

MEMORANDUM OF ASSOCIATION

OF

GREAT GEORGES COMMUNITY CULTURAL PROJECT LIMITED

1. The name of the Company (hereinafter called "The Trust") is "GREAT GEORGES COMMUNITY CULTURAL PROJECT LIMITED"

2. The registered office of the Trust will be situate in England.

3. The objects for which the Trust is established are:-

- N/C
- (A) To advance the education of the public in and by means of all the arts including performing arts, visual arts, applied arts and experimental work in the arts and by improving standards of execution and appreciation of the arts.
 - (B) To provide or assist in the provision of facilities for recreation or other leisure-time occupation in the interests of social welfare for members of the public at large and for persons who have need of such facilities by reason of their youth, age, infirmity or disablement, poverty or social or economic circumstances, with the object of improving the conditions of life for the persons for whom the facilities are intended.
 - (C) To establish and maintain Community Centres for the benefit of the inhabitants of the Merseyside Area and to promote all or any objects for the benefit of the said inhabitants which now are or hereafter may be deemed by law to be charitable.

AND FOR THE FURTHERANCE OF THE AFORESAID OBJECTS BUT NOT OTHERWISE:-

- (1) To purchase, take on lease or in exchange, hire or

and any rights or privileges necessary or convenient for the promotion of the aforesaid charitable objects and to construct layout maintain and alter any buildings gardens grounds and other amenities necessary or convenient for the work of the Trust

- (2) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust.
- (3) To arrange for musical, theatrical and other performances, recreational and/or educational games, the showing or playing of recorded material (including films and video-tapes) and to promote and present exhibitions and demonstrations of arts and crafts.
- (4) (a) To grant scholarships, fellowships, prizes and other awards for the purposes of the study of the arts or any of them.
(b) To conduct research into the relationship between the community and the arts and for the purpose of such research to grant scholarships, fellowships, prizes and other awards and to disseminate the results of such research.
- (5) To arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, workshops and teach-ins.
- (6) To publish, issue, and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets, films, records, tape-recordings or video-tapes or other documents or things.
- (7) To undertake or accept any trusts or obligations for the furtherance of the aforesaid objects gratuitously or otherwise

- (9) To borrow or raise money for the purposes of the Trust on such terms and on such security as may be thought fit.
- (10) To invest the moneys of the Trust not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consent (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (11) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in the furtherance of the aforesaid objects.
- (12) To do all such things as will further or are incidental to the furtherance of the attainment of the aforesaid objects.
- (13) To do all or any of the above things as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (14) To demonstrate the work of the Trust in any part of the world.

Provided that:-

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Trust shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulations, restriction or condition which if an object of the Trust would make it a Trade Union.
- (iii) In case the Trust shall take or hold any property

Commissioners for England and Wales or Secretary of State for Education and Science, The Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Trust 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 they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

4. The income and property of the Trust, whencesoever derived, shall be applied solely towards the promotion of the objects of the Trust 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 Trust.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Trust, or to any member of the Trust, in return for any services actually rendered to the Trust, nor prevent the payment of interest at a rate not exceeding one per cent. per annum above Bank Rate on money lent or reasonable and

proper rent for premises demised or let by any member of the Trust; but so that no member of the Council of Management or Governing Body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Trust to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Trust; provided that the provision last aforesaid shall not (i) apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold a majority of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment, nor (ii) prevent the payment, in good faith of reasonable and proper remuneration to the Director or Directors of the Trust but so that the Director or Directors shall not be entitled to vote at meetings of the Council of Management or Governing Body on any resolution concerning his or their remuneration.

5. The liability of the members is limited.
6. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1.
7. If upon the winding up or dissolution of the Trust 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 Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust,

Now, the several persons whose names are advanced are desirous, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78
79
80
81
82
83
84
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148
149
150
151
152
153
154
155
156
157
158
159
160
161
162
163
164
165
166
167
168
169
170
171
172
173
174
175
176
177
178
179
180
181
182
183
184
185
186
187
188
189
190
191
192
193
194
195
196
197
198
199
200
201
202
203
204
205
206
207
208
209
210
211
212
213
214
215
216
217
218
219
220
221
222
223
224
225
226
227
228
229
230
231
232
233
234
235
236
237
238
239
240
241
242
243
244
245
246
247
248
249
250
251
252
253
254
255
256
257
258
259
260
261
262
263
264
265
266
267
268
269
270
271
272
273
274
275
276
277
278
279
280
281
282
283
284
285
286
287
288
289
290
291
292
293
294
295
296
297
298
299
300
301
302
303
304
305
306
307
308
309
310
311
312
313
314
315
316
317
318
319
320
321
322
323
324
325
326
327
328
329
330
331
332
333
334
335
336
337
338
339
340
341
342
343
344
345
346
347
348
349
350
351
352
353
354
355
356
357
358
359
360
361
362
363
364
365
366
367
368
369
370
371
372
373
374
375
376
377
378
379
380
381
382
383
384
385
386
387
388
389
390
391
392
393
394
395
396
397
398
399
400
401
402
403
404
405
406
407
408
409
410
411
412
413
414
415
416
417
418
419
420
421
422
423
424
425
426
427
428
429
430
431
432
433
434
435
436
437
438
439
440
441
442
443
444
445
446
447
448
449
450
451
452
453
454
455
456
457
458
459
460
461
462
463
464
465
466
467
468
469
470
471
472
473
474
475
476
477
478
479
480
481
482
483
484
485
486
487
488
489
490
491
492
493
494
495
496
497
498
499
500
501
502
503
504
505
506
507
508
509
510
511
512
513
514
515
516
517
518
519
520
521
522
523
524
525
526
527
528
529
530
531
532
533
534
535
536
537
538
539
540
541
542
543
544
545
546
547
548
549
550
551
552
553
554
555
556
557
558
559
560
561
562
563
564
565
566
567
568
569
570
571
572
573
574
575
576
577
578
579
580
581
582
583
584
585
586
587
588
589
590
591
592
593
594
595
596
597
598
599
600
601
602
603
604
605
606
607
608
609
610
611
612
613
614
615
616
617
618
619
620
621
622
623
624
625
626
627
628
629
630
631
632
633
634
635
636
637
638
639
640
641
642
643
644
645
646
647
648
649
650
651
652
653
654
655
656
657
658
659
660
661
662
663
664
665
666
667
668
669
670
671
672
673
674
675
676
677
678
679
680
681
682
683
684
685
686
687
688
689
690
691
692
693
694
695
696
697
698
699
700
701
702
703
704
705
706
707
708
709
710
711
712
713
714
715
716
717
718
719
720
721
722
723
724
725
726
727
728
729
730
731
732
733
734
735
736
737
738
739
740
741
742
743
744
745
746
747
748
749
750
751
752
753
754
755
756
757
758
759
760
761
762
763
764
765
766
767
768
769
770
771
772
773
774
775
776
777
778
779
780
781
782
783
784
785
786
787
788
789
790
791
792
793
794
795
796
797
798
799
800
801
802
803
804
805
806
807
808
809
810
811
812
813
814
815
816
817
818
819
820
821
822
823
824
825
826
827
828
829
830
831
832
833
834
835
836
837
838
839
840
84

[illegible][illegible]

100 Old River Street
Hempstead.

U. J. E. 22545:28

Acknowledgements

Declaration

1. NAME _____
2. DATE _____

2nd 12011 STREET, LPOOL.

Serial 441/50A

Wilkes:

Address

George L. Loefer

PAUL HARRIS, Successor Article
5 Churchhouse Street, Liverpool.

Mary C. P. Allen
Sturges St. Liverpool B.

Social Artist

Wf 1.10.86

Address

Occupation

RUFUS HARRIS, Community Worker
4 Cambridge Gardens, London N.10.

Pamela A. Clark
 211 Radbrook Grove
 London SW10

Student

Witness

Abstract

Declaration

FALCONER DAVID HUBERT LOWRY
Chartered Accountant.

Wyle Coy, Caldys Road, Caldys.

Gray with Jones
24 Darlington Road. Liverpool 16

Gelehrte:

References

Address

Occupation

PETER ALAN SAUNDERS Chartered Accountant:
44 Black Horse Hill, West Kirby,
Cheshire.

24 Dentington Road, Hinxton 16

Resolution

Dated this 2nd day of May 1972.

INDISTINCT ORIGIN

THE COMPANIES ACT 1948
COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
GREAT GEORGES COMMUNITY CULTURAL PROJECT LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

<u>WORDS</u>		<u>MEANINGS</u>
The Act	:	The Companies Act 1948
These presents	:	These Articles of Association and the regulations of the Trust from time to time in force.
The Trust	:	The above-named Trust.
The Council	:	The Council of Management for the time being of the Trust.
The Office	:	The registered office of the Trust.
The Seal	:	The common seal of the Trust.
The United Kingdom	:	Great Britain and Northern Ireland.
Month	:	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.

And words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of Members with which the Trust proposes to be registered is one hundred, but the Council may from time to time register an increase of Members.
3. The provisions of section 110 of the Act shall be observed by the Trust, and every Member of the Trust shall either sign a written consent to become a Member or sign the register of members on becoming a Member.
4. The Trust is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be Members of the Trust.
6. The Council shall have an unqualified discretion to accept or reject any application for admission to membership.
7. A person may terminate his membership of the Trust by giving to the Trust notice in writing to that effect in such form as the Council shall require. The rights of any Member shall be personal and shall not be transferable and shall cease upon his becoming bankrupt or of unsound mind. Nothing herein contained shall prevent the Member from again becoming eligible for membership.
8. Any Member may be removed from the Trust by a resolution of the Council passed by a majority of at least three-fourths of the members of the Council present and voting at a special Council meeting of which not less than twenty-one days' previous notice specifying the intention to propose such resolutions shall have been sent to the Member whose removal is in question to all the

of the general nature of the grounds on which such resolution is proposed shall be sent to the Member whose removal is in question at least fourteen days before the meeting, and he shall be entitled to be heard by the Council at the meeting.

9. Subject as aforesaid the Council may make such regulations in respect of membership including qualifications, conditions and payment of subscriptions and such other matters as they may in their absolute discretion think fit.

GENERAL MEETINGS

10. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

12. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

13. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the

the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

14. The accidental omission to give notice of a meeting, to or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten Members personally present shall be a quorum.

17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.

18. The President (if any) or (in his absence) the Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such President or Chairman, or if at any meeting neither of such officers shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Council, or if no such Member be present, or if all the members of the Council present decline to take the chair, they shall choose some Member of the Trust who shall be present to preside.

19. The Chairman may, with the consent of any 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

20. At any 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three Members present in person or by proxy, or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand

- ...in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting (if a Member) shall be entitled to a second or casting vote.
24. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every Member shall have one vote.
26. Save as herein expressly provided, no Member other than a Member duly registered, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another Member, at any General Meeting.
27. Votes may be given either personally or by proxy. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. No person shall be appointed a proxy who is not a Member.
28. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf.
29. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited

in default for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

**GREAT GEORGES COMMUNITY ARTS PROJECT
LIMITED**

"I,
"of
"a Member of Great Georges Community Arts Project Ltd
"whereby appoint
"of
"and failing him, , a Member of the Trust
"of , a Member of the Trust
"to vote for me and on my behalf at the (Annual or
"Extraordinary, or Adjourned, as the case may be)
"General Meeting of the Trust to be held on the
day of
"and at every adjournment thereof.

"As witness my hand this day of 19 "

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT

32. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 6 nor more

33. The first members of the Council shall be:-

Peter Mooras

Wendy Harpe

Bill Harpe

Rufus Harris

Falconer David Malbon Lowry

Peter Alan Saunders

fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

35. No person who is not a Member of the Trust shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL

36. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

37. The Council may at any time make, alter, add to and repeal Bye-Laws Provided that no Bye-Laws shall be made which are inconsistent with or repugnant to the Act or these presents.

38. The Council may at any time invite some distinguished person to be the Patron of the Trust.

39. The Council may from time to time appoint some person to be the President of the Trust and may determine the period for which he shall hold office.

they shall think fit to be Vice-Presidents of the Trust for such periods and on such terms as they shall think fit. A Vice-President need not be a Member.

41. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

42. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

43. The seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

100 If a retiring member is called against him,
or he makes any arrangements or composition
with his creditors.

(B) If he becomes of unsound mind.

(C) If he ceases to be a Member of the Trust.

(D) If by notice in writing to the Trust he
resigns his office.

(E) If he ceases to hold office by reason of
any order made under section 188 of the Act.

(F) If he is removed from office by a resolution duly
passed pursuant to section 184 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

45. At each Annual General Meeting one-fourth of the non-ex-officio members of the Council for the time being, or if their number is not a multiple of four then the number nearest to one-fourth, shall retire from office. In calculating the said fraction of one-fourth there shall be included in the said fraction any retirements, resignations or deaths which shall have taken place since the last preceding Annual General Meeting.

46. The members of the Council to retire shall be those who have been longest or in any event have served six years in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall not be eligible for re-election until the Annual General Meeting following that of his retirement. Notwithstanding the provisions of clause 45 hereof, the foregoing provisions relating to the rotation of members of the Council shall not apply until the third Annual General Meeting.

47. No person shall, unless recommended by the Council for

any day appointed for the meeting there shall have been given to the Secretary in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.

The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

48. The Trust may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

49. In addition and without prejudice to the provisions of section 184 of the Act, the Trust may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified Member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

50. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

51. A member of the Council may, and on the request of a member

of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

52. Notice of all meetings of the Council shall be given to the Accountant to the Trust and to such other professional advisers of the Trust as the Council shall determine. Every such person to whom notice is so given shall be entitled to be present at every meeting of the Council and to speak on any matter which concerns him but no such person shall be entitled to vote at any meeting of the Council.

53. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

54. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.

55. The Council may delegate any of their powers to committees consisting of such person or persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. Provided always that no resolution of a committee shall be valid and effective unless (a) the majority of the members of the Committee present at the meeting at which such resolution is passed are Members of the Trust

56. All acts done since any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council or of any such committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council or of the committee concerned.

57. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

58. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

DIRECTOR

59. The Council may from time to time appoint some person or persons whether or not a member of their body to be the Director or Directors of the Trust for such period and on such terms as to remuneration and otherwise as they shall think fit, and subject to the terms of any agreement entered into in any particular case may revoke such appointment. Any Director so appointed shall, whilst holding that office, be an ex-officio

Directors of the Trust shall be Bill Harpo, Wendy Harpo and Peter Moores.

60. The members of the Council may entrust to and confer upon the Director of the Trust any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

ACCOUNTS

61. The Council shall cause proper books of account to be kept with respect to -

- (A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Trust; and
- (C) the assets and liabilities of the Trust.

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 affairs of the Trust and to explain its transactions.

62. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

63. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of Members not being members of the Council, and no Member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Council or by the Trust in general meeting.

lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other document required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1)(c) of the Act, be sent to the Auditors and to all other 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 be read before the meeting as required by section 162 of the Act.

AUDIT

65. Once at least in every year the accounts of the Trust 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.

66. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 162 of the Act, the members of the Council being treated as the Directors mentioned in those sections.

NOTICES

67. A notice may be served by the Trust upon any Member, either personally or by sending it by First Class post in a prepaid letter, addressed to such Member at his registered address or

68. Any Member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Trust.

69. Any notice, if served by post, shall be deemed to have been served on the day following that, on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid First Class letter.

DISSOLUTION

70. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Trust shall have effect as if the provisions thereof were repeated in these Articles.

Witness

Address

Occupation

Justine Linder

Solicitor

100 Old Hall Street,
Liverpool.

Wendy Mayne

Witness

Address

Occupation

WENDY HAYNE, Social Artist
5 Heskisson Street,
Liverpool.

R. Fraser

1st KENT ST LPOOL.

L1/5DA

SOCIAL ARTIST.

Bill Hayne

Witness

Address

Occupation

BILL HAYNE, Social Artist
5 Heskisson Street,
Liverpool.

Mary C. Lippin

5 Heskisson St. L.P. 8

Social Artist.

Refus Hayne

Witness

Address

Occupation

REFUS HAYNES, Community Worker
4 Cambridge Gardens,
London W.10

Paucela A. Clark

211 Wadbrooke Grove
London W10

Student.