

FILE COPY



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

Company No. 2948107

The Registrar of Companies for England and Wales hereby certifies that
BATH CENTRE FOR VOLUNTARY SERVICE

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 13th July 1994

P. Bevan
P. BEVAN

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B

Statutory Declaration of compliance with requirements on application for registration of a company

12

Pursuant to section 12(3) of the Companies Act 1985

Please do not write
in this margin

To the Registrar of Companies

For official use

For official use

Please complete
legibly, preferably in
black type, or bold
block lettering.

Name of Company

* Insert full name
of company.

* BATH CENTRE FOR VOLUNTARY SERVICE

CLIVE PHILIP WEEKS

I, _____
of 6 NORTHUMBERLAND BUILDINGS
QUEEN SQUARE
BATH

† Delete as
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~†
[person named as secretary or director of the company in the statement delivered to the Registrar
under section 10(2)]† and that all the requirements of the above Act 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 provisions of the Statutory Declarations Act 1835

Declared at 13 QUEEN SQUARE
BATH

Declarant to sign below

the 6th day of JULY
One thousand nine hundred and ninety-four

before me

A Commissioner for Oaths†

† Or Notary Public or
Justice of the Peace
or Solicitor having
the powers conferred
on a Commissioner
for Oaths.Presentor's name, address and
reference (if any):

MESSRS. WITHY KING & LEE
SOLICITORS,
6 NORTHUMBERLAND BUILDINGS,
QUEEN SQUARE
BATH BA1 2JE

For official use

New companies section

Post room



AH17H2Q.

AL6 RECEIPT DATE: 07/07/94



G

COMPANIES FORM No. 30(5)(a)

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

30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

Please complete legibly, preferably in black type, or old block lettering

For official use

Company number

1 1 1

Note his declaration should accompany the application for the registration of the company

insert full name of company

Name of company

BATH CENTRE FOR VOLUNTARY SERVICE

I, CLIVE PHILIP WEEKS

of 6 NORTHUMBERLAND BUILDINGS

QUEEN SQUARE BATH BA1 2JE

I, ~~SOLICITOR~~ person named as director or secretary of the above company in the statement delivered under section 10 of the above Act] I do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act

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

Declared at 13 QUEEN SQUARE BATH

Declarant to sign below

[Signature]

the 6th day of JULY

One thousand nine hundred and ninety-four before me Diane Dare

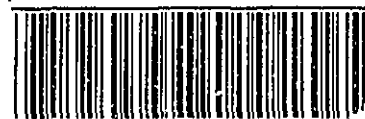
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name address and reference (if any)

MESSRS. WITHY KING & LEE
SOLICITORS,
6 NORTHUMBERLAND BUILDINGS,
QUEEN SQUARE
BATH BA1 2JE

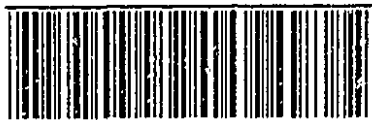
For official Use
New Companies Section

Post room



*AH1712Q *

A16/RECEIPT DATE:07/07/94



AH17J2Q\$

A16 RECEIPT DATE: 07/07/94

10

**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

CN

For official use ☐

BATH CENTRE FOR VOLUNTARY SERVICE

Registered office of the company on
incorporation.

RO

3 ABBEY GREEN

Post town BATH

County/Region AVON

Postcode BA1 1NW

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.☒ X

Name WITHY KING & LEE

RA

5/6 NORTHUMBERLAND BUILDINGS

QUEEN SQUARE

Post town BATH

County/Region AVON

Postcode BA1 2JE

Number of continuation sheets attached ☐To whom should Companies House
direct any enquiries about the
information shown in this form?

WITHY KING & LEE

5/6 NORTHUMBERLAND BUILDINGS

QUEEN SQUARE BATH Postcode BA1 2JE

Telephone 0225 425731 Extension 123

Company Secretary (See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS MR
CLIVE PHILIP
WEEKS
-
-
-
AD GROUND FLOOR FLAT
31 GREEN PARK
Post town BATH
County/Region AVON
Postcode BA1 2HZ Country UNITED KINGDOM
I consent to act as secretary of the company named on page 1

Signed

Date 28/6/14

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD MR
THOMAS O'GRADY
COCHRANE
-
-
-
AD ABBOTSLEIGH COTTAGE
FRESHFORD
Post town BATH
County/Region AVON
Postcode BA3 6DD Country UNITED KINGDOM
DO 1 0 1 1 1 9 Nationality **NA** BRITISH
OC RETIRED
OD NONE
I consent to act as director of the company named on page 1

Signed

Date 14 June 14

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

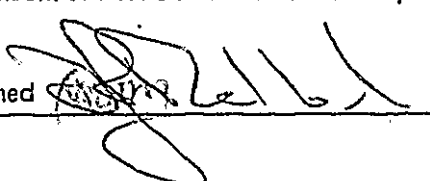
Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD	MR
DAVID JOHN	
MEDLOCK	
AD	PIPPEN HOUSE 7 OLD TRACK MIDFORD LANE
Post town	LIMPLEY STOKE
County/Region	WILTSHIRE
Postcode	BA3 6JY
Country	UNITED KINGDOM
DO	1 9 0 5 5 5
Nationality	NA BRITISH
OC	MANAGING DIRECTOR
OD	SEE ANNEXE
I consent to act as director of the company named on page 1	
Signed	 Date 28/6/14.

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

Signed Date

Signed Date

Signed Date

Signed Date

Signed Date

Signed Date

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

DIRECTORSHIPS OF DAVID JOHN MEDLOCK AT 31.5.1994

HEBRON & MEDLOCK (HOLDINGS) LTD

HEBRON & MEDLOCK LTD

JOHN A. SMITH DESIGN CONSULTANTS LTD

BATH INDUSTRIAL DESIGNS LTD

G.C. PHILLIPS (DESIGNS) LTD

H & M ENGINEERING PROJECTS LTD

CARTNER ENGINEERING DESIGNS LTD

H & M TECHNICAL PUBLICATIONS LTD

HEBRON & MEDLOCK ENGINEERING LTD

G E D LIMITED

G E D (DRYBRIDGE) LTD

G E D (SOUTHAMPTON) LTD

G E D (BBK DESIGNS) LTD

G E D (TECHNOLOGY) LTD

TECHWORK (SOUTHAMPTON) LTD

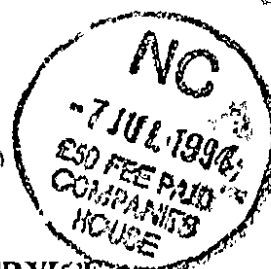
RIEGLER & COOKE LIMITED

OTS SERVICES LTD

SITEC LTD

A handwritten signature in black ink, appearing to be 'D.J. Medlock', written in a cursive style.

2948107



THE COMPANIES ACT 1985 and 1989
 COMPANY LIMITED BY GUARANTEE
 MEMORANDUM OF ASSOCIATION OF

BATH CENTRE FOR VOLUNTARY SERVICE

- 1 The name of the association is 'Bath Centre for Voluntary Service' (hereinafter called 'the Company')
- 2 The registered office of the Company is to be situate in England.
- 3 The objects for which the Company is established are
 - (a) to promote any charitable purpose for the benefit of the community in the City of Bath and such other surrounding areas as may from time to time be determined by the Committee (as defined in clause 1 of the Memorandum of Association), in particular by assisting the work of statutory authorities and voluntary organisations engaged in advancing education, protection of health, or relief of poverty, distress or sickness; and
 - (b) to promote and organise co-operation in the achievement of the above purposes, and to that end bring together representatives of the authorities and organisations engaged in the furtherance of the above purposes

and in furtherance of the above objects but not further or otherwise the Company shall have the following powers:

- (i) to establish and support or aid in the establishment and support of any charitable associations or institutions and subscribe or guarantee money for charitable purposes in any way or calculated to further the objects of the Company connected;
- (ii) to collect and disseminate information on all matters affecting the purposes of the Company and establish print publish issue reproduce and circulate gratuitously or otherwise such papers journals magazines books periodicals or other documents or films or recorded tapes and publications as shall be necessary to attain the said purposes or are in any way beneficial to the work of the Company;
- (iii) to hold provide or assist in the provision of exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
- (iv) to foster and undertake experimental or other work or research into any aspect of the objects of the Company and its work and to disseminate the useful results of any such research;
- (v) to co-operate and enter into arrangements with any authorities, national,

202506



A161RECEIPT DATE:07/07/94

local or otherwise;

- (vi) to raise funds and invite and receive contributions from any source by way of to accept subscriptions, donations, devises and bequests of and purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (vii) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- (viii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (ix) to otherwise borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit
- (x) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- (xi) to invest the moneys of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (xii) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- (xiii) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
- (xiv) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (xv) subject to the provisions of Clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company and their dependants;
- (xvi) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution

of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;

- (xvii) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (xviii) to establish where necessary local branches (whether autonomous or not);
- (xix) to do all such other lawful things as shall further the above objects or any of them.
- (xx) to do all such other lawful things as shall further the purposes of the Company.

PROVIDED THAT

- (aa) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- (bb) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (cc) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Committee of the Company shall be chargeable for any such property that may come into their hands, and shall be answerable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Committee have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Committee but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
- (dd) the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;

- 4 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in this memorandum of association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its Committee for any services rendered to the Company;
 - (b) of interest on money lent by any member of the Company or of its Committee at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by a clearing bank selected by the Committee or 3% whichever is the greater;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Committee;
 - (d) of fees, remuneration or other benefit in money or moneys worth to a Company of which a member of the Committee may be a member holding not more than 1/100th part of the capital of that company;
- and
- (e) to any member of its Committee of out-of-pocket expenses.

5 The liability of the members is limited.

6 Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Company contracted before they cease to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound sterling (£1)

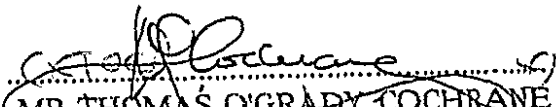
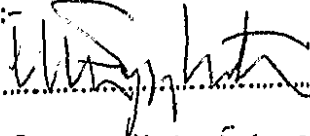
7 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution 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 is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and insofar as effect cannot be given to such provision, then to some other charitable object.

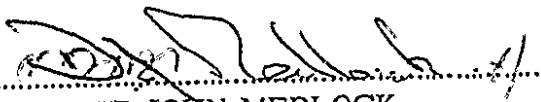
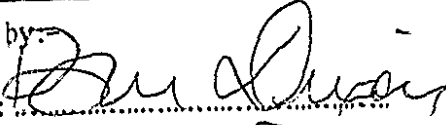
8 True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure takes place and of the property, credits and liabilities of the Company, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, such accounts shall be open to inspection of the members. Once at least in every year the accounts of the Company shall be examined, and the correctness thereof and of the balance sheet ascertained by one or more auditor or auditors qualified to act as auditor under the Companies Act 1985 and in such a way that the provisions of the Charities Act 1992 as they apply to the Company shall be observed.

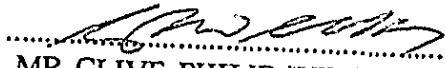
- 9 Any rules for meanings and construction set forth in the articles of Association as adopted on registration of the Company as a charity shall apply to the memorandum of association as if expressly set forth herein unless the context otherwise requires.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.


Dated : 28th June 1994

<p> MR THOMAS O'GRADY COCHRANE ABBOTSLEIGH COTTAGE FRESHFORD BATH BA3 6DD</p>	<p>Witnessed by:- Signature :  Full Name : CECILIA MARY EGGLESTON Address : FLAT 2, FRANKCOM HOUSE FORESTER ROAD, BATH. BA2 6AA Occupation: COMMUNITY WORKER</p>
--	---

<p> MR DAVID JOHN MEDLOCK PIPPEN HOUSE 7 OLD TRACK, MIDFORD LANE LIMPLEY STOKE NEAR BATH BA3 6JY</p>	<p>Witnessed by:- Signature :  Full Name : BERYL DIXON Address : 67 KINGSWELL CH CROSVENOR Bath Occupation: NURSING SISTER</p>
---	--


MR CLIVE PHILIP WEEKS
GROUND FLOOR FLAT
31 GREEN PARK
BATH
BA1 1HZ

Witnessed by:-

Signature : 

Full Name : NATALIE GAISFORD

Address : WITHY KING & LEE
6 NORTHUMBERLAND BUILDINGS
QUEEN SQUARE
BATH
BA1 2JE

Occupation: P.A.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

BATH CENTRE FOR VOLUNTARY SERVICE

PRELIMINARY

1 In these articles

'the Act' means the Companies Act 1985.

'the Committee' means the Management Committee of the Company.

'the seal' means the common seal of the Company.

'secretary' means any person appointed to perform the duties of the secretary of the Company.

'the United Kingdom' means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

OBJECTS

2 The Company is established for the objects expressed in the memorandum of association.

MEMBERS

3 The number of members with which the Company proposes to be registered is 120, but the Committee may from time to time register an increase of members.

4 The subscribers to the memorandum of association any member of Bath Centre For Voluntary Service (a charitable trust registered with Charity number 203046) who shall submit and duly complete a form of application and such others as the Committee shall admit to membership shall be members of the Company.

5 (a) Membership of the Company shall be open to

(i) any voluntary organisation with not less than twenty members the primary object of which is consistent with those of the Company

(ii) any voluntary organisation deemed to have the active involvement of not

less than twenty people

(iii) any voluntary organisation with fewer than twenty members admitted at the discretion of the Committee

(b) Associate membership of the Company shall be open to any individual who supports the objects of the Company and who may be admitted at the discretion of the Committee

(c) Corporate membership shall be open to any professional or business firm or partnership which supports the objects of the Company and which may be admitted at the discretion of the Committee

6 (a) Any firm seeking membership shall act through its single representative who shall be entered on the books of the Company as a member representing the firm in question and who shall be deemed to have the appropriate status

(b) any Company seeking membership shall be entered in the books of the Company as a member but shall act by its single representative

7 An application for membership may be approved or rejected by the Committee. The Committee shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED THAT the member concerned shall have a right to be heard before a final decision is made.

8 Unless the members of the Committee or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 60 the Committee members may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than three

GENERAL MEETING

9 The Company shall each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Committee shall appoint. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

10 The Committee may whenever they think fit convene an Extraordinary General Meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Committee to form a Quorum, any member of the Committee or any two member of the Company may convene an E G M in the same manner as nearly as possible as that in which meetings may be convened in the Committee.

NOTICES OF GENERAL MEETINGS

- 11 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing. Other meetings shall be called by at least fourteen days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons who are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- a) in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
 - b) in the case of any other meeting a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
- 12 The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 13 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Committee and Auditors, the election of members of the Committee in place of those retiring and the appointment of and the fixing of the remuneration of the auditors unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided a quorum shall not be less than one tenth of all the persons who at the commencement of the meeting are members of the Company and are entitled to attend and vote thereat or three such members present in person whichever is greater.
- 14 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting or if during the meeting a quorum ceases to be present the members present who are entitled to attend and vote thereat shall be a quorum.
- 15 The chairperson, or in the absence thereof the vice-chairperson (if any), shall preside as chairperson at every general meeting, but if there be no such chairperson or vice-chairperson, or if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose one of the Committee, or if no such member be present, or if all the members of the Committee present

decline to take the chair, they shall choose some member of the Company who shall be present and entitled to vote thereat to preside. The chairperson of the meeting shall conduct and make all arrangements and determine all disputes at any meeting as in the absolute discretion thereof but subject to the articles the chairperson shall think fit.

- 16 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid, the members shall not be entitled to any notice of adjournment, or of the business to be transacted at an adjourned meeting.
- 17 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairperson or any member present in person. The representative of any organisation being a member may demand a poll and vote on a show of hands or on a poll and in so demanding or voting the organisation shall be deemed to be acting personally. Unless a poll be so demanded a declaration by the chairperson of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution save that any error which would change the result of a resolution being passed or not as the case may be at the meeting shall vitiate the resolution in question. The demand for a poll may be withdrawn.
- 18 Except as provided in article 19, if a poll is duly demanded it shall be taken in such manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 19 A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 20 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 21 Subject to the terms of the Act, a resolution in writing may consist of two or more documents in like form each signed by one or more of the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any resolution may be proposed and passed as special, extraordinary, ordinary or otherwise notwithstanding that the Company has given less than twenty-one or fourteen days' notice thereof, or of the meeting or adjourned meeting at which it is proposed to be passed as the case may be, if it is so agreed by the majority of the members entitled to vote on any resolution as mentioned in the Proviso to article 11.

VOTES OF MEMBERS

- 22 Subject as herein provided, every member shall have one vote.
- 23 A member shall not be entitled to vote at any general meeting unless all moneys presently owing by that member and demanded by the Company have been paid.
- 24 On a poll votes may be given personally or by proxy and any instrument of proxy shall be in such form as the Committee may require or in any other common or usual form.

COMMITTEE

- 25 The Committee shall consist of such minimum number (if any) of members of the Company as shall be determined by the members of the Company and until so fixed there shall be no maximum number and the minimum number shall be five. The Committee Members, so long as there are not less than three members thereof, shall comprise the chairperson, a vice-chairperson, treasurer and such other officers as the members shall determine, and subject to article 15 the members of the Company shall elect the chairperson. The Company may increase or reduce the number of the Committee from time to time Provided always that the minimum number shall not be less than five.

POWERS AND DUTIES OF THE COMMITTEE

- 26 The business of the Company shall be managed by the Committee, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act, the articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting, but any regulation made by the Company in general meeting shall not invalidate any prior act of the Committee which would have been valid if that regulation had not been made.
- 27 The Committee may make from time to time and at any time such rules or bye-laws not inconsistent with the Memorandum and Articles of association as they consider to be necessary or convenient for the proper conduct and management of the Company subject always to any extension, modification or repeal thereof resolved to be made by the members in general meeting, and such rules or bye-laws shall be deemed not to form part of the articles and shall be construed separately from the articles except as such rules or bye-laws may provide to the contrary but nevertheless shall be binding on the members subject as aforesaid as therein provided.
- 28 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two or more of the Committee or one member of the Committee and the secretary or in such other manner as the Committee shall from time to time determine.
- 29 Subject to Proviso (cc) of clause 3 of the Memorandum of Association of the Company, the Committee may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner, and to grant any mortgage, charge or standard

security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company, or of any third party, as they think fit.

30 The Committee shall cause minutes to be made:

- a) of all the appointments of officers made by the Committee;
- b) of the names of the Committee present at each meeting of the Committee and any sub-committee thereof, and
- c) of all resolutions proceedings and business at all meetings of the Company, and of the Committee, and of any sub-committee,

and, together with all registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Company, the same may be recorded as the Committee may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification, and the Committee present at any meeting of the Committee or of a sub-committee shall sign their names in a book to be kept for that purpose, and any such minutes of any meeting, if purporting to be signed by the chairperson of such meeting or by the chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

31 The Committee for the time being may act notwithstanding any vacancy in their body Provided always that in case the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

32 The Committee may from time to time and at any time appoint a member of the Company to be a member of the Committee, either to fill a casual vacancy or by way of addition to the Committee Provided always that the prescribed maximum (if any) be not thereby exceeded. Any member so appointed shall retain office only until the next annual general meeting, but such member shall then be eligible for re-election.

DISQUALIFICATION OF COMMITTEE

33 The office of member of the Committee shall be vacated if the holder thereof:

- a) becomes bankrupt or makes any arrangement or composition with the creditors thereof generally, or
- b) becomes a person in respect of whom an order is made by any competent court by reason of mental disorder or becomes incapable by reason of illness or injury of managing and administering the property and affairs thereof, or

- c) ceases to be for whatever reason a member of the Company, or
- d) resigns office by notice in writing to the Company, or
- e) becomes prohibited from holding office by reason of any of the matters in the Act or the Company Directors Disqualification Act 1986, or otherwise becomes prohibited by law from being a director of a company, or
- f) is convicted of an offence which is likely to bring the Company into disrepute, or
- g) is removed from office under the provisions of the Act or the articles

immediately upon the happening of any such event.

ROTATION OF THE COMMITTEE

- 34 At the first annual general meeting and at every subsequent annual general meeting all the Committee for the time being shall retire from office.
- 35 The retiring officers and other members of the Committee shall be eligible for re-election
- 36 The Company may, at the meeting at which all the Committee retire in manner aforesaid, fill up the vacated offices by persons elected thereto and in default the retiring members, except in respect of the office of chairperson if offering themselves for re-election, shall be deemed to have been re-elected except as aforesaid unless a resolution for the re-election of retiring members shall have been put to the meeting and lost.
- 37 Any person not being a member of the Committee retiring at the meeting, unless recommended by the Committee for election, shall not be eligible for election to the Committee at any general meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the secretary notice in writing, signed by some member duly qualified to be present and vote at the meeting for which such notice is given, of the intention of such member to propose such person for election, and also notice in writing, signed by the person to be proposed, of the willingness thereof to be elected. The prescribed time mentioned above shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting, there shall be not less than four nor more than twenty-eight intervening days.
- 38 The Company from time to time in general meeting may determine by ordinary resolution to increase or reduce the number of members of the Committee and in what order of rotation any increased or reduced number of members of the Committee shall go out of office, and may make the appointments necessary for effecting any such increase.
- 39 In addition and without prejudice to the provisions of section 303 of the Act, the Company may by extraordinary resolution remove any members of the Committee before the expiration of the period of office thereof notwithstanding anything in the articles or any agreement between the Company and such members of the Committee, and may by an ordinary resolution appoint another member instead thereof but any person so appointed shall retain office so long only as the member

in whose place such person is appointed would have held the same if the person so removed had not been removed.

PROCEEDINGS OF THE COMMITTEE

- 40 The Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairperson shall have a second or casting vote. A member of the Committee may, and the secretary on the requisition of a member shall, at any time summon a meeting of the Committee. It shall not be necessary to give notice of a meeting of the Committee to any of its members for the time being absent from the United Kingdom unless notice of the address abroad thereof has been given to the Company.
- 41 The quorum necessary for the transaction of the business of the Committee may be fixed by the members of the Company, and unless so fixed shall be, and in any case shall never be less than, five.
- 42 The chairperson of the Company or in the absence thereof the vice-chairperson shall preside at all meetings of the Committee at which the chairperson or in the absence thereof the vice-chairperson shall be present, but in the absence of the chairperson and vice-chairperson the Committee shall elect another governor to preside for that meeting.
- 43 The Committee may delegate any of their powers to sub-committees consisting of such member or members of the Company as they think fit, and any sub-committee so formed shall, in the exercise of powers so delegated, conform to the articles and to any regulations imposed on it by the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of the articles for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee. All acts and proceedings of any such sub-committee shall be reported to the Committee as soon as possible.
- 44 All acts bona fide done by any meeting of the Committee or of any sub-committee, or by any Committee, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any of its members, or that such member or any of them were disqualified, shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member.
- 45 A resolution shall be in writing and may consist of two or more documents in like form signed by one or more of all the Committee or members of any sub-committee thereof who are entitled to receive notice of a meeting of the Committee or of such sub-committee and shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and held.
- 46 The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least two Committee or one of them and the secretary, and the said members and secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been

properly affixed.

- 47 Subject to section 310 of the Act and the memorandum of association every Committee member, member or other officer or servant of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which such person may sustain or incur in or about the bona fide execution of the duties thereof or otherwise in relation thereto, including any liability incurred thereby in defending any proceedings, whether civil or criminal, in which judgement is given in favour thereof or in which such person is acquitted or in connection with any application under sections 144 (3) or 727 of the Act in which relief is granted by the Court, and no Committee member, member or other officer or servant shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the bona fide execution of the duties of the office thereof or in relation thereto.

COMPANY SECRETARY

- 48 Subject to sections 10 (3) and 288 (2) of the Act the secretary shall be appointed by the Committee for such term, at such reasonable remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
- 49 A provision of the Act or the articles requiring or authorising a thing to be done by or to a member of the Committee and the secretary shall not be satisfied by its being done by or to the same person acting both as a Committee member and as, or in place of, the secretary, and anything required or authorised to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Committee.

ACCOUNTS

- 50 The Committee shall cause accounting records to be kept in accordance with section 221 of the Act.
- 51 The accounting records shall be kept at the registered office of the Company, or, subject to section 222 of the Act, at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the Committee.
- 52 Subject to any reasonable restriction as to the time and manner of inspecting the same, the accounts and books of the Company or any of them shall be open to the inspection of the members.
- 53 The Committee shall from time to time cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts and balance sheets and reports as are required by sections 226, 234, 234A and 235 of the Act, and otherwise comply with the requirements of Chapter I of Part VII of the Act.
- 54 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditors' report and Committee's report shall be sent, not less than 21 days before the date of the meeting,

to every member and every holder of debentures of the Company subject nevertheless to article 9 Provided always that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

- 55 The income of the Company shall be applied solely towards the provision of all or any of the objects of the Company in accordance with clause 4 of the memorandum of association of the Company at such time or times and in such manner as the Committee shall think fit, with power to the Committee to create a reserve fund or funds to be applicable as aforesaid and pending such application to invest it as the Committee shall think fit Provided always that the payment of dividends to the members is prohibited.

AUDIT

- 56 Auditors shall be appointed and their duties regulated in accordance with sections 235 to 237 and Chapter V of Part XI of the Act.

NOTICES

- 57 A notice may be given by the Company to any member either personally or by sending it by post to the registered address of that member, or (if that member has no registered address within the United Kingdom) to the address, if any, supplied by that member to the Company for the giving of notices to that member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

- 58 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- c) the Committee; and
- d) the auditor for the time being of the Company. No other person shall be entitled to receive notices of general meetings.

RECORDS

- 59 The Committee may cause all or any books, minutes, registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Company to be recorded as the Committee may determine

in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification and any reference in the articles to books or registers or other documentary record shall be deemed to include such other means as aforesaid.

DISSOLUTION

- 60 The provisions (if any) for the time being in the memorandum of association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in the articles.


EXEMPT LIMITED STATUS

- 61 Notwithstanding anything in the memorandum and articles for the time being or in any regulations applicable to the Company or in any resolution of the members or the Committee or in any agreement between any of them any profits of the Company or other income shall be applied in promoting its objects, and the payment of dividends to its members is prohibited, and all the assets which would otherwise be available to its members generally shall be transferred on its winding up either to another body with objects similar to those of the Company or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of the Company) Provided always that this article shall prevail in the case of any conflict between it and any other provision in the articles, and the memorandum and articles shall not be altered so that the Company ceases to comply with section 30(3) of the Companies Act 1985.

Names and addresses of subscribers:

Dated 28th June 1994.

<p><i>[Signature]</i> MR THOMAS O'GRADY COCHRANE ABBOTSLEIGH COTTAGE FRESHFORD BATH BA3 6DD</p>	<p>Witnessed by:- Signature : <i>[Signature]</i> Full Name : JILL J. R. ... PATRICIA ... TURNER Address : 12 ... BATH ... BATH ... BATH ... Occupation : CHARTERED ... ACCOUNTANT</p>
---	---


MR DAVID JOHN MEDLOCK
PIPPEN HOUSE
7 OLD TRACK, MIDFORD LANE
LIMPLEY STOKE NEAR BATH
BA3 6JY

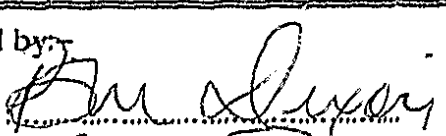
Witnessed by:-

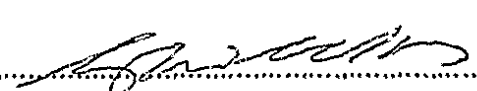
Signature

Full Name :

Address :

Occupation:


RERYL DIXON
67 KINGSWELL GTS
GLOSITOR
Bath
NURSING SISTER


MR CLIVE PHILIP WEEKS
GROUND FLOOR FLAT
31 GREEN PARK
BATH
BA1 1HZ


Witnessed by:-

Signature :

Full Name :

Address :

Occupation:


NATTIE CRALSFORD
WITHY KING & LEE
6 NORTHUMBERLAND BUILDINGS
QUEEN SQUARE
BATH
BA1 2JE
P.A.

01-03-95

G

COMPANIES FORM No. 224

224

Notice of accounting reference date
(to be delivered within 9 months of
incorporation)

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

Please complete
legibly, preferably
in black type, or
bold block
lettering

To the Registrar of Companies
(Address overleaf)

Company number

2948107

Name of company

* Bath Centre for Voluntary Service

*insert full name
of company

gives notice that the date on which the company's accounting reference period is to be
treated as coming to an end in each successive year is as shown below:

Important

The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 1 0 3

5 April

Day Month

0 5 0 4

30 June

Day Month

3 0 0 6

31 December

Day Month

3 1 1 2

+ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

[Signature]

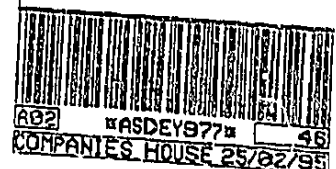
Designation +
General Secretary

Date
22 February 1995

Presenter's name address and
reference (if any):

For official use
D.E.B.

Post room



SPECIAL RESOLUTION OF

RYUKO LIMITED
COMPANY NUMBER 2879107

At a general meeting of the above company held on the 31st December 1994, the following resolution was passed:

The company, having been dormant since its formation resolves to make itself exempt from the provisions of Part VII of the Companies Act 1985 relating to the audit of accounts and from the obligation to appoint auditors.

Signed on behalf of the Board

S. M. Rae
S.M.Rae

Director

Dated... 31/12/94

