FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **9196863**

The Registrar of Companies for England and Wales, hereby certifies that

ACTION FOR TRANS* HEALTH LTD

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House on **30th August 2014**

N09196863T

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

100034 - £40

In accordance with Section 9 of the Companies Act 2006

IN01

Application to register a company

Companies House

A fee is payable with this form.
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a private or public company

✗ **What this form is NOT for**
You cannot use this form to re a limited liability partnership. this, please use form LL IN01

THURSDAY

A3ERCUKW
A14 21/08/2014 #323
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCHeck service and select the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company name in full ❶: Action for Trans* Health Ltd

For official use

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

❶ **Duplicate names**
Duplicate names are not permitted A list of registered names can be found on our website. There are various rules that may affect your choice of name More information on this is available in our guidance booklet GP1 at www companieshouse gov uk

A2 Company name restrictions ❷

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response

❷ **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at www.companieshouse gov uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ❸

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative.

☐ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative

❸ **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this. For more details, please go to our website www companieshouse gov uk

A4 Company type ❹

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☑ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

❹ **Company type**
If you are unsure of your company's type, please go to our website www companieshouse gov uk

IN01
Application to register a company

A5 Situation of registered office ❶

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☑ England and Wales
- ☐ Wales
- ☐ Scotland
- ☐ Northern Ireland

❶ Registered office
Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6 Registered office address ❷

Please give the registered office address of your company

Building name/number	16
Street	Brighton Grove
Post town	Manchester
County/Region	Greater Manchester
Postcode	M 1 4 5 J R

❷ Registered office address
You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7 Articles of association ❸

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only one box.

- ☐ Private limited by shares
- ☑ Private limited by guarantee
- ☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s) Please tick only one box.

- ☐ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Public company

Option 3

☑ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

❸ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8 Restricted company articles ❹

Please tick the box below if the company's articles are restricted

☑

❹ **Restricted company articles**
Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5.

Title*	Mx
Full forename(s)	JOSH
Surname	BRADLEY
Former name(s) ❷	
Country/State of residence ❸	UK
Nationality	BRITISH
Date of birth	d 0 3 m 1 1 y 1 9 8 8
Business occupation (if any) ❹	

❶ **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

❷ **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4

❹ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ❺

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	16
Street	BRIGHTON GROVE
Post town	MANCHESTER
County/Region	GTR MANCHESTER
Postcode	M 1 4 5 J R
Country	UK

❺ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1.**

Signature

Signature
X X

❻ **Signature**
The person named above consents to act as director of the proposed company

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E5.**

Title*	Mr
Full forename(s)	Franklin Sonny
Surname	Williams
Former name(s) ❷	
Country/State of residence ❸	England
Nationality	British
Date of birth	d 0 8 m 0 5 y 1 9 8 8
Business occupation (if any) ❹	

❶ Appointments
Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

❷ Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4

❹ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page

D2 Director's service address ❺

Please complete the service address below You must also fill in the director's usual residential address in **Section D4.**

Building name/number	16
Street	Brighton Grove
Post town	Manchester
County/Region	Greater Manchester
Postcode	M 1 4 5 J R
Country	UK

❺ Service address
This is the address that will appear on the public record This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record.

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1**

Signature

Signature
X F. Williams X

❻ Signature
The person named above consents to act as director of the proposed company.

IN01
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E5.**

Title*	Ms
Full forename(s)	Greta
Surname	Williams Schultz
Former name(s)❷	Greta Friedlander
Country/State of residence ❸	UK
Nationality	British
Date of birth	26 09 1991
Business occupation (if any) ❹	

❶ Appointments
Private companies must appoint at least one director who is an individual Public companies must appoint at least two directors, one of which must be an individual

❷ Former name(s)
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

❸ Country/State of residence
This is in respect of your usual residential address as stated in Section D4

❹ Business occupation
If you have a business occupation, please enter here If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ❺

Please complete the service address below You must also fill in the director's usual residential address in **Section D4.**

Building name/number	16 ~~Brighton Grove~~
Street	Brighton Grove
Post town	Manchester
County/Region	Greater Manchester
Postcode	M14 5JR
Country	UK

❺ Service address
This is the address that will appear on the public record This does not have to be your usual residential address

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office

If you provide your residential address here it will appear on the public record

D3 Signature ❻

I consent to act as director of the proposed company named in **Section A1.**

Signature

Signature
X GW. Schultz X

❻ Signature
The person named above consents to act as director of the proposed company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below

→ **No** Go to **Part 5** (Statement of compliance)

G1 Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

❶ Name
Please use capital letters.

❷ Address
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed
Any valid currency is permitted.

Continuation pages
Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) ❶	Franklin Sonny
Surname ❶	Williams
Address ❷	28 Thornton Road Manchester
Postcode	M14 7WT
Amount guaranteed ❸	£1.00

Subscriber's details

Forename(s) ❶	JOSH
Surname ❶	BRADLEY
Address ❷	16 BRIGHTON GROVE MANCHESTER
Postcode	M14 5JR
Amount guaranteed ❸	£1.00

Subscriber's details

Forename(s) ❶	Greta
Surname ❶	Williams Schultz
Address ❷	16 Brighton Grove Manchester
Postcode	M14 5JR
Amount guaranteed ❸	£1.00

Part 5 Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

→ **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
→ **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1 Statement of compliance delivered by the subscribers ❶

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

❶ **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X F. Williams X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X G. W. Schultz X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

IN01

Application to register a company

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form The contact information you give will be visible to searchers of the public record.

Contact name: Greta Williams Schultz

Company name: Action for Trans* Health Ltd

Address: 16 Brighton Grove

Post town: Manchester

County/Region: Greater Manchester

Postcode: M 1 4 5 J R

Country: UK

DX:

Telephone: 07445 481 452

Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☑ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☑ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☑ You have used the correct appointment sections
- ☑ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☑ The document has been signed, where indicated.
- ☑ All relevant attachments have been included.
- ☑ You have enclosed the Memorandum of Association
- ☑ You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

How to pay

A fee is payable on this form.
Make cheques or postal orders payable to 'Companies House' For information on fees, go to www.companieshouse.gov.uk

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales.
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff.

For companies registered in Scotland.
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1.

Section 243 exemption
If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Memorandum of Association of Action for Trans* Health Ltd

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share

Name of Subscriber	Authentication of Subscriber
Franklin Sonny Williams	F. Williams
GRETA WILLIAMS SCHULTZ	G.W. Schultz
JOSH BRADLEY	

Dated 13/08/2014

Articles of Association of Action for Trans* Health Ltd

being a charitable company limited by guarantee

Defined terms

1. In the articles, unless the context requires otherwise

"The act" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

"**articles**" means the company's articles of association,

"**bankruptcy**" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

"**the board of directors**" or "**board**" means all those persons appointed or delegated to perform the duties of directors of the company,

"**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

"**consensus**" means a decision made to which all parties explicitly agree to being implemented

"**the company**" means the above named company,

"**director**" means a director of the company,"**facilitator**" has the meaning given in article 14 and article 29 respectively,

"**member**" has the meaning given in section 112 of the Companies Act 2006,

"ordinary resolution" has the meaning given in section 281 of the Companies Act 2006

"**participate**", in relation to a directors' meeting, has the meaning given in article 12,

"**proxy notice**" has the meaning given in article 35,

"special resolution" is a resolution passed at a meeting or as a written resolution and the notice of the meeting included the text of the resolution and specified the intention to propose the resolution as a special resolution, and requires the decision to made by consensus

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the co-operative

Purpose of the co-operative and application of income and property of the co-operative

2. (1) The objects for which the co-operative is established are

(a) To develop the capacity and skills of the members of the UK trans* community, a disadvantaged group, in such a way that they are better able to identify, and help meet, their healthcare needs and to participate more fully in society This includes but is not limited to the provision of grants to trans* individuals in order to meet their healthcare needs
(b) To promote equality and diversity for the public benefit through working towards the elimination of discrimination on the grounds of gender identity within healthcare and wider society
(c) To have regard to promoting the physical emotional and mental well-being of the community generally, including those persons who, as customers or suppliers of the company, as residents residing in the area where the co-operative is trading, or as employees in other enterprises engaged in similar trading, may be affected by the co-operative's activities
(d) To carry on any trade or business whatever which can in the opinion of the directors of the company be advantageously carried on in connection with or ancillary to any of the objects and activities of the company
(e) To do all such other activities, enterprises, projects or ventures which can, in the opinion of the directors of the co-operative, be deemed incidental or conducive (either directly or indirectly) to the attainment of the objects of the company or any of them
(2) The income and property of the company however derived shall be applied solely towards the promotion of the objects of the company as set out herein and no portion shall be paid or transferred directly or indirectly to the members of the company except by way of payment in good faith to any member of the company in return for services actually rendered to the company, of reasonable wages, repayments of expenses, interest on money lent or reasonable rent on premises demised or let to the co-operative Interest paid by the co-operative on money borrowed from members shall not exceed such rate as is necessary to attract and retain the capital required to further the co-operative's objects
(3) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

Profit of the company

3. (1) The profit of the company shall be applied as follows, in such proportion and in such manner as the General Meeting shall decide from time to time
(a) To a general reserve for the continuation and development of the company,
(b) In any manner which the company decides best fulfils its objects
(d) To make payments for social, co-operative, community or charitable objects
(2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

Dissolution

4. (1) In the event of wind up or dissolution of the company the liquidator shall, according to the law, use the assets of the company to satisfy its debts and liabilities Any balance of assets remaining must

not be distributed among the members of the co-operative but shall be transferred by the liquidator to one or several of the following

(a) A co-operative or common ownership enterprise having aims similar or compatible to those of the company, and which shall prohibit the distribution of its income among its membership to an extent at least as great as is imposed on the co-operative under Article 2,

(b) A fund maintained for the benefit or promotion of common ownership enterprises,

(c) A charity or charities having aims similar or compatible to those of the company in such a manner as the members decide at or before the time of winding up or dissolution

(2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

Liability of members

5. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while they are a member or within one year after they cease to be a member, for

(a) payment of the company's debts and liabilities contracted before they cease to be a member,

(b) payment of the costs, charges and expenses of winding up, and

(c) adjustment of the rights of the contributories among themselves

Directors' general authority

6. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company

Members' reserve power

7. (1) The members may, by special resolution at a general meeting direct the directors to take, or refrain from taking, specified action

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution

(3) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

Directors may delegate

8. (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles

(a) to such person or committee,

(b) by such means (including by power of attorney),

(c) to such an extent,

(d) in relation to such matters or territories, and

(e) on such terms and conditions,

as they think fit

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions

Committees

9. (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

Directors' decisions

10. (3) Exact procedures for reaching consensus shall be decided from time to time by the directors or by a decision of the co-operative in general meeting

(4) When deciding procedures for reaching consensus the directors may include an option of taking a vote in case of directors' inability to reach any decision by consensus

(5) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

Calling a directors' meeting

11. (1) Any director may call a directors' meeting by giving notice of the meeting to the directors

(2) Notice of any directors' meeting must indicate

(a) its proposed date and time,

(b) where it is to take place, and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

(3) Notice of a directors' meeting must be given to each director, but need not be in writing

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

Participation in directors' meetings

12. (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

Quorum for directors' meetings

13. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be decided on, except a proposal to call another meeting

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the company in general meeting, but it must never be less than 50% of the directors or two, whichever is greater

(3) If the total number of directors for the time being is less than the two, the directors must not take any decision other than a decision to call a general meeting so as to enable the members to appoint further directors

Facilitation of directors' meetings

14. (1) The directors may appoint a member to facilitate their meetings

(2) The person so appointed for the time being is known as the facilitator

(3) The directors may terminate the facilitator's appointment at any time

(4) If the facilitator is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors may appoint one of themselves to facilitate it

Conflicts of interest

15. (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in that part of the meeting for quorum or decision making purposes

(2) But if paragraph **(3)** applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision making process for quorum and decision making purposes

(3) This paragraph applies when

(a) the board decides to disapply the provision of the articles which would otherwise prevent a director from being counted as participating in the decision making process,

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or

(c) the director's conflict of interest arises from a permitted cause

(4) For the purposes of this article, the following are permitted causes

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries,

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities, and
(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors
(5) For the purposes of this article, references to proposed decisions and decision making processes include any directors' meeting or part of a directors' meeting
(6) If a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for decision making or quorum purposes, the question may, before the conclusion of the meeting, be decided upon by the board

Directors' discretion to make further rules

16. Subject to the articles, the co-operative in general meeting or the board of directors may make any rule which they think fit about the running of the company

Methods of appointing directors

17. (1) Only Members of the company who are permitted by law to do so may be appointed to be a director Directors shall be appointed by decision of a general meeting of members of the company
(2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

Termination of director's appointment

18. A person ceases to be a director as soon as
(a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
(b) a composition is made with that person's creditors generally in satisfaction of that person's debts,
(c) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
(d) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
(e) notification is received by the co-operative from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,
(f) that person ceases to be a member of the company,
(g) that person is removed from office by an ordinary resolution of the co-operative in general meeting in accordance with these articles and the Companies Acts

Directors' remuneration

19. (1) Directors may undertake any services for the company that the board decides
(2) Directors are entitled to such remuneration as the directors determine
(a) for their services to the company as directors, and
(b) for any other service which they undertake for the company
(3) Subject to the articles, a director's remuneration may
(a) take any form, and
(b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director

Directors' expenses

20. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at
(a) meetings of directors or committees of directors,
(b) general meetings, or
(c) separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

Accounts

21. (1) The Directors must prepare for each financial year accounts as required by the Act The accounts must be prepared to show a true and fair view
(2) The Directors must keep accounting records as required by the Act
(3) Accounts shall always be open to the inspection of all members and other persons authorised by the company in a general meeting

Membership

22. (1) Membership of the company is open to any self-defining trans* person who (or any organisation representing trans* people that) is interested in furthering the company's aims A member may be an individual, a corporate body, or an individual or corporate body representing an organisation representing trans* people that is not incorporated
(2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members
24. (1) A person ceases to be a member as soon as
(a) notification is received by the company from the member that the member is resigning, or
(b) subject to any disciplinary procedure adopted by the company that person's membership is terminated by a resolution of the company in general meeting provided that the concerned member shall be given not less than twenty-eight days notice of the date, time and place of the meeting and the alleged

conduct notifying the member of his/her or its rights to attend the meeting and to make representations to it, or

(c) that person dies

(2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

General Meetings

25. (1) In the case that not all members are directors of the company, there shall be held at least one general meeting annually

(2) Members in general meeting may require directors to prepare and present to the members such regular financial reports, results and cash flow projections showing the current financial position of the company

(3) Members in general meeting may require directors to prepare and present to the members such accounts of the company activities as to measure the social, environmental and ethical impact of the companies activities

Calling a general meeting

26. (1) The board of directors may call a general meeting

(2) The members may require the directors to call a general meeting of the company The directors are required to call a general meeting once the company has received requests to do so from at least 10% of members

(3) A request for a general meeting from at least 10% of members may specify

(a) its date and time, and

(b) where it is to take place

Attendance and speaking at general meetings

27. (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

(2) A person is able to exercise the right to participate in decision making at a general meeting when

(a) that person is able to participate in decision making during the meeting on resolutions raised at the meeting, and

(b) that person's participation in the decision making process can be taken into account in determining whether or not such resolutions are passed at the same time as the decision is being made by all the other persons attending the meeting

(3) The company in general meeting may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or participate in the decision making at it

(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and participate in decision making at that meeting, they are (or would be) able to exercise them

Quorum for general meetings

28. (1) No business is to be transacted at a general meeting if the persons attending it, or represented by proxy, do not constitute a quorum
(2) The quorum for general meetings may be fixed from time to time by a decision of the company in general meeting, but it must never be less than 1% of the members or three members, whichever is greater If at the time of a general meeting the company has less than three members then the quorum shall be all members

Facilitating general meetings

29. (1) The meeting must appoint a member to facilitate the meeting, and the appointment of the facilitator of the meeting must be the first business of the meeting
(2) The person facilitating a meeting in accordance with this article is referred to as "the facilitator of the meeting"

Attendance and speaking by directors and non-members

30. (1) The company in general meeting may permit other persons who are not members of the company to attend and speak at a general meeting

Adjournment

31. (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the facilitator of the meeting must adjourn it
(2) The facilitator of the meeting may adjourn a general meeting at which a quorum is present if
(a) the meeting consents to an adjournment, or
(b) it appears to the facilitator of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
(3) The facilitator of the meeting must adjourn a general meeting if directed to do so by the meeting
(4) When adjourning a general meeting, the facilitator of the meeting must
(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the members, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

Decisions at general meetings

Voting at general meetings

32. (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles

(2) Every member shall have one vote

(3) Any resolution passed at a meeting is passed by a simple majority

Poll votes

33. (1) A poll on a resolution may be demanded at a general meeting, either before or immediately after a decision has been confirmed by the facilitator

(2) As required by the Acts, a poll may be demanded by

(a) five or more members, or

(b) ten percent of the membership

(3) A demand for a poll may be withdrawn if the poll has not yet been taken

(4) Polls must be taken at such a time in that same meeting and in such manner as the facilitator of the meeting directs

(5) In the case of a poll being taken each member shall have one vote

Content of proxy notices

34. (1) A member who is absent from a general meeting may appoint any member to act as their proxy No member however may act as proxy for more than three members at any one time in any general meeting

(2) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

(a) states the name and address of the member appointing the proxy,

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and

(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

(3) Proxy notices may specify how the proxy appointed under them is to represent their views or in the case of a poll to vote (or that the proxy is to abstain from voting) on one or more resolutions

(4) Unless a proxy notice indicates otherwise, it must be treated as

(a) allowing the person appointed under it as a proxy discretion as to how to vote in any poll on any ancillary or procedural resolutions put to the meeting, and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of proxy notices

35. (1) A member who is entitled to participate in any decision at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person

(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

(4) If a proxy notice is not signed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf

Means of communication to be used

36. (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours