be kept with respect to:-
 - 73.1 all sums of money received and expended by the Company and all the matters in respect of which the receipt and expenditure take place;
 - 73.2 all sales and purchases of goods by the Company; and

- 73.3 all assets and liabilities of goods by the Company.
74. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
75. The books of account shall be kept at the registered office of the Company, or, subject to section 388 of the Act such other place or places as the Board shall think fit, shall always be open to the inspection of the Board, and shall be open to the inspection of Members at such times and places, and subject to such conditions as may be determined by the Board or by the Company in general meeting.
76. The Board shall from time to time in accordance with sections 386 and 399 of the Act cause to be prepared and to be laid before the Company in general meeting such accounts, balance sheet and reports as are referred to in those sections.
77. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the general meeting be sent to every Member.

AUDIT

78. The auditors of the Company shall be appointed and their duties regulated in accordance with sections 475 and 485 of the Act.

NOTICES

79. A notice must be given by the Company to any Member in writing either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him, or by electronic means to such email address (if any) as each Member has supplied to the Company for the giving of notice to him, provided that such Member has confirmed to the Company in writing that they wish to receive notices by electronic means. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of the post. Where a notice is given by electronic means, service of the notice shall be deemed to be effected at the date and time that the notice was sent by the Company's server.
80. Notice of every general meeting shall be given to:-

80.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company and address within the United Kingdom for the giving of notices to them:

80.2 the auditors for the time being of the Company.

No other Person shall be entitled to receive notice of general meetings.

83.2 A Member who does not register an address with the Company shall not be entitled to receive any notice from the Company.

84. A Member present at any meeting of the Company shall be deemed to have received notice at the meeting and of the purposes for which it was called

DISSOLUTION

86. The Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways:-

86.1 directly for the Objects; or

86.2 by transfer to any charity or charities for purposes similar to the Objects; or

86.3 to any charity or charities for use for particular purposes that fall within the Objects.

87. Subject to any such resolution of the Members, the Board may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for the, shall on or before dissolution of the Company be applied or transferred:-

87.1 directly for the Objects

87.2 by transfer to any charity or charities for purposes similar to the Objects

87.3 to any charity or charities for use for particular purposes that fall within the Objects

88. In no circumstances shall the net assets of the Company be paid to or distributed among the Members (except to a Member that is itself a charity) and if no resolution in accordance with Article 86 is passed by the member or the Board the net assets of the Company shall be applied for charitable purposes as directed by the court or the Commission.

INDEMNITY

89. In the execution of the Objects any member of the Board of the Company shall not be liable for any loss to the property of the Company arising by reasons of any improper investments made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other member of the Board of the Company in good faith (provided reasonable supervision shall have been exercised) whether or not the employment of such agent was strictly necessary or by reason of any mistake or omission made in good faith by any member of the Board or by reasons of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member of the Board who is sought to be made liable.

MEDIA STATEMENTS

90. Statements to be made or given on behalf of or in the name of the Company shall only be made by a Person, or Persons approved and appointed by the Board.