

Company number 6397532

Charity Number 1121975

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTIONS

of

ATTITUDE IS EVERYTHING (Charity)

Circulation Date: 27.01.15

COMPANIES HOUSE

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the trustee directors of the Charity propose to alter the Charity's articles of association. The directors propose that the following resolutions are passed as special resolutions (**Resolutions**).

**SPECIAL RESOLUTION 1: Membership**

THAT Articles 1.3 to 1.5.4 (inclusive) and Article 3 6.4 of the articles of association of the Charity be deleted and replaced with the following:

- |       |  |
|-------|--|
| 1.3   | The members of the Charity shall be its Trustees for the time being.                                 |
| 1.4   | The only persons eligible to be members of the Charity are its Trustees.                             |
| 1.5   | Any member and Trustee who ceases to be a Trustee automatically ceases to be a member of the Charity |
| 3.6 4 | [deleted]  |

**SPECIAL RESOLUTION 2: Trustees**

THAT Article 3.2 of the articles of association of the Charity be deleted and replaced with the following:

- |       |  |
|-------|--|
| 3 2 1 | A Trustee must be a natural person aged 16 years or older.   |
| 3 2.2 | No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 3 6                         |
| 3 2 3 | The minimum number of Trustees shall be three, but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. |



**3.2.4** At least 10% of the Trustees must be Deaf or disabled (as defined by the Equality Act 2010)

**SPECIAL RESOLUTION 3: Retirement of Trustees**

THAT Articles 2.8.3, 3.5 and 3.7 of the articles of association of the Charity be deleted and replaced with the following:

**2.8.3** accept the retirement of those Trustees who wish to retire or who are retiring at the end of their fixed term

**3.5.1** The Trustees at the date of this resolution shall hold office for the following terms:

Name	Date term expires	Whether term is deemed to be 1 <sup>st</sup> or 2 <sup>nd</sup> consecutive term (for the purposes of Article 3.5 4)
April Clark	31 December 2015	First
Russell Barton	31 December 2015	First
Dorothy Levine	31 December 2016	First
Alistair McDonald	31 December 2016	First
Stephen Reid	31 December 2017	Second
Maria Oshodi	31 December 2017	Second.

**3.5.2** Apart from the Trustees named above, every Trustee must be appointed for a term of three years

**3.5.3** The Trustees may at any time decide to appoint a new Trustee, whether in place of a Trustee who has retired or been removed in accordance with Article 3.6 or as an additional Trustee, provided that any limit on the number of Trustees would not as a result be exceeded and further provided that the minimum number of Deaf or disabled Trustees has been maintained.

**3.5.4** A Trustee who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least one year

**3.7** [deleted].

**SPECIAL RESOLUTION 4: Audit and Accounts**

THAT Article 2.8.5 and 6.1 of the articles of association of the Charity be deleted and replaced with the following:

**2.8.5** [deleted]

**6.1** The Trustees must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting

standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice. The Trustees must comply with the requirements of the Charities Act 2011 (as amended, extended or re-enacted from time to time) with regard to the preparation and transmission to the Registrar of Companies and the Commission of.

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on [date], hereby irrevocably agrees to the Resolutions

Signed by:



Date:

05/02/15

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods.

**By hand** delivering the signed copy to **Suzanne Bull MBE, Company Secretary / Chief Executive Officer, Attitude is Everything, 54 Chalton Street, London NW1 1HS**

**Post:** returning the signed copy by post to **Suzanne Bull MBE, Company Secretary / Chief Executive Officer, Attitude is Everything, 54 Chalton Street, London NW1 1HS**

**E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [Suzanne@attitudeiseverything.org.uk](mailto:Suzanne@attitudeiseverything.org.uk) and cc-ing [stephen.p.reid1@gmail.com](mailto:stephen.p.reid1@gmail.com) (Attitude is Everything's Chair)

Please type "Written resolutions" in the e-mail subject box.

If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3. Unless, by **16<sup>th</sup> February 2015** sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Company number 6397532

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In accordance with Chapter 2 of Part 13 of the Companies Act 2006 the trustee directors of the Charity propose to alter the Charity's articles of association. The directors propose that the following resolutions are passed as special resolutions (**Resolutions**).

#### **SPECIAL RESOLUTION 1: Membership**

THAT Articles 1.3 to 1.5.4 (inclusive) and Article 3.6.4 of the articles of association of the Charity be deleted and replaced with the following:

- |       |   |
|-------|---|
| 1.3   | The members of the Charity shall be its Trustees for the time being.                                  |
| 1.4   | The only persons eligible to be members of the Charity are its Trustees.                              |
| 1.5   | Any member and Trustee who ceases to be a Trustee automatically ceases to be a member of the Charity. |
| 3.6.4 | [deleted]   |

#### **SPECIAL RESOLUTION 2: Trustees**

THAT Article 3.2 of the articles of association of the Charity be deleted and replaced with the following:

- |       |  |
|-------|--|
| 3.2.1 | A Trustee must be a natural person aged 16 years or older.   |
| 3.2.2 | No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 3.6.                        |
| 3.2.3 | The minimum number of Trustees shall be three, but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum. |

3.2.4 At least 10% of the Trustees must be Deaf or disabled (as defined by the Equality Act 2010)

#### **SPECIAL RESOLUTION 3: Retirement of Trustees**

THAT Articles 2.8.3, 3 5 and 3.7 of the articles of association of the Charity be deleted and replaced with the following

2 8.3 accept the retirement of those Trustees who wish to retire or who are retiring at the end of their fixed term.

3.5 1 The Trustees at the date of this resolution shall hold office for the following terms:

Name	Date term expires	Whether term is deemed to be 1 <sup>st</sup> or 2 <sup>nd</sup> consecutive term (for the purposes of Article 3 5.4)
April Clark	31 December 2015	First
Russell Barton	31 December 2015	First
Dorothy Levine	31 December 2016	First
Alistair McDonald	31 December 2016	First
Stephen Reid	31 December 2017	Second
Maria Oshodi	31 December 2017	Second

3 5 2 Apart from the Trustees named above, every Trustee must be appointed for a term of three years.

3 5.3 The Trustees may at any time decide to appoint a new Trustee, whether in place of a Trustee who has retired or been removed in accordance with Article 3 6 or as an additional Trustee, provided that any limit on the number of Trustees would not as a result be exceeded and further provided that the minimum number of Deaf or disabled Trustees has been maintained

3 5 4 A Trustee who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least one year

3.7 [deleted].

#### **SPECIAL RESOLUTION 4: Audit and Accounts**

THAT Article 2 8 5 and 6.1 of the articles of association of the Charity be deleted and replaced with the following.

2 8 5 [deleted]

6.1 The Trustees must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting

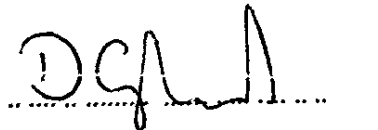
standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice. The Trustees must comply with the requirements of the Charities Act 2011 (as amended, extended or re-enacted from time to time) with regard to the preparation and transmission to the Registrar of Companies and the Commission of:

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on [date], hereby irrevocably agrees to the Resolutions

Signed by:



Date:

5/2/15

## NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

**By hand:** delivering the signed copy to Suzanne Bull MBE, Company Secretary / Chief Executive Officer, Attitude is Everything, 54 Chalton Street, London NW1 1HS  
**Post:** returning the signed copy by post to Suzanne Bull MBE, Company Secretary / Chief Executive Officer, Attitude is Everything, 54 Chalton Street, London NW1 1HS  
**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [Suzanne@attitudelseverything.org.uk](mailto:Suzanne@attitudelseverything.org.uk) and cc-ing [stephen.p.reid1@gmail.com](mailto:stephen.p.reid1@gmail.com) (Attitude is Everything's Chair)

Please type "Written resolutions" in the e-mail subject box.

If you do not agree to the Resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply.

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3. Unless, by **16<sup>th</sup> February 2015** sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Company number 6397532

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ATTITUDE IS EVERYTHING (Charity)

Circulation Date: 27.01.15

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the trustee directors of the Charity propose to alter the Charity's articles of association. The directors propose that the following resolutions are passed as special resolutions (Resolutions)

**SPECIAL RESOLUTION 1: Membership**

THAT Articles 1.3 to 1.5 4 (inclusive) and Article 3.6.4 of the articles of association of the Charity be deleted and replaced with the following:

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|-------|--|
| 1.3   | The members of the Charity shall be its Trustees for the time being                                  |
| 1.4   | The only persons eligible to be members of the Charity are its Trustees.                             |
| 1.5   | Any member and Trustee who ceases to be a Trustee automatically ceases to be a member of the Charity |
| 3.6.4 | [deleted].   |

**SPECIAL RESOLUTION 2: Trustees**

THAT Article 3.2 of the articles of association of the Charity be deleted and replaced with the following:

- |       |   |
|-------|---|
| 3.2.1 | A Trustee must be a natural person aged 16 years or older.  |
| 3.2.2 | No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 3.6.                       |
| 3.2.3 | The minimum number of Trustees shall be three, but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum |

**3.2.4** At least 10% of the Trustees must be Deaf or disabled (as defined by the Equality Act 2010).

### **SPECIAL RESOLUTION 3: Retirement of Trustees**

THAT Articles 2.8.3, 3.5 and 3 7 of the articles of association of the Charity be deleted and replaced with the following:

**2 8.3** accept the retirement of those Trustees who wish to retire or who are retiring at the end of their fixed term.

**3.5.1** The Trustees at the date of this resolution shall hold office for the following terms:

Name	Date term expires	Whether term is deemed to be 1 <sup>st</sup> or 2 <sup>nd</sup> consecutive term (for the purposes of Article 3.5.4)
April Clark	31 December 2015	First
Russell Barton	31 December 2015	First
Dorothy Levine	31 December 2016	First
Alistair McDonald	31 December 2016	First
Stephen Reid	31 December 2017	Second
Maria Oshodi	31 December 2017	Second

**3.5.2** Apart from the Trustees named above, every Trustee must be appointed for a term of three years

**3.5.3** The Trustees may at any time decide to appoint a new Trustee, whether in place of a Trustee who has retired or been removed in accordance with Article 3.6 or as an additional Trustee, provided that any limit on the number of Trustees would not as a result be exceeded and further provided that the minimum number of Deaf or disabled Trustees has been maintained.

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**3 7** [deleted].

### **SPECIAL RESOLUTION 4: Audit and Accounts**

THAT Article 2.8.5 and 6.1 of the articles of association of the Charity be deleted and replaced with the following.

**2 8.5** [deleted]

**6.1** The Trustees must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting

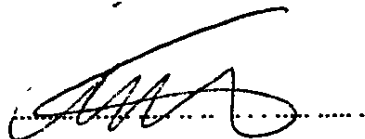
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Signed by:

  
.....  
Date: 1/2/2015 .....

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**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [Suzanne@attitudeiseverything.org.uk](mailto:Suzanne@attitudeiseverything.org.uk) and cc-ing [stephen.p.reid1@gmail.com](mailto:stephen.p.reid1@gmail.com) (Attitude is Everything's Chair)

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Alistair McDonald	31 December 2016	First
Stephen Reid	31 December 2017	Second
Maria Oshodi	31 December 2017	Second

WEDNESDAY



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COMPANIES HOUSE

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3.7 [deleted]

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2.8.5 [deleted]

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3 6.4	[deleted]

### SPECIAL RESOLUTION 2: Trustees

THAT Article 3.2 of the articles of association of the Charity be deleted and replaced with the following:

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Signed by

.. .. .

Date

.. .. .

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**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [Suzanne@attitudeiseverything.org.uk](mailto:Suzanne@attitudeiseverything.org.uk) and cc-ing [stephen.p.reid1@gmail.com](mailto:stephen.p.reid1@gmail.com)

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4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

## Suzanne

---

**From:** Nick Dugdale [ndugdale@gmail.com]  
**Sent:** 27 January 2015 12:15  
**To:** Suzanne  
**Cc:** Dawn, Stephen Reid  
**Subject:** Re: FW: Preparing to agree the Resolution to amend our Mem and Arts  
**Attachments:** image002.jpg, image004.jpg

Dear Suzanne

Thank you for the background, I agree with these changes.

Kind regards

Nick

On Mon, Jan 26, 2015 at 12:56 PM, Suzanne <[suzanne@attitudeiseverything.org.uk](mailto:suzanne@attitudeiseverything.org.uk)> wrote:

Dear Nick,

Some more information from me, please see below.

Although the deadline has passed for trustees to respond, it would be good to have your agreement and if Stephen and I could receive this by Wednesday (sorry, very short notice) that would be fabulous.

Thanks,

Suzanne

**From:** Suzanne  
**Sent:** 14 January 2015 17:34  
**To:** Alistair McDonald ([alistairmcdonald@yahoo.co.uk](mailto:alistairmcdonald@yahoo.co.uk)); April Clark ([aprilfoolery@gmail.com](mailto:aprilfoolery@gmail.com));  
([dorothy.levine@ukmusic.org](mailto:dorothy.levine@ukmusic.org)); Katie Ann Smith ([katieannsmith22@gmail.com](mailto:katieannsmith22@gmail.com)); Maria OShodi  
([maria.mal09@gmail.com](mailto:maria.mal09@gmail.com)); Paul Taylor ([paul.taylor@barnardos.org.uk](mailto:paul.taylor@barnardos.org.uk)); Russell Barton  
([russells.barton@btinternet.com](mailto:russells.barton@btinternet.com))  
**Cc:** Dawn Naoh ([dawn@attitudeiseverything.org.uk](mailto:dawn@attitudeiseverything.org.uk)); Stephen Reid ([stephen.p.reid1@gmail.com](mailto:stephen.p.reid1@gmail.com))  
**Subject:** Preparing to agree the Resolution to amend our Mem and Arts  
**Importance:** High



**attitude**  
is everything

54 Chalton Street, London NW1 1HS  
0207 483 7979

improving deaf and disabled people's access to live music

[www.attitudeiseverything.org.uk](http://www.attitudeiseverything.org.uk)

Dear Trustees,

Your consent is now required before I contact the original members of Attitude is Everything about the Resolution to amend our Mem and Arts to say that the members of the charity are now our trustees.

New trustees: to bring you up to speed, we needed to modernise our Mem and Arts, some parts of which were already antiquated for a small charitable organisation such as ourselves. We employed Keith Arrowsmith from Counterculture LLP (whom I have been trained by and worked with before) to carry out this work for us.

I now have pleasure in attaching:

- Agreed amendments which need checking and require consent from every trustee and requires consent
- A paper with recommendations that Keith wrote for the December Board meeting 2014 on which we based our discussion - this is to remind existing trustees what they agreed and to give new trustees the background to this work.
- The section from the Board meeting where this item was discussed – again this is to remind existing trustees what they agreed and to give new trustees the background to this work.

**Consent must be given in writing via email directly to Stephen by 21<sup>st</sup> January 2015 and he will be contacting you if he hasn't heard from you by the deadline. This is an important deadline to meet so please do your best to adhere to it as it needs to be recorded for official purposes. The original members can't be contacted and we can't move this work forward until the trustees sign off on the recommendations.**

If you have any questions or concerns, please don't hesitate to contact Stephen directly on this matter.

Thanks for your understanding and co-operation on this matter,

Suzanne

**Suzanne Bull MBE**

**Chief Executive Officer**

**020 7383 7979 (Monday - Thursday)**

**[suzanne@attitudeiseverything.org.uk](mailto:suzanne@attitudeiseverything.org.uk)**

Patrons: Mat Fraser • Robert Wyatt • Susan Hedges • Alan McGee • Paul Maynard MP  
Blaine Harrison • Amadou and Mariam • Drugstore • Lord Clement-Jones CBE • Kerry McCarthy MP



**Registered Company No England & Wales 6397532**

**Registered Charity No 1121975**

## Suzanne

---

**From:** April Clark [aprilfoolery@gmail.com]  
**Sent:** 16 January 2015 12:16  
**To:** Alistair McDonald  
**Cc:** Dorothy Levine, Maria Oshodi, stephen reid, Suzanne, katieannsmith22@gmail.com, paul.taylor@barnardos.org.uk, russells.barton@btinternet.com, Dawn  
**Subject:** Re: Preparing to agree the Resolution to amend our Mem and Arts

You have my agreement.

Best,  
April

Sent from my iPhone

On 16 Jan 2015, at 12:01, Alistair McDonald <[alistairneilmcdonald@yahoo.co.uk](mailto:alistairneilmcdonald@yahoo.co.uk)> wrote:

You have mine too

Alistair

On 16 Jan 2015, at 11:22, Dorothy Levine <[Dot.levine@ukmusic.org](mailto:Dot.levine@ukmusic.org)> wrote.

You have my approval

Thanks

**Dorothy Levine**  
**Head of Campaigns and Communications**  
UK Music  
4th Floor  
49 Whitehall  
London SW1A 2BX  
T 0203 713 8444  
DD 0203 713 8452  
M. 07834335525

E [dorothy.levine@ukmusic.org](mailto:dorothy.levine@ukmusic.org)  
W [www.ukmusic.org](http://www.ukmusic.org)

UK Music is the umbrella organisation which represents the collective interests of the UK's commercial music industry - from artists, musicians, songwriters and composers, to record labels, music managers, music publishers, studio producers and music licensing organisations. The members of UK Music are: AIM, BASCA, BPI, MMF, MPA, MPG, MU, PPL and PRS for Music.

UK Music 2009 is a company limited by guarantee (registered in England and Wales No 3245288) at 4th Floor, 49 Whitehall London SW1A 2BX

**From:** Maria Oshodi [<mailto:maria.mal09@gmail.com>]  
**Sent:** 16 January 2015 11:15

To: 'stephen reid'; 'Suzanne'; [alistairneilmcdonald@yahoo.co.uk](mailto:alistairneilmcdonald@yahoo.co.uk);  
[aprilfoolery@gmail.com](mailto:aprilfoolery@gmail.com); Dorothy Levine; [katieannsmith22@gmail.com](mailto:katieannsmith22@gmail.com);  
[maria.mal09@gmail.com](mailto:maria.mal09@gmail.com); [paul.taylor@barnardos.org.uk](mailto:paul.taylor@barnardos.org.uk);  
[russells.barton@btinternet.com](mailto:russells.barton@btinternet.com)  
Cc: [dawn@attitudeiseverything.org.uk](mailto:dawn@attitudeiseverything.org.uk)  
Subject: RE: Preparing to agree the Resolution to amend our Mem and Arts

You have my approval

Maria

---

**From:** stephen reid [<mailto:stephen.p.reid1@gmail.com>]  
**Sent:** 15 January 2015 13:02  
**To:** Suzanne; [alistairneilmcdonald@yahoo.co.uk](mailto:alistairneilmcdonald@yahoo.co.uk); [aprilfoolery@gmail.com](mailto:aprilfoolery@gmail.com);  
[dorothy.levine@ukmusic.org](mailto:dorothy.levine@ukmusic.org); [katieannsmith22@gmail.com](mailto:katieannsmith22@gmail.com);  
[maria.mal09@gmail.com](mailto:maria.mal09@gmail.com); [paul.taylor@barnardos.org.uk](mailto:paul.taylor@barnardos.org.uk),  
[russells.barton@btinternet.com](mailto:russells.barton@btinternet.com)  
**Cc:** [dawn@attitudeiseverything.org.uk](mailto:dawn@attitudeiseverything.org.uk)  
**Subject:** Re: Preparing to agree the Resolution to amend our Mem and Arts

Dear All,

Please do contact me before the 21st as Suzanne says ..this is important

It all makes good sense to me and should make the Organization more robust .

Stephen

**From:** Suzanne  
**Sent:** Wednesday, January 14, 2015 5:20 PM  
**To:** [alistairneilmcdonald@yahoo.co.uk](mailto:alistairneilmcdonald@yahoo.co.uk) ; [aprilfoolery@gmail.com](mailto:aprilfoolery@gmail.com) ;  
[dorothy.levine@ukmusic.org](mailto:dorothy.levine@ukmusic.org) ; [katieannsmith22@gmail.com](mailto:katieannsmith22@gmail.com) ;  
[maria.mal09@gmail.com](mailto:maria.mal09@gmail.com) ; [paul.taylor@barnardos.org.uk](mailto:paul.taylor@barnardos.org.uk) ;  
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**Cc:** [dawn@attitudeiseverything.org.uk](mailto:dawn@attitudeiseverything.org.uk) ; [stephen.p.reid1@gmail.com](mailto:stephen.p.reid1@gmail.com)  
**Subject:** Preparing to agree the Resolution to amend our Mem and Arts

<image001.jpg>

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Thanks for your understanding and co-operation on this matter,

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**Suzanne Bull MBE**  
**Chief Executive Officer**  
**020 7383 7979 (Monday - Thursday)**  
**[suzanne@attitudeiseverything.org.uk](mailto:suzanne@attitudeiseverything.org.uk)**

<image002.jpg>

## Suzanne

---

**From:** Kate Ann Smith [katieannsmith22@gmail.com]  
**Sent:** 15 January 2015 22:46  
**To:** stephen.p.reid1@gmail.com  
**Cc:** Suzanne, Dawn  
**Subject:** Re: Preparing to agree the Resolution to amend our Mem and Arts  
**Attachments:** image002.jpg, image004.jpg

Dear Stephen and Suzanne,

Many thanks for sending this through

I have read through the amendments to the Mem and Arts and I am pleased to confirm my consent for these changes.

Best Wishes,

Katie

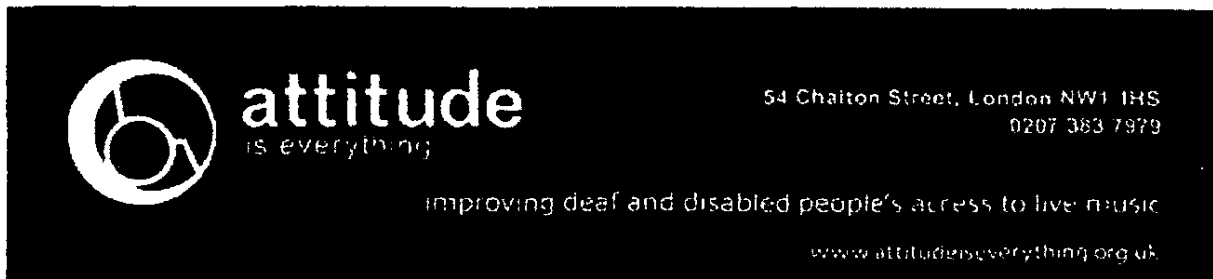
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[katieannsmith22@gmail.com](mailto:katieannsmith22@gmail.com) ; [maria.mai09@gmail.com](mailto:maria.mai09@gmail.com) , [paul.taylor@barnardos.org.uk](mailto:paul.taylor@barnardos.org.uk) ;  
[ussells.barton@btinternet.com](mailto:ussells.barton@btinternet.com)  
**Cc:** [dawn@attitudeiseverything.org.uk](mailto:dawn@attitudeiseverything.org.uk) ; [stephen.p.reid1@gmail.com](mailto:stephen.p.reid1@gmail.com)  
**Subject:** Preparing to agree the Resolution to amend our Mem and Arts



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**Chief Executive Officer**

**020 7383 7979 (Monday - Thursday)**

**suzanne@attitudeiseverything.org.uk**

**Patrons: Mat Fraser • Robert Wyatt • Susan Hedges • Alan McGee • Paul Maynard MP  
Blaine Harrison • Amadou and Manam • Drustore • Lord Clement Jones CBE • Kerry McCarthy MP**



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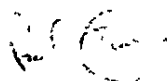
## Suzanne

---

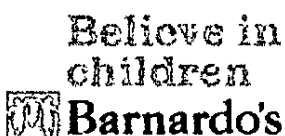
**From:** Paul Taylor [paul.taylor@barnardos.org.uk]  
**Sent:** 22 January 2015 17:16  
**To:** Suzanne  
**Cc:** stephen.p.reid1@gmail.com  
**Subject:** RE: Preparing to agree the Resolution to amend our Mem and Arts  
**Attachments:** image001.png, imagec62a47.GIF

Sorry Suzanne, I responded last Saturday to Stephen and forgot to copy you in

Paul



Paul Taylor  
Operational manager  
paul.taylor@barnardos.org.uk



Duplicate gifts? Presents not quite your cup of tea? Please donate your unwanted gifts and other items to your local Barnardo's store

**From:** Suzanne Bull [mailto:suzanne@attitudeiseverything.org.uk]  
**Sent:** 22 January 2015 16:36  
**To:** Stephen Reid, April Clark; Alistair McDonald  
**Cc:** Dorothy Levine; Maria Oshodi; Suzanne Bull; katieannsmith22@gmail.com; Paul Taylor; Russell Barton; Dawn Noah  
**Subject:** Re: Preparing to agree the Resolution to amend our Mem and Arts

Thanks everyone, I seemed to have missed approval from Russell and Paul, unless my blackberry isn't working properly.

I'm off sick with flu hence the brevity of my reply, back at my desk next week, fingers crossed!

Suzanne

---

**From:** "Stephen Reid" <stephen.p.reid1@gmail.com>  
**Date:** Fri, 16 Jan 2015 13:30:27 -0000  
**To:** April Clark<aprilfoolery@gmail.com>; Alistair McDonald<alistairneilmcdonald@yahoo.co.uk>  
**Cc:** Dorothy Levine<Dot.levine@ukmusic.org>; Maria Oshodi<maria.mal09@gmail.com>; Suzanne<suzanne@attitudeiseverything.org.uk>; <katieannsmith22@gmail.com>; <paul.taylor@barnardos.org.uk>; <russells.barton@btinternet.com>; <dawn@attitudeiseverything.org.uk>  
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Thanks, all of you!

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**From:** April Clark  
**Sent:** Friday, January 16, 2015 12:10 PM  
**To:** Alistair McDonald  
**Cc:** Dorothy Levine ; Maria Oshodi ; stephen reid ; Suzanne ; katieannsmith22@gmail.com ; paul.taylor@barnardos.org.uk ; russells.barton@btinternet.com ; dawn@attitudeiseverything.org.uk  
**Subject:** Re: Preparing to agree the Resolution to amend our Mem and Arts

You have my agreement

Best,  
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Sent from my iPhone

On 16 Jan 2015, at 12:01, Alistair McDonald <[alistairneilmcdonald@yahoo.co.uk](mailto:alistairneilmcdonald@yahoo.co.uk)> wrote:

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Alistair

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**Dorothy Levine**  
**Head of Campaigns and Communications**  
UK Music  
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49 Whitehall  
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T 0203 713 8444  
DD 0203 713 8452  
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Cc: [dawn@attitudeiseverything.org.uk](mailto:dawn@attitudeiseverything.org.uk)

Subject: RE: Preparing to agree the Resolution to amend our Mem and Arts

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**Sent:** 15 January 2015 13:02

**To:** Suzanne; [alistairneilmcdonald@yahoo.co.uk](mailto:alistairneilmcdonald@yahoo.co.uk); [aprilfoolery@gmail.com](mailto:aprilfoolery@gmail.com); [dorothy.levine@ukmusic.org](mailto:dorothy.levine@ukmusic.org); [katieannsmith22@gmail.com](mailto:katieannsmith22@gmail.com); [maria.mal09@gmail.com](mailto:maria.mal09@gmail.com); [paul.taylor@barnardos.org.uk](mailto:paul.taylor@barnardos.org.uk); [russells.barton@btinternet.com](mailto:russells.barton@btinternet.com)

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<image002.jpg>

This email is confidential and may also be privileged. If you have received this email in error, please notify the sender and remove it from your system. Please note that Barnardo's monitors email communications.

Barnardo's is a charity (216250 and SC037605) and a company limited by guarantee (61625 England)  
Registered Office: Tanners Lane, Barkingside, Ilford, Essex, IG6 1QG

## Suzanne

---

**From:** Alistair McDonald [alistairneilmcdonald@yahoo.co.uk]  
**Sent:** 16 January 2015 12:00  
**To:** Dorothy Levine  
**Cc:** Maria Oshodi, stephen reid, Suzanne, aprilfoolery@gmail.com, katieannsmith22@gmail.com, paul.taylor@barnardos.org.uk, russells.barton@btinternet.com, Dawn  
**Subject:** Re: Preparing to agree the Resolution to amend our Mem and Arts

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You have my approval

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**From:** stephen reid [<mailto:stephen.p.reid1@gmail.com>]  
**Sent:** 15 January 2015 13:02  
**To:** Suzanne; [alistairneilmcdonald@yahoo.co.uk](mailto:alistairneilmcdonald@yahoo.co.uk); [aprilfoolery@gmail.com](mailto:aprilfoolery@gmail.com); [dorothy.levine@ukmusic.org](mailto:dorothy.levine@ukmusic.org); [katieannsmith22@googlemail.com](mailto:katieannsmith22@googlemail.com); [maria.mal09@googlemail.com](mailto:maria.mal09@googlemail.com); [paul.taylor@barnardos.org.uk](mailto:paul.taylor@barnardos.org.uk); [russells.barton@btinternet.com](mailto:russells.barton@btinternet.com)  
**Cc:** [dawn@attitudeiseverything.org.uk](mailto:dawn@attitudeiseverything.org.uk)  
**Subject:** Re: Preparing to agree the Resolution to amend our Mem and Arts

Dear All,

Please do contact me before the 21st as Suzanne says ..this is important .

It all makes good sense to me and should make the Organization more robust.

Stephen

**From:** Suzanne

**Sent:** Wednesday, January 14, 2015 5:20 PM

**To:** [alistairneilmcdonald@yahoo.co.uk](mailto:alistairneilmcdonald@yahoo.co.uk) ; [aprilfoolery@gmail.com](mailto:aprilfoolery@gmail.com) ; [dorothy.levine@ukmusic.org](mailto:dorothy.levine@ukmusic.org) ; [katieannsmith22@gmail.com](mailto:katieannsmith22@gmail.com) ; [maria.mal09@gmail.com](mailto:maria.mal09@gmail.com) ; [paul.taylor@barnardos.org.uk](mailto:paul.taylor@barnardos.org.uk) ; [jucelle.barton@btinternet.com](mailto:jucelle.barton@btinternet.com)

**Cc:** [dawn@attitudeiseverything.org.uk](mailto:dawn@attitudeiseverything.org.uk) ; [stephen.p.reid1@gmail.com](mailto:stephen.p.reid1@gmail.com)

**Subject:** Preparing to agree the Resolution to amend our Mem and Arts

<image001.jpg>

Dear Trustees,

Your consent is now required before I contact the original members of Attitude is Everything about the Resolution to amend our Mem and Arts to say that the members of the charity are now our trustees.

New trustees. to bring you up to speed, we needed to modernise our Mem and Arts, some parts of which were already antiquated for a small charitable organisation such as ourselves. We employed Keith Arrowsmith from Counterculture LLP (whom I have been trained by and worked with before) to carry out this work for us.

I now have pleasure in attaching:

- <!--[if !supportLists]--><!--[endif]-->Agreed amendments which need checking and require consent from every trustee and requires consent
- <!--[if !supportLists]--><!--[endif]-->A paper with recommendations that Keith wrote for the December Board meeting 2014 on which we based our discussion - this is to remind existing trustees what they agreed and to give new trustees the background to this work.
- <!--[if !supportLists]--><!--[endif]-->The section from the Board meeting where this item was discussed – again this is to remind existing trustees what they agreed and to give new trustees the background to this work.

**Consent must be given in writing via email directly to Stephen by 21<sup>st</sup> January 2015 and he will be contacting you if he hasn't heard from you by the deadline.** This is an important deadline to meet so please do your best to adhere to it as it needs to be recorded for official purposes. The original members can't be contacted and we can't move this work forward until the trustees sign off on the recommendations.

If you have any questions or concerns, please don't hesitate to contact Stephen directly on this matter

Thanks for your understanding and co-operation on this matter,

Suzanne

**Suzanne Bull MBE**  
**Chief Executive Officer**  
**020 7383 7979 (Monday - Thursday)**  
**[suzanne@attitudeiseverything.org.uk](mailto:suzanne@attitudeiseverything.org.uk)**  
**<image002.jpg>**

**COMPANIES ACTS 1985 & 1989**

Company limited by guarantee and  
not having a share capital

**MEMORANDUM OF ASSOCIATION OF  
ATTITUDE IS EVERYTHING**

Registered Company number 6397532  
Charity Number 1121975

Companies Acts 1985 & 1989  
Company limited by guarantee and  
not having a share capital  
Memorandum of Association of Attitude is Everything

**1 NAME**

The name of the Company is Attitude is Everything ("the Charity")

**2 REGISTERED OFFICE**

The registered office of the Charity is to be in England and Wales

**3 OBJECTS**

The objects of the Charity are

- 3 1 To advance the education of the public in the subject of improving Deaf and disabled people's access to music, whether they be audience, staff or artists
- 3 2 To relieve the needs of disabled people by working with the music industry to raise awareness of disability issues and remove physical and attitudinal barriers that may exist in the sector
- 3 3 The promotion of equality and diversity for the public benefit by
  - 3 3 1 the elimination of discrimination on the grounds of race, gender, disability, sexual orientation or religion,
  - 3 3 2 advancing education and raising awareness in equality and diversity, in particular in relation to the issues that Deaf and disabled people face within the music industry,
  - 3 3 3 promoting activities to foster understanding between people from the music industry and Deaf and disabled people from diverse backgrounds,
  - 3 3 4 conducting or commissioning research on disability equality and diversity issues and publishing the results to the public,
  - 3 3 5 cultivating a sentiment in favour of disability equality and diversity
- 3 4 In the interests of social welfare to provide or assist in the provision of facilities for recreation or other leisure time occupation with the object of improving the conditions of life of Deaf and disabled people ("the Objects")

**4 POWERS**

The Charity has the following powers, which may be exercised only in promoting the Objects

- 4 1 To promote or carry out research
- 4 2 To provide advice
- 4 3 To publish or distribute information
- 4 4 To co-operate with other bodies
- 4 5 To support, administer or set up other charities
- 4 6 To raise funds (but not by means of taxable trading)
- 4 7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4 8 To acquire or hire property of any kind
- 4 9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4 10 To make grants or loans of money and to give guarantees
- 4 11 To set aside funds for special purposes or as reserves against future expenditure
- 4 12 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4 13 To delegate the management of investments to a financial expert, but only on terms that
  - 4 13 1 the investment policy is set down in writing for the financial expert by the Trustees
  - 4 13 2 every transaction is reported promptly to the Trustees
  - 4 13 3 the performance of the investments is reviewed regularly with the Trustees
  - 4 13 4 the Trustees are entitled to cancel the delegation arrangement at any time
  - 4 13 5 the investment policy and the delegation arrangement are reviewed at least once a year
  - 4 13 6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
  - 4 13 7 the financial expert must not do anything outside the powers of the Trustees
- 4 14 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4 15 To insure the property of the Charity against any foreseeable risk and take out other insurance

- 4 16 policies to protect the Charity when required
- 4 16 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- 4 17 Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4 18 To enter into contracts to provide services to or on behalf of other bodies
- 4 19 To establish subsidiary companies to assist or act as agents for the Charity
- 4 20 To pay the costs of forming the Charity
- 4 21 To do anything else within the law which promotes or helps to promote the Objects

## 5 **BENEFITS TO MEMBERS AND TRUSTEES**

- 5 1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but
  - 5 1 1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied
  - 5 1 2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity
  - 5 1 3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity
  - 5 1 4 individual members who are not Trustees but who are beneficiaries may receive charitable benefits in that capacity
- 5 2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
  - 5 2 1 as mentioned in clauses 4 16, 5 1 2, 5 1 3 or 5 3
  - 5 2 2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel actually incurred in running the Charity)
  - 5 2 3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
  - 5 2 4 payment to any company in which a Trustee has no more than a 1 per cent shareholding
  - 5 2 5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- 5 3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
  - 5 3 1 the goods or services are actually required by the Charity
  - 5 3 2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5 4
  - 5 3 3 no more than one half of the Trustees are subject to such a contract in any financial year
- 5 4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must
  - 5 4 1 declare an interest at or before discussion begins on the matter
  - 5 4 2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
  - 5 4 3 not be counted in the quorum for that part of the meeting
  - 5 4 4 withdraw during the vote and have no vote on the matter
- 5 4 5 This clause may not be amended without the prior written consent of the Commission

## 6 **LIMITED LIABILITY**

The liability of members is limited

## 7 **GUARANTEE**

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

## 8 **DISSOLUTION**

- 8 1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways
  - 8 1 1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
  - 8 1 2 directly for the Objects or charitable purposes within or similar to the Objects

8 1 3 in such other manner consistent with charitable status as the Commission approve in writing in advance

8 2 A final report and statement of account must be sent to the Commission

**9 INTERPRETATION**

9 1 Words and expressions defined in the Articles have the same meanings in this Memorandum

9 2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

We wish to be formed into a company under this Memorandum of Association

**NAMES & ADDRESSES OF SUBSCRIBERS**  
[List the full name and residential address of each of the subscribers]

**SIGNATURES OF SUBSCRIBERS**  
[signature of each of the subscribers]

[name]  
[address]

[name]  
[address]

[name]  
[address]

[name]  
[address]

Date

Witness to the above signatures

Name

(Signature of Witness)

Address

Occupation

Date

Companies Acts 1985 and 1989  
Company limited by guarantee and  
not having a share capital

## ARTICLES OF ASSOCIATION OF ATTITUDE IS EVERYTHING

### 1 MEMBERSHIP

- 1 1 The number of members with which the company proposes to be registered is unlimited
- 1 2 The Charity must maintain a register of members
- 1 3 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who
  - 1 3 1 applies to the Charity in the form required by the Trustees
  - 1 3 2 is approved by the Trustees and
  - 1 3 3 signs the Register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative
- 1 4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions
- 1 5 Membership is terminated if the member concerned
  - 1 5 1 gives written notice of resignation to the Charity
  - 1 5 2 dies or (in the case of an organisation) ceases to exist
  - 1 5 3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due) or
  - 1 5 4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)
- 1 6 Membership of the Charity is not transferable

### 2 GENERAL MEETINGS

- 2 1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least clear 21 days written notice specifying the business to be discussed
- 2 2 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least three
- 2 3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 2 4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 2 5 Except for the chairman of the meeting, who has a second or casting vote, every member present in person (or through an authorised representative) has one vote on each issue
- 2 6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)
- 2 7 The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Charity's incorporation
- 2 8 At an AGM the members
  - 2 8 1 receive the accounts of the Charity for the previous financial year
  - 2 8 2 receive the Trustees' report on the Charity's activities since the previous AGM
  - 2 8 3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation
  - 2 8 4 elect persons to be Trustees to fill the vacancies arising
  - 2 8 5 appoint auditors for the Charity
  - 2 8 6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity and
  - 2 8 7 discuss and determine any issues of policy or deal with any other business put before them
- 2 9 Any general meeting which is not an AGM is an EGM
- 2 10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least three members

### 3 THE TRUSTEES

- 3 1 The Trustees as charity trustees have control of the Charity and its property and funds
- 3 2 The Trustees when complete consist of at least three and not more than twelve individuals, at least 10% of whom must be Deaf or disabled
- 3 3 The subscribers to the Memorandum are the first Trustees of the Charity
- 3 4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees
- 3 5 One third (or the number nearest one third) of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots

- 3 6 A Trustee's term of office automatically terminates if he or she
- 3 6 1 is disqualified under the Charities Act 1993 from acting as a charity trustee
- 3 6 2 is incapable, whether mentally or physically, of managing his or her own affairs
- 3 6 3 is absent from three consecutive meetings of the Trustees, without good reason
- 3 6 4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM)
- 3 6 5 resigns by written notice to the Trustees (but only if at least three Trustees will remain in office)
- 3 6 6 is removed by resolution passed by at least two thirds of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views or
- 3 7 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM
- 3 8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

#### 4 **PROCEEDINGS OF TRUSTEES**

- 4 1 The Trustees must hold at least four meetings each year
- 4 2 A quorum at a meeting of the Trustees is three Trustees
- 4 3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 4 4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 4 5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4 6 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 4 7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

#### 5 **POWERS OF TRUSTEES**

- 5 The Trustees have the following powers in the administration of the Charity
- 5 1 to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act
- 5 2 to appoint a Chairman, Treasurer and other honorary officers from among their number
- 5 3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)
- 5 4 to make Standing Orders consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings
- 5 5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5 6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
- 5 7 to establish procedures to assist the resolution of disputes within the Charity
- 5 8 to exercise any powers of the Charity which are not reserved to a general meeting

#### 6 **RECORDS & ACCOUNTS**

- 6 1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of
- 6 1 1 annual reports
- 6 1 2 annual returns
- 6 1 3 annual statements of account
- 6 2 The Trustees must keep proper records of
- 6 2 1 all proceedings at general meetings
- 6 2 2 all proceedings at meetings of the Trustees
- 6 2 3 all reports of committees and
- 6 2 4 all professional advice obtained
- 6 3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by

- members who are not Trustees if the Trustees so decide
- 6 4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

## **7 NOTICES**

- 7 1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means
- 7 2 The only address at which a member is entitled to receive notices is the address shown in the register of members
- 7 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 7 3 1 24 hours after being sent by electronic means or delivered by hand to the relevant address
- 7 3 2 two clear days after being sent by first class post to that address
- 7 3 3 three clear days after being sent by second class or overseas post to that address
- 7 3 4 on the date of publication of a newspaper containing the notice
- 7 3 5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,
- 7 3 6 as soon as the member acknowledges actual receipt
- 7 4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

## **8 DISSOLUTION**

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

## **9 INTERPRETATION**

In the Memorandum in and in these Articles

"The Act" means the Companies Acts 1985 and 1989

"AGM" means an annual general meeting of the Charity

"these Articles" means these articles of association

"authorised representative" means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary

"Chairman" means the chairman of the Trustees

"the Charity" means the company governed by these Articles

"charity trustee" has the meaning prescribed by section 97(1) of the Charities Act 1993

"clear day" means 24 hours from midnight following the relevant event

"the Commission" means the Charity Commissioners for England and Wales

"EGM" means an extraordinary general meeting of the Charity

"financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986 or the Financial Services and Markets Act 2000

"material benefit" means a benefit which may not be financial but has a monetary value

"member" and "membership" refer to membership of the Charity

"Memorandum" means the Charity's Memorandum of Association

"month" means calendar month

"the Objects" means the Objects of the Charity as defined in clause 3 of the Memorandum

"Secretary" means the Secretary of the Charity

"taxable trading" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects and the profits of which are liable to tax

"Trustee" means a director of the Charity and 'Trustees' means all of the directors

"written" or "in writing" refers to a legible document on paper [not] including a fax message

"year" means calendar year

9 1 Expressions defined in the Act have the same meaning

9 2 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

NAMES & ADDRESSES OF SUBSCRIBERS  
[List the full names and residential addresses  
of each of the subscribers]

SIGNATURES OF SUBSCRIBERS  
[signatures of each of the subscribers]

[name]  
[address]

[name]  
[address]

[name]  
[address]

[name]  
[address]

Date

Witness to the above signatures

Name

(Signature of Witness)

Address

Occupation

Date

Company No  
Charity No

the Companies Act 1985 and 1989

memorandum  
and  
articles of association  
of Attitude is Everything  
Incorporated on [date]

# Spy College Limited

14 Oval Road – London - NW1 7DJ

To, Suzanne Bull and Graham Griffiths  
Attitude Is Everything  
54 Chalton Street  
London  
NW1 1HS

Invoice number, 6/2015-005  
Date 25/6/2015

Dear Sir or Madam,

**Attitude Is Everything Partnership Proposal Feasibility Study**

**3 days consultancy**

	<b>£500.00</b>
<b>VAT at 20%</b>	<b>£100.00</b>
<b>Total</b>	<b>£600.00</b>

**Please pay in full upon receipt of this invoice.**

**Bank:** Barclays Bank plc  
48 Regent Street  
London E14 5HP  
UK

**Sort code:** 20-71-64

**Account name:** Spy College Limited

**Account number:** STERLING  
**Account no:** - 83465578

Telephone +44(0)7974 224 004

[james@spycollege.co.uk](mailto:james@spycollege.co.uk)

skype; james amner

Registered Number 6898363 Registered in England and Wales  
VAT number GB 990 1638 05

"Life is what happens when you're busy making plans"  
John Lennon