

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4430518

The Registrar of Companies for England and Wales hereby certifies that
PROJECT AGORA

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 2nd May 2002



N04430518C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House
for the record

12

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

Company Name in full

Project Agora

I, Valerie Mary James

of 19 Cookridge Street, Leeds, LS2 3AG

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Valerie James

Declared at

6-7 Park Place, Leeds

On Day Month Year
30 04 2002

① Please print name.

before me ①

HILDA PEARSON

Signed

[Signature]

Date

30-4-02

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Wrigleys Solicitors, 19 Cookridge Street,
Leeds, LS2 3AG

Tel 0113 244 6100

DX number 12020 DX exchange LEEDS 1



A51
COMPANIES HOUSE

0278
01/05/02

Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



10

Please complete in typescript,
or in bold black capitals.
CHWP000

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full

Project
Agora Charitable Trust

Proposed Registered Office

50 Guest Avenue

(PO Box numbers only, are not acceptable)

Emersons Green

Post town

Bristol

County / Region

Postcode

BS16 7GA

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.



Agent's Name

Wrigleys Solicitors

Address

19 Cookridge Street

Post town

Leeds

County / Region

West Yorkshire

Postcode

LS2 3AG

Number of continuation sheets attached

4

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Wrigleys Solicitors, 19 Cookridge Street,
Leeds, LS2 3AG

Tel 0113 244 6100

DX number 12020 DX exchange LEEDS 1



A51 0276
COMPANIES HOUSE 01/05/02

A35 0350
COMPANIES HOUSE 23/04/02

Form revised July 1999

When you have completed and signed the form please send it to the
Registrar of Companies at:

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for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Company secretary (see notes 1-5)*Project*

Company name

~~Agora Charitable Trust~~**NAME**

*Style / Title

Rev Dr

*Honours etc

* Voluntary details

Forename(s)

Christopher Allen

Surname

Sunderland

Previous forename(s)

Previous surname(s)

Address

50 Guest Avenue

Usual residential address

For a corporation, give the registered or principal office address.

Emersons Green

Post town

Bristol

County / Region

Postcode

BS16 7GA

Country

England

I consent to act as secretary of the company named on page 1

Consent signature

C.A. Sunderland

Date

15th April 2002**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

Mr

*Honours etc

Forename(s)

William Frank

Surname

Robbins

Previous forename(s)

Previous surname(s)

Address

42 Church Farm Road

Usual residential address

For a corporation, give the registered or principal office address.

Emersons Green

Post town

Bristol

County / Region

Postcode

BS16 7BF

Country

England

Day Month Year

Date of birth

2 | 8 | 0 | 2 | 1 | 9 | 4 | 8

Nationality

British

Business occupation

Director of Social Services

Other directorships

Bristol Centre for Deaf People

I consent to act as director of the company named on page 1

Consent signature

W.F. Robbins

Date

15 April 2002

CHWP000

Company name

Project

Agora Charitable Trust

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Peter David

Surname

Gifford

Previous forename(s)

Previous surname(s)

Address

170 Redland Road

Usual residential address

For a corporation, give the registered or principal office address.

Post town

Bristol

County / Region

Postcode

BS6 6YG

Country

England

Day Month Year

Date of birth

0 8 1 1 1 9 5 4

Nationality

British

Business occupation

E-business consultant

Other directorships

See attached sheet

I consent to act as director of the company named on page 1

Consent signature

Date

15 APRIL 2002

CHWP000

Company name

Project
Agora Charitable Trust

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Harold Stockley

Surname

Clarke

Previous forename(s)

Previous surname(s)

Address

ISR

Usual residential address

For a corporation, give the registered or principal office address.

Post town

Bristol

County / Region

Postcode

BS5 0RE

Country

England

Day Month Year

Date of birth

2 9 1 0 1 9 4 0

Nationality

British

Business occupation

Director of the Churches' Council

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

15 April 2002.

CHWP000

Company name

Project

Agora Charitable Trust

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Sheila

Surname

Kinsella

Previous forename(s)

Previous surname(s)

Address

7 Oxford Road

Usual residential address

For a corporation, give the registered or principal office address.

Stratton St Margaret

Post town

Swindon

County / Region

Postcode

SN3 4HP

Country

England

Day Month Year

Date of birth

1 9 0 1 1 9 4 3

Nationality British

Business occupation

Medical secretary

Other directorships

Shopperphone

Open Door Centre

I consent to act as director of the company named on page 1

Consent signature

S. Kinsella

Date

15 April 2002

Company Secretary (see notes 1-5)**Form 10 Continuation Sheet**

CHWP000

Company name

Project~~Agora Charitable Trust~~

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Barry David

Surname

Homer

Previous forename(s)

Previous surname(s)

Address

St Brandon's House

Usual residential address

For a corporation, give the registered or principal office address.

29 Great George Street

Post town

Bristol

County / Region

Postcode

BS1 5QT

Country

England

Day Month Year

Date of birth

2 9 0 6 1 9 6 0

Nationality

British

Business occupation

Man. Dir, Paradigm Cap. Man Ltd

Other directorships

See attached sheet

I consent to act as director of the company named on page 1

Consent signature

Date

15.04.02

NAME	*Style / Title	MRS		*Honours etc					
* Voluntary details	Forename(s)	Kathleen Ann							
	Surname	Holt							
	Previous forename(s)								
	Previous surname(s)	JONES							
Address	9 Leigh Road								
Usual residential address	Clifton								
For a corporation, give the registered or principal office address.	Post town	Bristol							
	County / Region		Postcode	BS8 2DA					
	Country	England							
	Date of birth	Day	Month	Year	Nationality				
		2	8	0	1	9	4	7	British
	Business occupation	Director of CARE for Education							
	Other directorships	See attached sheet							
	I consent to act as director of the company named on page 1								
	Consent signature	K. Ann Holt			Date	18/04/02			

This section must be signed by			
Either			
an agent on behalf of all subscribers	Signed	Vivian Jones Wright.	Date 22/04/02
Or the subscribers	Signed		Date
(i.e those who signed as members on the memorandum of association).	Signed		Date
	Signed		Date
	Signed		Date
	Signed		Date
	Signed		Date

CONTINUATION FOR FORM 10 - OTHER DIRECTORSHIPS

~~Project~~ AGORA ~~CHARITABLE TRUST~~

Peter David Gifford

Previous/other directorships in the last five years:

Focus Internet Limited

The Sailing Shop Limited

Global Software Development Limited

Transport Systems Consultants Limited

Network Counselling Limited

Network Training Limited

The Cary Grant Statue Campaign Limited

Barry David Horner

Previous/other directorships in the last five years:

Bristol Debt Advice Centre

Ronald Blue and Co UK Limited

The Investment Practice Limited

The Investment Practice Financial Planning plc

Ronald Blue (Holdings) Limited

Horner, Flowers, Child Limited

Kathleen Ann Holt

Previous/other directorships in the last five years:

London Bible College

Stapleford Centre

University of Gloucestershire

London Institute for Contemporary Christianity

Monkton Combe School

Thames Christian College

The Evangelical Alliance

Students Exploring Marriage



Please complete in typescript,
or in bold black capitals.

CHFP001

30(5)(a)

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full

Project Agora

I, Valerie Mary James

of 19 Cookridge Street, Leeds, LS2 3AG

a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered under section 10 of the Companies Act 1985~~† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Valerie James

Declared at

6-7 Park Place, Leeds

Day Month Year

on

30 04 2002

• Please print name

before me •

HILDA PEARSON

Signed

[Signature]

Date

30-4-02

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

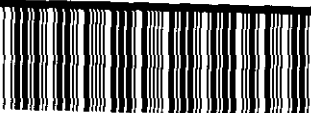
Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Wrigleys Solicitors, 19 Cookridge Street, Leeds, LS2 3AG

Tel 0113 244 6100

DX number 12020

DX exchange LEEDS 1



A51
COMPANIES HOUSE

AHG54AF5

0277
01/05/02

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Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Form revised June 1998

JFL0085 / Rev 5.3 10/99

029958

030926

4430518

not having a share capital

MEMORANDUM OF ASSOCIATION OF

~~PROJECT~~ AGORA ~~CHARITABLE TRUST~~

1. NAME

The name of the Company is ^{Project} ~~Agora Charitable Trust~~ ('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 the provision of education and training of the general public to achieve the renewal of civil society by, among other things, :

(a) the identification and creation of new places of meeting, or 'spaces', in society for the highest possible quality of conversation about public matters;

(b) recognising the importance of beliefs, values and commitments to our personal and collective lives;

(c) encouraging people to seek vision

3.2 to develop the capacity and skills of the marginalised and unjustly treated in such a way that they are better able to identify, and help meet, their needs and to participate more fully in society

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 encourage and build realistic trust and cc

4.3 To provide advice



- 4.4 To publish or distribute information
- 4.5 To co-operate with other bodies
- 4.6 To support, administer or set up other charities
- 4.7 To raise funds (but not by means of taxable trading)
- 4.8 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.9 To acquire or hire property of any kind
- 4.10 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 4.11 To make grants or loans of money and to give guarantees
- 4.12 To set aside funds for special purposes or as reserves against future expenditure
- 4.13 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)
- 4.14 To delegate the management of investments to a financial expert, but only on terms that:
 - 4.14.1 the investment policy is set down in writing for the financial expert by the Trustees
 - 4.14.2 every transaction is reported promptly to the Trustees
 - 4.14.3 the performance of the investments is reviewed regularly with the Trustees
 - 4.14.4 the Trustees are entitled to cancel the delegation arrangement at any time
 - 4.14.5 the investment policy and the delegation arrangement are reviewed at least once a year

- 4.14.6 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
- 4.14.7 the financial expert must not do anything outside the powers of the Trustees
- 4.15 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
- 4.16 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4.17 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
- 4.18 Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4.19 To enter into contracts to provide services to or on behalf of other bodies
- 4.20 To establish subsidiary companies to assist or act as agents for the Charity
- 4.21 To pay the costs of forming the Charity
- 4.22 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 4.17, 5.1.2, 5.1.3 or 5.3.
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) 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
- 5.5 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 or she 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

SIGNATURES OF SUBSCRIBERS

Name William Frank Robbins

Address 42 Church Farm Road, Emersons Green, Bristol, BS16 7BF

Signature



Name Peter David Gifford

Address 170 Redland Road, Bristol, BS6 6YG

Signature



Name Harold Stockley Clarke

Address ISR, St Nicholas House, Lawford's Gate, Bristol, BS5 0RE

Signature



Name Sheila Kinsella

Address 7 Oxford Road, Stratton St Margaret, Swindon, SN3

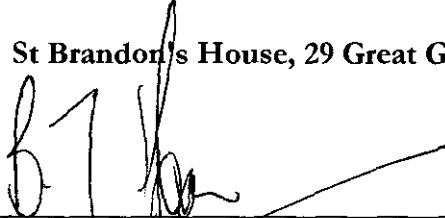
Signature



Name Barry David Horner

Address St Brandon's House, 29 Great George Street, Bristol, BS1 5QT

Signature



Name address and signature of witness to all the above

Name CHRISTOPHER SWIDELLAND

Address 50 GUEST AVE,
EYELSONS GREEN
BRISTOL BS16 7GA

Signature C.A. Swideland

Dated 15th April 2002

SIGNATURE OF FURTHER SUBSCRIBER

Name Kathleen Ann Holt

Address 9 Leigh Road, Clifton, Bristol, BS8 2DA

Signature



Name address and signature of witness

Name

LORNA ANDERSON

Address

83 MONTIMER ROAD, LONDON NW10 5TN

Signature



Dated

17 APRIL 2002

Companies Acts 1985 and 1989

Company limited by guarantee and

not having a share capital

ARTICLES OF ASSOCIATION OF

Project AGORA ~~CHARITABLE TRUST~~

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 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
- 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
 - 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 personally. 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 personally present is at least ten

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 Every member present in person 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 21 days on a written request from at least 10% of 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 eight individuals, all of whom must be members
- 3.3 The subscribers to the Memorandum are the first Trustees of the Charity who shall each, subject to Article 3.6, hold office for the following periods:

William Frank Robbins - three years

Peter David Gifford - four years

Harold Stockley Clarke - five years

Sheila Kinsella - five years

Barry David Horner - three years

Kathleen Ann Holt - four years

- 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 Future Trustees must be elected by the members in general meeting and shall be appointed for a term of three years and may be re-appointed once only. After serving two terms a Trustee may not be re-elected until the Annual General Meeting of the year following the year in which the second term of office ended.

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 due 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 two Trustees will remain in office)

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 there shall be no more than two co-opted Trustees at any time and 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 three 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 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

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 or (where applicable to members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Charity
- 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 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:

9.1	'The Act'	means the Companies Act 1985
	'AGM'	means an annual general meeting of the Charity
	'these Articles'	means these articles of association
	'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
	'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 including a fax message
'year'	means calendar year

9.2 Expressions defined in the Act have the same meaning

9.3 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

We wish to be formed into a company under these Articles of Association

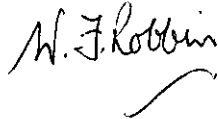
NAME & ADDRESSES OF SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

Name William Frank Robbins

Address 42 Church Farm Road, Emersons Green, Bristol, BS16 7BF

Signature



Name Peter David Gifford

Address 170 Redland Road, Bristol, BS6 6YG

Signature



Name Harold Stockley Clarke

Address ISR, St Nicholas House, Lawford's Gate, Bristol, BS5 0RE

Signature



Name Sheila Kinsella

Address 7 Oxford Road, Stratton St Margaret, Swindon, SN3

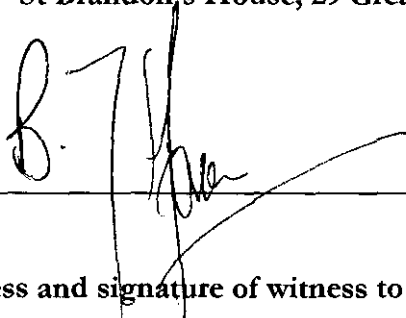
Signature



Name Barry David Horner

Address St Brandon's House, 29 Great George Street, Bristol, BS1 5QT

Signature



Name address and signature of witness to all of the above

Name CHRISTOPHER SUNDERLAND

Address 50 GUEST AVE
EMERSONS GREEN
BRISTOL BS16 7GA

Signature

C.A. Sunderland

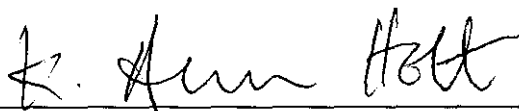
Dated 15th April 2002

SIGNATURE OF FURTHER SUBSCRIBER

Name Kathleen Ann Holt

Address 9 Leigh Road, Clifton, Bristol, BS8 2DA

Signature



Name address and signature of witness

Name LORNA ANDERSON

Address 83 Montmore Road, London NW10 5TN

Signature

Dated 17 April 2002