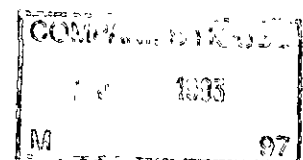


MEMORANDUM OF ASSOCIATION
OF
PROJECT FOR ADVICE COUNSELLING AND EDUCATION

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- (1) The name of the Company, hereinafter called the Association, is PACE (Project for Advice Counselling and Education).
- (2) The registered office of the Association shall be situated in England.
- (3) The objects of the Association are:
 - (A) to preserve and protect the health, both physical and mental, of homosexual men and women, in particular by the provision of a counselling support and advice service;
 - (B) to advance public education in the field of HIV infection, AIDS and related issues.
- (4) In pursuance of these objects, the Association shall exercise the following powers:
 - (A) to purchase, hire, lease, exchange or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections;
 - (B) subject to legal requirements, sell, let, mortgage, dispose of or turn to account all or any Association properties or assets;
 - (C) to undertake and execute any charitable trusts which may lawfully be undertaken by the Association;
 - (D) to take any gift of property, whether subject to special trust or not, for any one or more of the objects of the Association;
 - (E) to take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
 - (F) to print, publish and distribute any newspapers, periodicals, books, leaflets or cinematographic or phonographic recordings that the Association may think desirable for the promotion of its objects;
 - (G) subject to legal requirements, raise or borrow money on such terms and security as may be thought fit PROVIDED THAT the Association shall not undertake any permanent trading activities in raising funds for its primary charitable objects;



(H) to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject to legal requirements or any other conditions that may be imposed;

(I) 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;

(J) to amalgamate, affiliate or co-operate with charitable bodies with objects similar to those of the Association, and to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any such body PROVIDED THAT such bodies shall not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 hereof;

(K) to hold conferences, seminars, lectures and meetings;

(L) to establish clinics for the provision of health care;

(M) to train students in health care, social welfare and related professions;

(N) to do all such other lawful things as shall further the said objects or any of them PROVIDED THAT :

(i) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same subject to legal requirements

(ii) the objects of the Association shall not extend to the regulation of relations between workers and employers or their respective organisations

(iii) any Association property coming within the jurisdiction of the Charity Commissioners shall not be mortgaged, leased or charged without authority from them, and that the Executive Committee shall be accountable and chargeable for the administration, receipts, neglects and defaults of any such property. The incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Executive Committee, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

(5) The income and property of the Association 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 to any member of the Association PROVIDED THAT nothing herein shall prevent any payment in good faith by the Association;

(A) of reasonable remuneration to any member or servant of the Association (not being a member of the Executive Committee) for any services rendered to the Association;

(B) of interest on money lent by any member of the Association (including

members of the Executive Committee) at a rate per annum not exceeding 2 per cent less than the base rate of the National Westminster Bank PLC or 3 per cent whichever is the greater;

(C) to any member of its Executive Committee of reasonable expenses;

(D) to a company of which a member of the Association or of its Executive Committee may be a member holding not more than one hundredth part of the capital of such company.

(6) The liability of members is limited.

(7) In the event of an Association dissolution, each member shall be required to pay £1 if the assets of the Association fail to cover any expenses needed for such dissolution.

(8) In the event of a dissolution, any assets remaining after settlement of liabilities and provision for any pensions or allowances to retired employees has been met, shall be transferred to charitable bodies with objects similar to those of the Association.

ARTICLES OF ASSOCIATION
OF THE
PROJECT FOR ADVICE, COUNSELLING AND EDUCATION

(1) GENERAL

The Association is established for the purposes expressed in the Memorandum of Association.

(2) MEMBERSHIP

(A) Application for full membership shall be open to:

- (1) individuals of 18 years and over who identify as lesbians or gay men
- (2) any voluntary or other non-profit organisation whose membership solely comprises lesbians and/or gay men

PROVIDED THAT those individuals and organisations are interested in furthering the work of the Association and have paid the annual subscription as laid down from time to time by the Executive Committee hereinafter mentioned.

(B) Application for associate membership shall be open to:

- (1) individuals of 18 years and over who do not identify as lesbians or gay men
- (2) any national, international and local voluntary or other non-profit organisations, whether corporate or unincorporated, which do not have a solely lesbian and gay membership

PROVIDED THAT those individuals and organisations are interested in furthering the said work and have paid the annual subscription.

(C) Associate members shall not be entitled to vote at meetings of the Association.

(D) Each member organisation shall appoint one individual to represent it, and if a full member to vote on its behalf, at General Meetings of the Association. In the event of such individual resigning or otherwise leaving the organisation, he or she shall forthwith cease to be representative thereof.

(E) Each member organisation may appoint:

- (1) A deputy to replace its appointed representative if the latter is unable to attend any General Meeting of the Association, and
- (2) Observers (who shall not be entitled to vote) to attend any such meeting.

(F) Honorary members may be appointed at the discretion of the said Executive Committee, but shall not be entitled to vote.

(A) ~~(E)~~ Every application for membership shall be considered by the Executive Committee at its next meeting after it is made, or so soon thereafter as is practicable. If successful, the name of the applicant shall be entered in the register of members.

(H) ~~(F)~~ A member shall cease to be a member if:

(1) they die; or

(2) they are expelled; or

(3) they withdraw from the Association; or

(4) they fail to attend any General Meeting of the Association for two years and they fail to respond within three months of a notice despatched to them at their last address. The notice shall request them, within 3 months of the date of despatch of the notice, to inform the Secretary in writing whether or not they wish to remain a member of the Association.

(I) ~~(G)~~ A member may be expelled from the Association by a resolution carried by the votes of not less than 2/3 of the members present in person or by proxy and by voting on a poll at an Annual or Special General Meeting of the Association of which notice has been duly given, provided that a complaint, in writing, of conduct detrimental to the interests of the Association has been sent to them by order of the Executive Committee not less than one calendar month before the meeting.

(1) ~~(2)~~ Such complaint shall contain particulars of the conduct complained of and shall call upon the member to answer the complaint and to attend the meeting called under this rule. If on due notice having been served upon them the member fails to attend the meeting without due cause, the meeting may proceed in his or her absence.

(2) ~~(3)~~ A person expelled from membership shall cease to be a member at the expiration of 28 days from the date at which the resolution to expel them was carried under the preceding paragraph of this rule.

(3) ~~(4)~~ No person who has been expelled from membership shall be re-admitted except by a resolution carried by the votes of 2/3 of members present.

(3) THE EXECUTIVE COMMITTEE

(A) Subject as hereinafter mentioned the policy and general management of the affairs of the Association shall be directed by the Executive Committee (hereinafter called "the Committee") which shall meet not less than 4 times a year, and when complete, shall consist of not less than 5 or more than 11 members.

(B) The members of the Committee shall be elected at the Annual General

Meeting of the Association in accordance with the procedures set out in the Executive Committee Guidelines document.

(C) No person who is not a ^{Full} member of the Association shall be eligible to hold office as a member of the Committee.

(D) In addition to the members so elected, the Committee may co-opt up to 3 further members being full members of the Association whether individual or representative or a combination of both who shall serve until the conclusion of the next Annual General Meeting after individual co-option PROVIDED THAT the number of co-opted members shall not exceed 1/3 of the total membership of the Committee at the time of co-option.

(E) Any casual vacancy in the Committee may be filled up by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for election at the meeting.

(F) One third of the membership shall retire annually but shall be eligible for re-election, the members so to retire being those who have been longest in office since the last election. As between members who have been in office the same length of time, those due to retire shall be chosen by lot.

(G) The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.

(H) At the Annual General Meeting hereinafter mentioned, the Association shall elect a Chair, a Vice-Chair, a Treasurer and such other Officers as the Association shall from time to time decide.

(I) The Secretary shall be appointed by the Committee.

(J) The Secretary and other Officers of shall act under the supervision, control and direction of the Committee, and without prejudice thereto, the Secretary shall in particular:

(1) summon and attend all meetings of the Association and of the Committee and keep the minutes;

(2) keep the register of members and other registers required to be kept;

(3) submit an annual return to the Registrar of Companies within 6 weeks of the Annual general meeting;

(4) ensure an income and expenditure account and balance sheet are prepared and properly audited, and that they are submitted to the Registrar of Companies within 10 months of the end of the Associations financial year;

(5) notify the Registrar of Companies within 14 days of any change in the Associations register address;

(6) ensure that the organisations stationery shows the name under which the organisation is registered;

(7) ensure that all legal agreements or contracts are properly discussed and agreed by the Committee.

(K) Members of the Executive Committee may not receive any salary, fee, commission or other remuneration from the Association, except for out-of-pocket expenses incurred in the course of Association business.

(4) POWERS OF THE COMMITTEE AND SUB-COMMITTEES

(A) ~~the~~ In addition to the Rule set out in Section 3 (A), the Committee shall further have the authority to:

1. (A) delegate any of its powers under written terms of reference to sub-committees, which shall conduct their affairs in a manner consistent with the rules of the Association, and in accordance with any written instructions imposed on them by the Committee;
2. (B) determine the membership of its sub-committees, which shall include at least one person who also serves on the Committee and any such persons as the Committee thinks fit;
3. (C) specify the number of sub-committee members needed to form a quorum;
4. (D) appoint the Chair of any sub-committee;
5. (E) reject any expenditure incurred by a sub-committee other than that which is in accordance with a budget previously agreed by the Committee.
6. (F) expel any member of the Committee in accordance with the procedure set out in Section 2 (G). (I).

(5) PROCEDURE AT ALL MEETINGS OF THE ASSOCIATION AND EXECUTIVE COMMITTEE

(A) Regular meetings of the Committee shall be convened by at least 7 days clear notice in writing posted or delivered to every member, giving date, time, venue and an agenda.

(B) Annual General Meetings of the Association shall be convened by at least 21 clear days notice in writing posted or delivered to every member, giving date, time, venue and an agenda.

(C) Extraordinary General Meetings of the Association shall be convened by at least 21 days clear notice in writing posted or delivered to every member, giving date, time, venue and an agenda. This meeting shall not transact

any business that is not mentioned in the agenda.

(D) QUORUM: the quorum at a meeting of the Association or of the Committees shall be one third of the actual membership, or such number as the Association may in General Meeting from time to time determine;

(E) VOTING: save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. Arrangements for proxy voting shall be in the following form or as near thereto as circumstances will admit:

"I	"
"a member of	"
"hereby appoint	"
"of	"
"and failing him/her	"
"of	"
"as my proxy to vote on my behalf at the Annual General Meeting of the Association to be held on	"
"and at any adjournment thereof.	"
"Signed on	"

(2) In the event of a tie, the Chair shall have a second and deciding vote.

(F) MINUTES: minute books shall be kept by the Committee and any other committees, and the Secretary shall enter therein a record of all proceedings and resolutions

(G) STANDING ORDERS AND RULES: the Committee shall have power to adopt and issue Standing Orders and/or Rules for the Association. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS that they shall be subject to review by the Association in General Meeting and shall not be inconsistent with the provisions of the Constitution.

(6) FINANCE

(A) All moneys raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association or the repayment members of the Committee or of any committee appointed of reasonable out-of-pocket expenses.

(B) The accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual General Meeting.

(C) An audited statement of the accounts for the last financial year shall

be submitted by the Committee to the Annual General Meeting as aforesaid.

(D) In accordance with the Rule contained in Section 3 Clauses J3&4, the Secretary shall provide a statement of the audit for the past financial year for the Registrar of Companies and any other interested persons or organisations

(7) ALTERATIONS TO THE RULES

Any alteration to these Rules shall receive the assent of not less than 2/3 of the full membership of the Association for the time being whether individual or representative present and voting at a meeting specially called for the purpose PROVIDED THAT notice of any such alteration shall have been received by the Secretary in writing not less than 21 days before the meeting at which the alteration is to be proposed. At least 14 clear days notice in writing of such a meeting, setting forth the terms of the alteration, shall be sent by the Secretary to each member of the Association PROVIDED THAT no alteration shall be made which would have the effect of causing the Association to cease to be a Charity at law.

(8) DISSOLUTION

If the Committee by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote, of which meeting not less than 21 days notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a 2/3 majority of those present and voting at such meeting, the Committee shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the Committee may determine.

(9) NOTICES

Any notice may be served by the Secretary on any member either personally or on its appointed representative as the case may be, or by sending it through the post in a prepaid letter addressed to such member at his, her or its last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.