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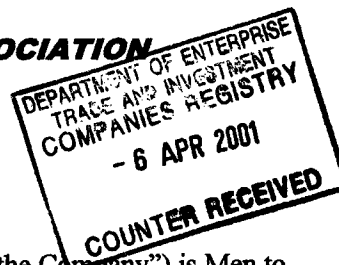
NT 40619 / 1

COMPANIES (NORTHERN IRELAND) ORDER 1986

**Company limited by Guarantee and not having a
Share Capital.**

MEMORANDUM OF ASSOCIATION

**of
MEN TO MEN**



- 1 The name of the Company (hereinafter called "the Company") is Men to Men .
- 2 The registered office of the company will be situated in Northern Ireland.
- 3
 - (i) The Company is established to promote and support the health , well being and equality of men and to offer men education, advice, counseling and support on a range of issues such as relief of poverty, homelessness, health, family, fatherhood, gender equality, personal development and men's role in civil society. In pursuing these objects the Company shall act in a nonsectarian and nonparty political manner and not seek to discriminate on the basis of religion, race or national origin, sexual preference, age or disability
 - (ii) In furtherance of its objects, and for no other purposes, the Company shall have power;
 - (a) to raise funds and to invite and receive contributions provided that in raising funds the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
 - (b) to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use



- (c) to authorise expenditure of funds necessary for the achievement of the objects;
 - (d) subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
 - (e) subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
 - (f) to employ staff (who shall not be members of the Management Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;
 - (g) to cooperate with other charities, voluntary , statutory and corporate bodies and professional and private persons and operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them (whether in the UK or elsewhere);
 - (h) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
 - (i) to appoint and constitute such advisory committees as the Management Committee may think fit;
 - (j) to do all such other lawful things as are necessary for the achievement of the objects.
 - (k) to authorise and fund research activities and disseminate the result of such research activities:
 - (l) to make grants or loans and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person for courses, seminars and training;
 - (m) to invest the moneys of the Company not immediately required for the purposes of its activities in such instruments, securities or property and in such a manner as may be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments, securities or property;
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- (n) to amalgamate with any charitable body, incorporate or unincorporated, having objects altogether or in part similar to those of the Company;
- (o) to pay from the funds of the company the costs, charges and expenses of and necessary for the formation and registration of the Company
- (p) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- (q) to take such steps (by way of written or personal appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the Company whether by way of subscriptions, grants, loans, donations, gifts in kind or otherwise, provided that the Company may not undertake any permanent trading activity in raising funds;
- (r) to do anything which may be incidental or conducive to the attainment of any of the objects of the Company

Provided that:-

- (i) 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 is allowed by law, having regard to such trusts
- (ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers

- 4 The income and property of the Company shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company: Provided that nothing in this document shall prevent any payment in good faith by the Company:


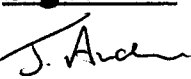

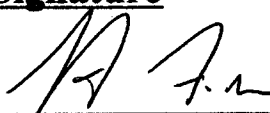
- (i) of the usual professional charges for business done by any director, solicitor, accountant or other person engaged in a profession, or by
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any partner, when instructed by the Company to act in a professional capacity on its behalf: Provided that at no time shall a majority of directors benefit under this provision and that a director shall withdraw from any meetings at which his remuneration or appointment is under discussion;

- (ii) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a trustee;
 - (iii) of interest on money lent by any member of the Company or director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the directors;
 - (iv) of fees, remuneration or other benefits in money or money's worth to any company of which a director may also be a member holding not more than 100th part of the issued capital of that Company;
 - (v) of reasonable and proper rent for premises demised or let by any member of the Company or a director;
 - (vi) of any director of reasonable out-of-pocket expenses
- 5 No addition, alteration, or amendment shall be made to or in the provisions of this Memorandum or Articles of Association which shall cause the Company to cease to be a charity in law.
- 6 The liability of 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 such party is a member, or within one year after such party ceases to be a member, for payment of debts and liabilities of the Company contracted before such party ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding ten pounds (£10.00).
- 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
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same shall not be paid to or distributed among the members of the company, but shall be given or transferred to some other charitable institution or institutions 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 imposed on the Company under or by virtue of Clause 4 hereof, such charitable institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

LIST OF SUBSCRIBERS:-

<u>Signature</u>	<u>Print</u>	<u>Date</u>
	WILLIAM METHVEN	14/2/01
<u>Address:-</u> 10 MARLO HEIGHTS BANGOR CO. DOWN.		
	JOHN ANDERSON	19/2/2001
<u>Address:-</u> 6 BAYLANDS LARKS CO. ANTRIM. BT40 1DF.		
<u>Signature</u>	<u>Print</u>	<u>Date</u>
	BRIAN M ^C DERMOTT.	19-02-01
<u>Address:-</u> 33, Telleire Ave, Belfair, BT15 3GA.		
	HAYDEN FOSTER	19.2.01
<u>Address:-</u> 27 AGRA ST BELFAST BT7 3AH		

WITNESSED:-

C.A WILLIAMSON. 19 2 01

C.A. Williamson.

C. A WILLIAMSON

9 FINAGHY ROAD SOUTH BT10 0BY.
