

The Companies Act 1985 & 1989
Company Limited by Guarantee and not having a share capital

Memorandum of Association
Of
Positive Rights Ltd

1. The Company's name is "Positive Rights Ltd" The trading name is "Positive"
2. The Company's registered address is to be situated in England and Wales
3. The objects for which the Company is established are:
 - 3.1. To do any act or provide any service that assists the welfare and/or the social integration of people in the UK that are HIV positive.
 - 3.2. To represent the rights of people in the UK that are HIV positive in particular people who are heterosexual.
 - 3.3. To do any act or provide any service that assists the welfare and/or the social integration of the disabled, impoverished, elderly, or vulnerable.
 - 3.4. To provide legal advice, advocacy and representation to the elderly, vulnerable and disabled and their families and carers. People infected with HIV in the UK having priority.
 - 3.5. To promote the provision of legal advice, advocacy, representation and practical assistance on legal rights and procedures to people in the UK who are HIV positive.
 - 3.6. To promote and provide education on legal rights and how they may be obtained and enforced.
 - 3.7. To promote the welfare, social integration and rights of the disabled, impoverished, vulnerable and elderly.
 - 3.8. To provide any equipment, grant or other form of financial benefit to people in the UK who are HIV positive
 - 3.9. To assist people who are HIV Positive in the UK to gain and retain employment.
 - 3.10. And to promote any social, political or sporting activity and anything incidental or conducive to any of the above objectives.
4. The Company has power to do anything within the law that may promote or may help promote the objects or any of them. In particular (but without limitation) the Company has the following powers:
 - 4.1. To pay out of the Company's funds the costs incurred in forming the Company
 - 4.2. To borrow and raise money for the purposes of the Company in such manner and on such security as the Company may think fit;

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- 4.3. To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company, and to solicit and accept subscriptions and donations (whether of real or personal property) and devise and bequests for any of the purposes of the Company;
- 4.4. To invest and deal with the Company's money in any manner and to hold or otherwise deal with investments made subject nevertheless to such conditions (if any) and such consents(if any) as may for the time being be imposed or required by law;
- 4.5. To purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or structures;
- 4.6. To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects;
- 4.7. Subject to Clause 4 hereof to employ and pay architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company;
- 4.8. To grant pensions and retirement benefits to or for employees or former employees and to the widows, children and other dependants of the deceased employee and to pay or subscribe to funds or schemes for the provision of life assurance, pensions and retirement benefits for employees and former employees, their widows, children and other dependants;
- 4.9. To subscribe to, become a member of, or amalgamate or co-operate with any other organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its Constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 thereof;
- 4.10. To purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any one or more of the organisations, institutions, societies or bodies with which this Company is authorised to amalgamate;
- 4.11. To do all or any of the things hereinbefore authorised either alone or in conjunction with any other organisation, institution, society or body with which this Company is authorised to amalgamate;
- 4.12. To undertake and execute any trusts necessary for the furtherance of the objects of the Company;
- 4.13. To establish and support or aid in establishing charitable trusts, associations or institutions and

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money for charitable purposes in any way connected with or calculated to further any of the objects of the Company;

- 4.14. To print and publish, or procure to be printed and published, and to circulate, or procure to be circulated (whether gratuitously or not) any newspaper, periodicals, magazines, books, pamphlets, leaflets, or other documents on subjects which are within the objects of the Company;
 - 4.15. To pay out of the Company's funds premiums on insurance policies to cover the liability of the Directors which, by virtue of any rule of indemnity must not extend to any claim arising from criminal law; claim which would otherwise attach to them in respect of any negligence, neglect or deliberate default on their part; or deliberate default, breach of duty or breach of trust of which they may be guilty in relation to the Company;
 - 4.16. To acquire the whole or any part of the business or assets of any person, firm, or company carrying on any activity in support of the Objects and to give any form of consideration in return for the business or assets;
 - 4.17. To do all such other lawful things as are necessary for the attainment of the above objects or any of them.
5. The income and capital of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.
- This does not prevent the payment of:
- 5.1. Reasonable and proper remuneration to any members, officer or servant of the Company for any services rendered to the Company;
 - 5.2. Interest on money lent by any member of the Company or of its Council of Management or other Governing Body at a reasonable and proper rate;
 - 5.3. Reasonable and proper rent for premises demised or let by any member of the Company or of its Council of Management or other Governing Body;
 - 5.4. To any member of its Council of Management or other Governing Body of out-of-pocket expense; and
 - 5.5. Premiums on the indemnity insurance referred to in clause 4.15.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the cost, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding one pound.

8. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be give or transferred to some other body or bodies having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue or Clause 5 hereof, such body or bodies to be determined by the member of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision of charity and anything incidental or conducive thereto (whether or not the body or bodies in question shall be a member or members of the Company) to be similarly determined.
9. We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Dated: 5th March 2008.

Names and addresses of Subscribers.

Signed:

Susan Berney

SUSAN BERNEY.

DIRECTOR

Mrs. Susan Berney,

95 Brooklands, Bolnore Village.

Haywards Heath,

West Sussex.

RH16 4TR,

England.

Signed

Martin Ross.

MARTIN ROSS

COMPANY SECRETARY

Mr. Martin Ross

27 Exeter Street

Brighton

West Sussex

BN1 5PG

England

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