

FILE COPY



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

Company No. 6136043

The Registrar of Companies for England and Wales hereby certifies that
THE MOUNT PLEASANT CENTRE

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 5th March 2007



N06136043A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B

Declaration on application for registration

6136043.

Company Name in full

The Mount Pleasant Centre

I, ALEXANDRA REBECCA WHITTAKER

of 13 QUEEN SQUARE, BATH, BA1 2HJ

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

A. Whittaker

Declared at

6 Chapel Row Queen Square BATH

Day Month Year

on

23 02 2007

† Please print name.

before me[†]

Jally Rawwell

Signed

Jally Rawwell

Date

23/02/2007

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

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

Stone King LLP

13 Queen Square, Bath,

BA1 2HJ

Tel 01225 337599

DX number 8001

DX exchange BATH

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

or LP - 4 Edinburgh 2

SATURDAY



A23

A8QIJNC8

24/02/2007

267

COMPANIES HOUSE

10/03

Please complete in typescript,
or in bold black capitals.

CHFP041

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

Company Name in full

The Mount Pleasant Centre

I, ALEXANDRA REBECCA WHITTAKER

of 13 Queen Square, Bath BA1 2HJ

a [Solicitor engaged in the formation of the above (p~~xxxxxx~~
~~xxxxxx~~ has directed or secretary of the company in the statement delivered
under section 19 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

Alexandra Rebecca Whittaker

Declared at

6 Chapel Row Queen Square BATH

Day Month Year

on

213 02 210107

● Please print name.

before me ●

SALLY RANWELL

Signed

Sally Ranwell

Date

23/02/2007

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.

Stone King LLP

13 Queen Square, Bath,

BA1 2HJ

Tel 01225 337599

DX number 8001

DX exchange BATH



A85XKNC3

A55

24/02/2007

482

COMPANIES HOUSE

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**

Please complete in typescript,
or in bold black capitals.

CHFP041

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full

The Mount Pleasant Centre *et al*

Proposed Registered Office

(PO Box numbers only, are not acceptable)

1A Mount Pleasant

Post town

Bradford on Avon

County / Region

Wiltshire

Postcode

BA15 1SJ

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.

x

Agent's Name

Stone King LLP

Address

13 Queen Square

Post town

Bath

County / Region

Postcode

BA1 2HJ

Number of continuation sheets attached

4

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on

Stone King LLP

13 Queen Square, Bath,

BA1 2HJ

Tel 01225 337599

DX number 8001

DX exchange BATH

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

Form revised April 2002

Company Secretary (see notes 1-5)

Company name The Mount Pleasant Centre

NAME *Style / Title

Mr

*Honours etc.

n/a

*Voluntary details

Forename(s) Michael George

Surname Savage

Previous forename(s) n/a

Previous surname(s) n/a

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

8 Leigh Park Road

Post town Bradford on Avon

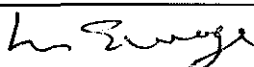
County / Region Wiltshire

Postcode BA15 1TG

Country ENGLAND

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

Consent signature



Date

23 Dec 06

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc.

n/a

Forename(s) John Winter

Surname Brockbank

Previous forename(s) n/a

Previous surname(s) n/a

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

83 Winsley Road

Post town Bradford on Avon

County / Region Wiltshire

Postcode BA15 1NZ

Country ENGLAND

Day Month Year

Date of birth

0 1 0 5 1 9 4 8

Nationality British

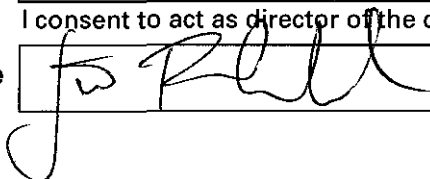
Business occupation Project Manager

Other directorships

NONE

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

Consent signature



Date

27/11/06

Oyez

CHFP041

*Voluntary details

Company Name

NAME *Style / Title

*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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

Dr

*Honours etc.

OBE

Forename(s)

Philip Peter

Surname

Sutton

Previous forename(s)

n/a

Previous surname(s)

n/a

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Woolley Green Lodge

10 Woolley Green

Post town

Bradford on Avon

County / Region

Wiltshire

Postcode

BA15 1TZ

Country

ENGLAND

Day Month Year

Date of birth

0 | 2 | 0 | 4 | 1 | 9 | 4 | 3

Nationality

British

Business occupation

Retired Manager

Other directorships

none

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

Consent signature

Date

19/12/06

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc.

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

Oyez

CHFP041

*Voluntary details

Company Name

NAME *Style / Title

*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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

Mrs

*Honours etc.

Forename(s)

Victoria Christine Scott

Surname

Landell Mills

Previous forename(s)

n/a

Previous surname(s)

Sargent

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

Potticks House

Frankleigh

County / Region

Wiltshire

Postcode

BA15 2PF

Country

ENGLAND

Day Month Year

Date of birth

2 | 2 | 0 | 9 | 1 | 9 | 3 | 8

Nationality

British

Business occupation

Retired

Other directorships

Wiltshire Music Centre

Greenacres Trust

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

Consent signature

Victoria Landell Mills

Date

18.12.06

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc.

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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.

-/a

Forename(s)

John Richard

Surname

Strange

Previous forename(s)

n/a

Previous surname(s)

n/a

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

194 Bath Road

Post town

Bradford on Avon

County / Region

Wiltshire

Postcode

BA15 1SL

Country

ENGLAND

Day Month Year

Date of birth

2 | 5 | 0 | 9 | 1 | 9 | 4 | 3

Nationality

British

Business occupation

Retired

Other directorships

none

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

Consent signature

Date

27/11/06

Company Secretary (see notes 1-5)

Form 10 Continuation Sheet

Oyez

CHFP041

*Voluntary details

Company Name

The Mount Pleasant Centre

NAME *Style / Title

*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

01 03 1948

Nationality

British

Business occupation

Reverend

Other directorships

none

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

Consent signature

William

Date

05.12.06

Company Secretary (see notes 1-5)

NAME *Style / Title *Honours etc.

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address † ☐

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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 Professor *Honours etc. none

Forename(s) Michael

Surname Purshouse

Previous forename(s) n/a

Previous surname(s) n/a

Address † ☐

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town Bramley House

County / Region 1 Sand Close

Post town Bradford on Avon

County / Region Wiltshire Postcode BA15 1BJ

Country ENGLAND

Date of birth Day Month Year 1 | 9 | 0 | 9 | 1 | 9 | 5 | 1 **Nationality** British

Business occupation Chartered Engineer

Other directorships NONE

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

Consent signature Purshouse

Date 4th December 2006

Oyez

CHFP041

*Voluntary details

Company Name

The Mount Pleasant Centre

NAME *Style / Title

*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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.

n/a

Forename(s)

Barry Charles

Surname

Dryland

Previous forename(s)

n/a

Previous surname(s)

n/a

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

4 The Wilderness

Post town

Bradford on Avon

County / Region

Wiltshire

Postcode

BA15 1RB

Country

ENGLAND

Day Month Year

Date of birth

1 | 7 | 0 | 3 | 1 | 9 | 4 | 4

Nationality

British

Business occupation

Proprietor, Plumber and Builder

Other directorships

none

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

Consent signature

Date

20th Dec. 06.

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc.

*Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, 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.

n/a

Forename(s)

Jocelyn Roland Rupert Geoffrey

Surname

Feilding

Previous forename(s)

n/a

Previous surname(s)

n/a

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

2, Whiteheads Lane

Post town

Bradford on Avon

County / Region

Wiltshire

Postcode

BA15 1JU

Country

ENGLAND

Day Month Year

Date of birth

1 | 2 | 0 | 5 | 1 | 9 | 4 | 0

Nationality

British

Business occupation

Retired

Other directorships

Jocelyn Feilding Fine Art Ltd

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

Consent signature

Jocelyn Feilding

Date

18-12-06

Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title		Mr	*Honours etc.		n/a	
Forename(s)		Barry Frank				
Surname		Chapman				
Previous forename(s)		none				
Previous surname(s)		none				
Address †		16 Church Acre				
Post town		Bradford on Avon				
County / Region		Wiltshire	Postcode	BA15 1RL		
Country		ENGLAND				
Date of birth		Day	Month	Year		
		2	0	0	6	
		1	9	4		
		8				
Nationality		British				
Business occupation		Physics Technician				
Other directorships		None				
I consent to act as director of the company named on page 1						
Consent signature		Barry Chapman		Date	30/11/2006	

This section must be signed by**Either**an agent on behalf
of all subscribers

Signed

Date

18/1/07

MATTHEW WATERS FOR & ON BEHALF
OF STONE KING LLP**Or the subscribers**(i.e those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, **was:**
 - dormant,
 - a parent company which wholly owned the company making the return,
 - a wholly owned subsidiary of the company making the return, or
 - another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

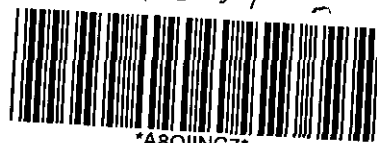
COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE MOUNT PLEASANT CENTRE



A23 24/02/2007 268
COMPANIES HOUSE
A16 20/01/2007 241
COMPANIES HOUSE
A4/ 04/01/2007 04
COMPANIES HOUSE

1. **NAME**

The name of the company is The Mount Pleasant Centre ("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 to advance education and to provide facilities in the interest of social welfare for recreation and leisure time occupation with the object of improving the conditions of life for the inhabitants of Bradford on Avon and the neighbourhood;
- 3.2 to maintain and manage The Mount Pleasant Centre (whether in co-operation with any local authority or other person or body) in furtherance of these objects; and
- 3.3 to promote such other charitable purposes for the inhabitants of Bradford on Avon and the neighbourhood as the Trustees may from time to time determine (the "Objects").

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 provide advice;
- 4.3 to publish or distribute information;
- 4.4 to co-operate with other bodies;
- 4.5 to support, administer or set up other charities;
- 4.6 to raise funds (but not by means of taxable trading) and in its discretion to disclaim any particular contribution;
- 4.7 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.8 to acquire or hire property of any kind;

- 4.9 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.10 to make grants or loans of money and to give guarantees provided that where any payment is made to the Treasurer or other proper official of a charity the receipt of such Treasurer or official shall be a complete discharge to the Trustees;
- 4.11 to set aside funds for special purposes or as reserves against future expenditure;
- 4.12 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) provided that the charity shall have power to retain any investments donated to it;
- 4.13 to delegate the management of investments to a financial expert, but only on terms that:
 - 4.13.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - 4.13.2 every transaction is reported promptly to the Trustees;
 - 4.13.3 the performance of the investments is reviewed regularly with the Trustees;
 - 4.13.4 the Trustees are entitled to cancel the delegation arrangement at any time;
 - 4.13.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 4.13.6 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;
 - 4.13.7 the financial expert must not do anything outside the powers of the Trustees;
- 4.14 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;
- 4.15 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
- 4.16 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;
- 4.17 subject to clause 5 to employ paid or unpaid agents staff or advisers;
- 4.18 to enter into contracts to provide services to or on behalf of other bodies;

- 4.19 to establish subsidiary companies to assist or act as agents for the Charity;
- 4.20 to pay the costs of forming the Charity; and
- 4.21 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; and
- 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 4.16, 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; or
- 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; or
- 5.3.3 no more than one third 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; and
- 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 she or it remains a member or within 12 months afterwards to contribute 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:





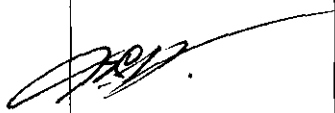


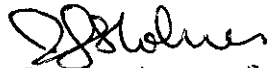

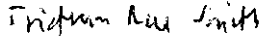
- 8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- 8.1.2 directly for the Objects or charitable purposes within or similar to the Objects; or
- 8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

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

Name address and Occupation of subscribers	Signature of Subscribers	Date	Signature of Witness and Witness name address and occupation
John Winter Brockbank 83 Winsley Road Bradford on Avon Wiltshire BA15 1NZ Project Manager		27/11/06	 BRYAN J CARR 15, KINGFIELD GORGE ROAD BRADFORD ON AVON BA15 1BE EMPLOYER VISITOR
Barry Frank Chapman 16 Church Acre Bradford on Avon Wiltshire BA15 1RL Physics Technician		1/12/06	 CATHERINE DYER 48 BERRYFIELD RD BRADFORD ON AVON TECHNICIAN
Barry Charles Dryland 4 The Wilderness Bradford on Avon Wiltshire BA15 1RB Proprietor, Plumber & Builder		27/11/06	 BRYAN J CARR 15, KINGFIELD GORGE ROAD BRADFORD ON AVON BA15 1BE EMPLOYER VISITOR
Jocelyn Roland Rupert Geoffrey Feilding 2, Whiteheads Lane Bradford on Avon Wiltshire BA15 1JU Retired		11.12.06	 DIANE HOLMES 22, SLADESBROOK BRADFORD ON AVON TOWN CLERK
The Reverend Ronald Malcolm Lowrie The Rectory Westwood Bradford on Avon Wiltshire BA15 2AF Reverend		05.12.06	 TRISTRAM NEIL SMITH 22, CHAIRFURCH ROAD, BRADFORD ON AVON, BA15 1TB CUAUTE

<p>Michael Purshouse Bramley House 1 Sand Close Bradford on Avon Wiltshire BA15 1BJ Chartered Engineer</p>	<p><i>M Purshouse</i></p>	<p>4 Dec. 2006</p>	<p><i>Phil</i> G. BINGLEY 63 COLWIN GARDENS HAINAULT ILFORD ESSEX IG6 2LQ SYSTEMS ENGINEER.</p>
<p>Victoria Christine Scott Landell Mills Potticks House Frankleigh Bradford on Avon Wiltshire BA15 2PF Retired</p>	<p><i>Victoria Landell</i></p>	<p>12.12.2006</p>	<p><i>J Holmes</i> DIANE HOMES TOWN CLERK 22, SLADESBROOK BRADFORD ON AVON</p>
<p>John Richard Strange 194 Bath Road Bradford on Avon Wiltshire BA15 1SL Retired</p>	<p><i>J R Strange</i></p>	<p>27/11/06</p>	<p><i>B Few</i> BRAM 3 EMP 15, KINGSFIELD GRAND ROAD BRADFORD ON AVON BA15 1SE RE/LOYER VISITOR</p>
<p>Philip Peter Sutton, OBE Woolley Green Lodge 10 Woolley Green Bradford on Avon Wiltshire BA15 1TZ Retired Manager</p>	<p><i>Phil</i></p>	<p>11/12/06</p>	<p><i>J Holmes</i> DIANE HOMES 22, SLADESBROOK BRADFORD ON AVON TOWN CLERK</p>

COMPANIES ACTS 1985 & 1989

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

THE MOUNT PLEASANT CENTRE

1. MEMBERSHIP

- 1.1 The number of members with which the Charity proposes to be registered is unlimited.
- 1.2 The Charity must maintain a register of members.
- 1.3 The Members of the Charity for the purposes of the Act shall be the Trustees for the time being.
- 1.4 The Trustees may establish different classes of membership, including Associate Members, and *prescribe their respective privileges and duties and set the amounts of any subscriptions, provided that the rights of members other than those appointed under Article 1.3 shall not extend to attending or voting at General Meetings of the Charity.*
- 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 6 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);
 - 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); or
 - 1.5.5 (in the case of a Trustee) ceases to be a Trustee.
- 1.6 Membership of the Charity is not transferable.
- 1.7 There shall be a class of membership known as the Associate Member Class. Members of this class shall be known as Associate Members and shall consist of any individual resident in Bradford on Avon or the surrounding area which looks to Bradford on Avon as its social and administrative centre and who notifies the Trustees they are so resident and wish to be an Associate Member.

1.8 The Trustees may consult Associate Members for their views on any matter affecting the company; but the Trustees shall not be bound to follow any views expressed by any Associate Member.

1.9 Further regulations governing the Associate Members may be made by the Trustees or by any sub-committee established for their regulation.

2. GENERAL MEETINGS OF MEMBERS

2.1 Members are entitled to attend general meetings. General meetings are called on at least 28 clear 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 4 unless the meeting is called in accordance with the provisions of clause 9 of the Articles of Association in which case the quorum shall be 8.

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 Except for the chairman of the meeting, who has a second or casting vote, every member present in person has one vote on each issue.

2.6 Subject to the provisions of the Act 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 Trustees to fill any vacancies arising amongst the Elected Trustees;

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 28 days on a written request from at least one tenth of the 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 shall consist of 12 (unless otherwise determined by ordinary resolution) being the Nominated Trustees and the Elected Trustees.*

- 3.3 The subscribers to the Memorandum are the first Trustees of the Charity.

- 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 One-third (or the number nearest one-third) of the Trustees whether Nominated Trustees or Elected Trustees must retire at each AGM and shall be chosen as follows:

- 3.5.1 One from each of

3.5.1.1 the Elected Trustees;

3.5.1.2 the Nominated Trustees nominated by the Bradford on Avon Town Council;

3.5.1.3 the Nominated Trustees nominated by the Parochial Church Council of Christ Church, Bradford on Avon; and

3.5.1.4 the Nominated Trustees nominated by the Mount Pleasant Social Club.

- 3.5.2 Those longest in office shall be chosen for retiring first and the choice between any of equal service shall be made by drawing lots.

- 3.6 A retiring Trustee shall be eligible for re-election or re-nomination for consecutive periods not exceeding in aggregate 9 years from the date of his or her original appointment but thereafter a Trustee shall not be eligible for re-appointment until one year after his or her retirement. In this clause a 'year' means the period between one AGM and the next.

- 3.7 No person other than a Trustee retiring by rotation shall be appointed or re-appointed a Trustee at any general meeting unless:

- 3.7.1 he or she is recommended by the Trustees; or

- 3.7.2 not less than 14 nor more than 35 clear days before the date appointed for the meeting notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or re-appointment stating the particulars which would if he or she were so appointed or re-appointed be required to be included in the Charity's register of Trustees together with a notice executed by that person of his or her willingness to be appointed or re-appointed.

- 3.8 A Trustee's term of office automatically terminates if he or she:

- 3.8.1 is disqualified under the Charities Act 1993 from acting as a charity trustee;
 - 3.8.2 is incapable, whether mentally or physically, of managing his or her own affairs;
 - 3.8.3 is absent from 3 consecutive meetings of the Trustees (without a reason acceptable to the Trustees);
 - 3.8.4 ceases to be a member;
 - 3.8.5 resigns by written notice to the Trustees (but only if at least 2 Trustees will remain in office); or
 - 3.8.6 is removed by resolution passed by the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.
- 3.9 The Trustees may at any time make a temporary appointment as a trustee of any person duly qualified to be appointed as a Trustee to fill a vacancy in their number, but any trustee appointed in accordance with this clause holds office only until the next AGM.
- 3.10 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 2 meetings each year.
- 4.2 A quorum at a meeting of the Trustees is four Trustees consisting of at least one Trustee as elected under each of the articles 3.5.1.1, 3.5.1.2, 3.5.1.3 and 3.5.1.4.
- 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 simultaneously.
- 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 Except for the chairman of the meeting, who has a second or casting vote, 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 2 or more individuals appointed by them (but at least 1 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; and
- 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; and
 - 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 2 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 circulating in West Wiltshire or any newsletter distributed by the Charity.
- 7.2 Subject to 7.3 below the only address at which a member is entitled to receive notices is the address shown in the register of members.
- 7.3 A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address but otherwise no such member shall be entitled to receive any notice from the Charity.
- 7.4 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 7.4.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 7.4.2 2 clear days after being sent by first class post to that address;
 - 7.4.3 3 clear days after being sent by post to that address;
 - 7.4.4 on the date of publication of a newspaper containing the notice;
 - 7.4.5 on being handed to the member personally or if earlier; or
 - 7.4.6 as soon as the member acknowledges actual receipt.
- 7.5 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. INDEMNITY

Subject to the provisions of the Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in that capacity in defending any proceedings whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence default breach of duty or breach of trust in relation to the affairs of the Charity.

9. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

10. INTERPRETATION

In the Memorandum and in these Articles:

- 10.1 "**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;

"Elected Trustees" means the 3 Trustees chosen by the members at the AGM;

"financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000;

"material benefit" means a benefit which may not be financial but has a monetary value;

"member" and **"membership"** refer to members of the Charity for the purposes of the Act;

"Memorandum" means the Charity's memorandum of association;

"month" means calendar month;

"Nominated Trustees" means the 9 Trustees as appointed in the following manner: 3 Trustees nominated by Bradford on Avon Town Council; 3 Trustees nominated by the Parochial Church Council of Christ Church, Bradford on Avon; and 3 trustees nominated by the Mount Pleasant Social Club;

"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;

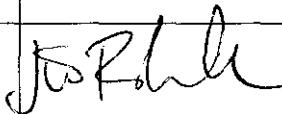


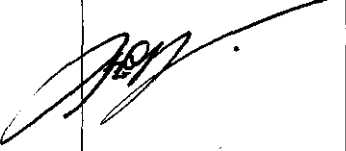

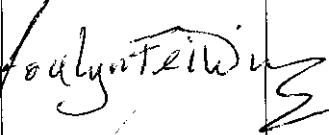


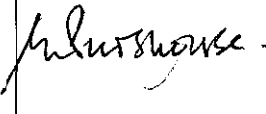
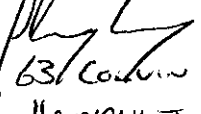
"Trustee" means a director of the Charity and **"Trustees"** means all of the directors;

"written" or **"in writing"** refers to a legible document on paper including a fax message and also any communication sent by e-mail; and

"year" means calendar year.

10.2 Expressions defined in the Act have the same meaning.

- 10.3 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.

Name address and Occupation of subscribers	Signature of Subscribers	Date	Signature of Witness and Witness name address and occupation
John Winter Brockbank 83 Winsley Road Bradford on Avon Wiltshire BA15 1NZ Project Manager		26/11/06	 BRYAN J CARR 15, KINGFIELD GARDENS BRADFORD ON AVON BA15 1BE EMPLOYER VISITOR
Barry Frank Chapman 16 Church Acre Bradford on Avon Wiltshire BA15 1RL Physics Technician		30/11/06	CATHERINE M. DYER 48 BERRYFIELD RD BRADFORD ON AVON BA15 1SX TECHNICIAN
Barry Charles Dryland 4 The Wilderness Bradford on Avon Wiltshire BA15 1RB Proprietor, Plumber & Builder		27/11/06	 BRYAN J CARR 15, KINGFIELD GARDENS RD BRADFORD ON AVON BA15 1BE EMPLOYER VISITOR
Jocelyn Roland Rupert Geoffrey Feilding 2, Whiteheads Lane Bradford on Avon Wiltshire BA15 1JU Retired		11.12.06	 DAWN HOUNLEY 22, SLADESBROOK BRADFORD ON AVON TOWN CLERK
Ronald Malcolm Lowrie The Rectory Westwood Bradford on Avon Wiltshire BA15 2AF Reverend		05.12.06	TRISTAN RAE SMITH 22, Churchchurch Road, Bradford-on-Avon, BA15 1TB Curate
Michael Purshouse Bramley House 1 Sand Close Bradford on Avon Wiltshire BA15 1BJ Chartered Engineer		4th Dec. 06	 GEORGE BINGLEY 63/65 COLEMAN GARDENS HAINAULT 15FORD ESSEX IG6 2LG SYSTEMS ENGINEER.

<p>Victoria Christine Scott Landell Mills Potticks House Frankleigh Bradford on Avon Wiltshire BA15 2PF Retired</p>	<p><i>Victoria Landell Mills</i></p>	<p>12.12.06</p>	<p><i>Di Holmes</i> DIANE HOLMES TOWN CLERK 22, SLADES BROOK BRADFORD ON AVON</p>
<p>John Richard Strange 194 Bath Road Bradford on Avon Wiltshire BA15 1SL Retired</p>	<p><i>JR Strange</i></p>	<p>27/11/06</p>	<p><i>B J Earl</i> BRYAN J EARL 15 KINGFIELD GARDENS ROAD BRADFORD ON AVON BA15 1BE PROMOTER VISITOR</p>
<p>Philip Peter Sutton, OBE Woolley Green Lodge 10 Woolley Green Bradford on Avon Wiltshire BA15 1TZ Retired Manager</p>	<p><i>Phil C</i></p>	<p>11/12/06</p>	<p><i>Di Holmes</i> DIANE HOLMES 22, SLADES BROOK BRADFORD ON AVON TOWN CLERK</p>