

The Companies Acts 1985 & 2006  
COMPANY LIMITED BY GUARANTEE

Memorandum of Association of  
**London Advice Services Alliance Company Limited**  
Company number: 1794098

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1. The name of the Company is "London Advice Services Alliance Company Limited". Terms defined in the Company's Articles of Association shall have the same meaning when used in this Memorandum as long as this meaning is consistent with the subject or context.

2. The registered office of the Company will be situated in England and Wales.

3. The objects for which the Company is established are to relieve poverty by promoting the provision of high quality independent advice for all and in particular:-

a) to promote the development, improvement and co-ordination of legal and advice services and to encourage co-operation between agencies providing such services;

b) to promote and assist in the introduction of information technology in charitable agencies;

c) to carry out, commission and publish studies and research into the provision of legal advice and voluntary services and to develop policy responses to this research.

4. In furtherance of the above objects, but not otherwise, the Company shall have the following powers:

a) To promote or carry out or assist in promoting and carrying out or encourage experimental work, projects, research, surveys and investigations and publish the useful results of them;

b) To promote, encourage and advocate good practice in the development and management of information and advice services;

c) To collect and provide information and provide for the dissemination of exchange of information, including through the use of information technology, and for consultation including holding, sponsoring, arranging or organising of meetings, exhibitions, training, conferences, lectures and talks;

d) To write, print and publish discussion documents, reports, briefings, books, journals, newsletters, pamphlets and leaflets and to write for journalism,

newsletters and other publications as a means of disseminating information and contributing to the debate;

e) To provide technical, professional and other advice, assistance, training, support and other services [to individual advisors, groups and organisations and agencies giving information, legal and other advice];

f) To initiate any other activities which the Board of Directors may, from time to time, deem to be within the spirit and charitable purposes of the Company;

g) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any other rights or privileges which the Company may think necessary for the promotion of its objects;

h) To construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects;

i) To obtain, collect and receive money and funds by way of contributions, donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Company's objects or any of them and to hold funds in trust for same;

j) Subject to such consents, if any, as may be required by law, to borrow or raise money for the Company on such terms and on such security as may be thought fit;

k) To establish and support or aid in the establishment and support or to amalgamate with, any other charitable institutions or associations and to subscribe and guarantee money for charitable purposes in anyway connected with the purposes of the Company or calculated to further its objects;

l) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and maybe necessary to its objects;

m) To invest the monies of the Company not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject also as hereinafter provided;

n) To sell, improve, develop, exchange, let on rent, royalty or otherwise and in any manner deal with or dispose of all or any of property and assets for the time being of the Company subject to the provisions of this Memorandum of Association;

o) To engage or employ such personnel (not being members of its Board of Directors), whether as employees, consultants, advisers or volunteers as may be required for the promotion of the objects of the Company;

- p) To open and operate bank accounts and other facilities for banking in the name of the Company;
- q) To enter into any contracts with governments, authorities, persons, companies or any statutory, voluntary or other- bodies for the achievement of the Company's objects;
- r) To raise funds and invite and receive contributions or grants from any person and persons whatsoever by way of subscription and otherwise and to carry on trade but not by means of Taxable Trading;
- s) To delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);  
Provided always that :-  
(i) the Managers are properly authorised to carry on investment business;  
(ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company;  
(iii) the Managers are under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every : transaction carried out by the Managers and report regularly on the performance of investments managed by them;  
(iv) the Company is entitled at any time to review, alter or terminate the delegation or the terms thereof; --  
(v) the Company is bound to review the arrangements for delegation at intervals but so that any failure by the Company to undertake such reviews shall not invalidate the delegation;
- t) To permit any investments belonging to the Company to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such;
- u) To promote and advertise the Company's activities;
- v) To do all such other lawful things as may be necessary for the attainment of 'the above objects or any of them.

PROVIDED THAT:

- w) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- x) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such

property that may come into their hands the Board of Directors (being the Board of Directors of directors of the Company) shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Board of Directors would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Board of Directors but they shall, as regards such property, be subject jointly and separately to such control and authority as if the Company were not incorporated;

y) The objects of the Company shall not extend to the regulation of relations between workers' and employers or organisations of workers and organisations of employers.

5. In carrying out its objects the Company shall seek to ensure equality of opportunity for all sections of the community in its own affairs and in access to facilities provided by the Company.

6. The income and property of the Company shall be applied solely towards the promotion of its objects set out in this Memorandum of Association, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise whatsoever by way of profit to the members of the Company; PROVIDED THAT nothing shall prevent any payment in good faith by the Company:

a) Of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board of Directors except as specifically provided for in the Company's Articles of Association) for any services rendered to the Company; .

b) Of interest on money lent by any member of the Company (or of its Board of Directors) at a rate per annum not exceeding 2 per cent below the base lending rate of the Company's bankers from time to time;

c) Of reasonable and proper rent for premises demised or let by any member of the Company (or of its Board of Directors);

d) Of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board of Directors may be a member holding not more than 1/100th part of the capital of the company;

e) Of grants, loans, donations or any other kind of financial assistance to any individual, organisation, firm, company, society or statutory authority which is a member of the Company or of its Board of Directors or is represented on the Board of Directors provided that any such assistance is in respect of charitable activities in furtherance of the objects of the Company;

f) To any member of the Board of reasonable out-of-pocket expenses;

g) In addition, any Board of Directors member, being a solicitor or other person engaged in any profession, shall be entitled to charge and be paid all usual professional or other charges for work done on behalf of the Company by her/his firm when so instructed by the Board of Directors, provided that at no time shall a majority of Board of Directors members be in receipt of remuneration from the Company and that a Board of Directors member shall leave the room when any question of her/his remuneration is under discussion, and provided also that nothing shall authorise a Board of Directors member or her/his firm to act as auditor to the Company.

7. The liability of the members is limited.

8. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time s/he is a member, or within one year afterwards, for the payments of the debts and liabilities of the Company contracted before the time at which s/he ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves such amount as may be required not exceeding one pound.

9. In the event of the winding up of the Company, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed amongst the members of the Company, but shall be transferred in the furtherance of its objects to some other charitable institution or institutions active in the Company's area of benefit and having objects similar to or compatible with any of the objects of the Company as may be determined by a General Meeting at the time of or prior to the winding up or dissolution of the Company.

10. No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum of Association for the time being in force as shall cause the Company to cease to be a charity in law or to be a company. No alteration to Clause 3 or Clause 9 above or any other alteration within Section 64(2A)(c) of the Charities Act as amended in 2006 shall be made without the prior approval of the Charity Commission. Other alterations to this Memorandum may only be made by special resolution or written resolution. For a special resolution to be valid, 21 Clear Days' notice (or such shorter period of notice as is sufficient by law from time to time) of it must be given specifying it as a special resolution and it must be passed as a special resolution by a vote of 75% of those voting. Such a special resolution may be passed on shorter notice if 95% of the total number of members having the right to vote agree (or such lower percentage as is sufficient by law from time to time), unless it is in respect of an annual general meeting in which case 100% of the members having the right to vote agree to such short notice (or such lower percentage as is sufficient by law from time to time).

11. The Charity Commission and the Registrar of Companies must be informed of alterations and all future copies of the Memorandum issued must contain the alteration.