

FILE COPY



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

Company No. 3643586

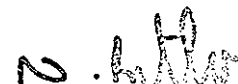
The Registrar of Companies for England and Wales hereby certifies that
OFF THE RECORD - BATH AND NORTH EAST SOMERSET

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

Given at Companies House, Cardiff, the 2nd October 1998



N03643586M


N. BUTLER

For the Registrar of Companies



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

HC007B

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full



* F 0 1 2 0 F 1 0 *

OFF THE RECORD - BATH AND NORTH EAST SOMERSET

I, AUSTIN MICHAEL HENRY KING
of 13 QUEEN SQUARE BATH BA1 2HJ

† Please delete as appropriate.

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

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

Declarant's signature

Declared at

13 Queen Square Bath Somerset

the

24

day of

September

One thousand nine hundred and ninety

eight

● Please print name.

before me ●

RICHARD MARTIN CAUDLE

Signed

Date

24.9.98

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.

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

AUSTIN MICHAEL HENRY KING

Stone King

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, CF4 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



A13 *A110T9WF* 658
COMPANIES HOUSE 25/09/98

Package: 'Laserform'
by Laserform International Ltd.

30(5)(a)

Please complete in typescript,
or in bold black capitals.

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

Company Name in full

OFF THE RECORD - BATH AND NORTH EAST SOMERSET



* F 0 3 0 A F 1 0 *

I, AUSTIN MICHAEL HENRY KING
of 13 QUEEN SQUARE BATH BA1 2HJ

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

† Please delete as appropriate.

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

Declarant's signature

Declared at

13 Queen Square Bath Somerset

the

24

day of

September

One thousand nine hundred and ninety

8

① Please print name.

before me ①

Richard Martin CAUDLE

Signed

Date

24.9.98

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.

AUSTIN MICHAEL HENRY KING

Stone King

13 Queen Square

BATH BA1 2HJ

Tel 01225 337599

DX number 8001

DX exchange BATH

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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**



A13 *A110S9WE* 657
COMPANIES HOUSE 25/09/98

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

Company Name in full



F010001H

OFF THE RECORD - BATH ^{AND} NORTH EAST SOMERSET

Proposed Registered Office

(PO Box numbers only, are not acceptable)

OPEN HOUSE CENTRE

MANVERS STREET

Post town

BATH

County / Region

BATH & NORTH EAST SOMERSET

Postcode

BA1 1JW

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



Agent's Name

STONE KING

Address

13 QUEEN SQUARE

Post town

BATH

County / Region

B&NES

Postcode

BA12HTJ

Number of continuation sheets attached

7

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.

AUSTIN MICHAEL HENRY KING

13 QUEEN SQUARE

BATH

Tel

01225 337599

DX number

8001

DX exchange

BATH



A13 *A110U9WG* 659
COMPANIES HOUSE 25/09/98

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

Companies House, Crown Way, Cardiff, CF4 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

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

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

Directors

(see notes 1-5)

NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)			
	Surname			
	Previous forename(s)			
	Previous surname(s)			
Address				
Usual residential address				
For a corporation, give the registered or principal office address.	Post town			
	County / Region		Postcode	
	Country			
	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		

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

Date _____

Or the subscribers

Signed

Date _____

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

Signed

Date _____

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.

Company Secretary (see notes 1-5)

Company name

OFF THE RECORD - BATH & NORTH EAST SOMERSET

NAME

*Style / Title

*Honours etc

* Voluntary details

Forename(s)

CHERYL BROOKE

Surname

WILKINS

Previous forename(s)

~~MARTIN~~

Previous surname(s)

MARTIN

Address

Usual residential address

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

Post town

BATH

County / Region

B & NES

Postcode

BA2 6SH

Country

ENGLAND

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

Consent signature

Date

12 August 98

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

X MRS

*Honours etc

Forename(s)

X CHERYL BROOKE

Surname

WILKINS

Previous forename(s)

Previous surname(s)

MARTIN

Address

Usual residential address

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

Post town

BATH

County / Region

B & NES

Postcode

BA2 6SH

Country

ENGLAND

Day Month Year

Date of birth

24 07 58

Nationality

X BRITISH

Business occupation

X HOUSING OFFICER

Other directorships

X NONE

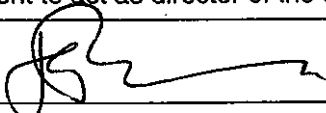
I consent to act as director of the company named on page 1

Consent signature

Date

X 23/9/98

Directors (continued) (see notes 1-5)

NAME	*Style / Title	Mr	*Honours etc	
* Voluntary details	Forename(s)	BROWN RIGG JOHN		
	Surname	BROWN RIGG		
	Previous forename(s)	N/A		
	Previous surname(s)	N/A		
	Address	Lonsdale Farmhouse		
Usual residential address		Corston		
For a corporation, give the registered or principal office address.	Post town	BATH		
	County / Region	Somerset	Postcode	BA2 9AQ
	Country	England		
	Day	Month	Year	
	Date of birth	28	12	1953
	Nationality	English		
	Business occupation	Solicitor		
	Other directorships	None		
I consent to act as director of the company named on page 1				
	Consent signature			Date
				24/8/1998

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed****Date****Or the subscribers****Signed****Date****(i.e those who signed
as members on the
memorandum of
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)	PATRICIA ANN		
	Surname	HOGG		
	Previous forename(s)	N/A		
	Previous surname(s)	WARREN		
Address	105, MANOR ROAD			
Usual residential address	KEYNSHAM			
For a corporation, give the registered or principal office address.	Post town	BRISTOL		
	County / Region	B&N.E.S	Postcode	BS18 1SF
	Country	ENGLAND		
	Day	Month	Year	
Date of birth	01	05	'41	Nationality ENGLISH
Business occupation	B&N.E.S councillor			
Other directorships	N/A			
I consent to act as director of the company named on page 1				
Consent signature	P.A. Hogg			Date 31.07.98

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

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MISS		*Honours etc		
* Voluntary details	Forename(s)	AUSON JEANETTE				
	Surname	NEALIS				
	Previous forename(s)	N/A				
	Previous surname(s)	N/A				
	Address	THE LAMBING PEN				
Usual residential address						
For a corporation, give the registered or principal office address.	Post town	WILMINGTON				
	County / Region	BATH	Postcode	BA2 9JB		
	Country	ENGLAND				
		Day	Month	Year		
	Date of birth	18	06	65	Nationality	BRITISH
	Business occupation	SOCIAL WORKER / MANAGER.				
	Other directorships	NIL				
	I consent to act as director of the company named on page 1					
	Consent signature	A-J Nealin			Date	14/8/98.

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

A-J Nealin

Date

14/8/98

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**

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MS	*Honours etc	
* Voluntary details	Forename(s)	ERICA LINDEN		
	Surname	WHITFIELD		
	Previous forename(s)	—		
	Previous surname(s)	—		
	Address	OLD MILL COTTAGE		
Usual residential address		42 NORTHEND		
For a corporation, give the registered or principal office address.	Post town	BATH		
	County / Region		Postcode	BA1 7ES
	Country			
	Day	Month	Year	
	Date of birth	25	8	58
	Nationality	BRITISH		
	Business occupation	LOCAL GOVT OFFICERS		
	Other directorships	—		
	I consent to act as director of the company named on page 1			
	Consent signature	Whitfield		Date 9/8/98

This section must be signed by**Either****an agent on behalf of all subscribers****Signed****Date****Or the subscribers****Signed****Date****(i.e those who signed as members on the memorandum of association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MRS	*Honours etc	
* Voluntary details	Forename(s)	SHIRLEY JUNE		
	Surname	STEEL		
	Previous forename(s)			
	Previous surname(s)	PARSONS.		
Address	110, HIGH ST.			
Usual residential address	MIDSOMER NORTON			
For a corporation, give the registered or principal office address.	Post town	NR. BATH.		
	County / Region	B. NES.	Postcode	BA3 2DA.
	Country	ENGLAND.		
	Day	Month	Year	
Date of birth	12	7	32	Nationality BRITISH.
Business occupation	SELF-EMPLOYED - CARAVAN SALES.			
Other directorships	RADSTOCK and MIDSOMER NORTON MUSEUM SOCIETY. CARE NETWORK, RADSTOCK. WELLHOUSE COMMUNITY ARTS CENTRE.			
I consent to act as director of the company named on page 1				
Consent signature	Shirley Steel		Date	17/8/98.

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

Signed

Date

Or the subscribers(i.e those who signed
as members on the
memorandum of
association).

Signed

Shirley Steel

Date

17/8/98.

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

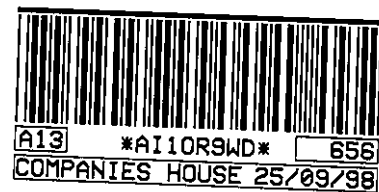
Date

THE COMPANIES ACT 1985 AND 1989

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
OFF THE RECORD – BATH AND NORTH EAST
SOMERSET**

Incorporated on [date]

Company No:
Charity No:



[based on the Charity Law Association model]

3643586



COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF OFF THE RECORD – BATH AND NORTH EAST SOMERSET

0088198

1. **NAME**

The name of the Company is **OFF THE RECORD – BATH AND NORTH EAST SOMERSET** ("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 to relieve and prevent suffering among young people caused by mental or physical ill health or by social or economic circumstances in particular by the provision of advice information counselling and other assistance to young people and their families ("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
- 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
 - 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
- 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- 5.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
 - 5.3.1 the goods or services are actually required by the Charity
 - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4
 - 5.3.3 no more than one half of the Trustees are subject to such a contract in any financial year
- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
 - 5.4.1 declare an interest at or before discussion begins on the matter
 - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - 5.4.3 not be counted in the quorum for that part of the meeting
 - 5.4.4 withdraw during the vote and have no vote on the matter
- 5.5 This clause may not be amended without the prior written consent of the Commission

6. **LIMITED LIABILITY**

The liability of members is limited

7. **GUARANTEE**

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member


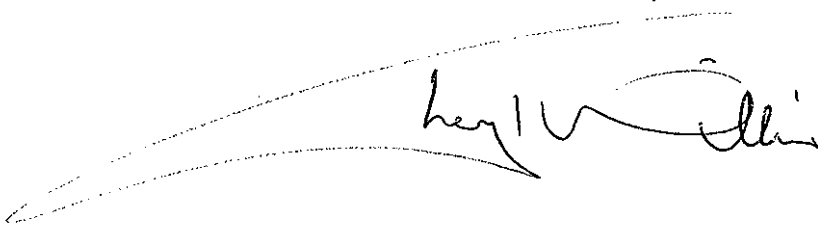
8. **DISSOLUTION**

- 8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
 - 8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
 - 8.1.2 directly for the Objects or charitable purposes within or similar to the Objects
 - 8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance
- 8.2 A final report and statement of account must be sent to the Commission

9. **INTERPRETATION**

- 9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.
- 9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

We wish to be formed into a Company under this Memorandum of Association

Names and Addresses of Subscribers	Signatures of Subscribers
John Graham Brownrigg Lower Farmhouse Corston Bath BA2 9AQ	
Patricia Ann Hogg 105 Manor Road Keynsham Bristol BS18 1SF	P.A. Hogg
Arthur John Musgrave 17 Ashley Road Montpelier Bristol BS6 5NH	Arthur Musgrave
Alison Jeanette Nealis The Lambing Pen Wilmington Bath BA2 9JB	AJ Nealis
Shirley June Steel 110 High Street Midsomer Norton Bath BA3 2DA	Shirley Steel
Erica Linden Whitfield Old Mill Cottage 42 Northend Bath BA1 7ES	Erica Whitfield
Cheryl Brooke Wilkins 7 Warminster Road Bathampton Bath BA2 6SH	

Dated: 23rd September 1998

Witness to the above signatures:

Name: SUE SKINNER

Address: 14 LUDWELLS ORCHARD, PAULTON, BRISTOL BS39 7XW

Occupation: INFORMATION DEVELOPMENT WORKER

S.R. Skinner

COMPANIES ACTS 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF OFF THE RECORD – BATH AND NORTH EAST SOMERSET

1. MEMBERSHIP

- 1.1 The number of members with which the company proposes to be registered is unlimited
- 1.2 The Charity must maintain a register of members
- 1.3 The Members of the Charity shall be the Trustees and any individual who
 - 1.3.1 is approved by the Trustees
 - and
 - 1.3.2 signs the Register of members or consents in writing to become a member
- 1.4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions
- 1.5 Membership is terminated if the member concerned
 - 1.5.1 gives written notice of resignation to the Charity
 - 1.5.2 dies
 - 1.5.3 is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due)
 - or
 - 1.5.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)
 - or
 - 1.5.5 (in the case of a Trustee) ceases to be a Trustee
- 1.6 Membership of the Charity is not transferable

2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meetings. General meetings are called on at least clear 21 days written notice specifying the business to be discussed
- 2.2 There is a quorum at a general meeting if the number of members personally present is at least three
- 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 persons to be Trustees to fill the vacancies arising
 - 2.8.5 appoint auditors for the Charity
 - 2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charityand
 - 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 sixth 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 consist of at least six but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
- 3.3 The subscribers to the Memorandum are the First Trustees of the Charity.

- *3.4 Subject to clause 3.9 the First Trustees shall each hold office for such period being one two or three years as shall be agreed by the Trustees at their first meeting.
- 3.5 Future Trustees must be appointed for three terms of office for a maximum of nine years by resolution of the Trustees
- 3.6 A retiring Trustee who is competent to act may be re-appointed at the end of his/her term of office but a Trustee shall not be eligible for re-appointment until one year after the end of three consecutive terms of office
- 3.7.1 One third (or the number nearest one third) of the Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots
- 3.7.2 A retiring Trustee shall be eligible for re-election for consecutive periods not exceeding in aggregate nine years from the date of his/her original appointment but thereafter a Trustee shall not be eligible for re-appointment until one year after his retirement. In this clause a 'year' means the period between one AGM and the next.
- 3.8 No person other than a Trustee retiring by rotation shall be appointed or re-appointed a Trustee at any general meeting unless:
 - 3.8.1 he is recommended by the Trustees or
 - 3.8.2 not less than fourteen nor more than thirty-five 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 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 willingness to be appointed or re-appointed
- 3.9 A Trustee's term of office automatically terminates if he or she:
 - 3.9.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 3.9.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 3.9.3 is absent from three consecutive meetings of the Trustees
 - 3.9.4 ceases to be a member
 - 3.9.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
 - 3.9.6 is removed by resolution passed by at least two-thirds of 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
- 3.10 The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM
- 3.11 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 two meetings each year
- *4.2 A quorum at a meeting of the Trustees is three Trustees
- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4.6 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 two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)
 - 5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings
 - 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
 - 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
 - 5.7 to establish procedures to assist the resolution of disputes within the Charity
 - 5.8 to exercise any powers of the Charity which are not reserved to a general meeting

6. RECORDS & ACCOUNTS

- 6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 6.1.1 annual reports

- 6.1.2 annual returns
- 6.1.3 annual statements of account
- 6.2 The Trustees must keep proper records of
 - 6.2.1 all proceedings at general meetings
 - 6.2.2 all proceedings at meetings of the Trustees
 - 6.2.3 all reports of committees and
 - 6.2.4 all professional advice obtained
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

7. NOTICES

- 7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic
- 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 company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such member shall be entitled to have notices given to him 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 two clear days after being sent by first class post to that address
 - 7.4.3 three clear days after being sent by second class to that address
 - 7.4.4 on being handed to the member personally or, if earlier,
 - 7.4.5 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 office or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him 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

"financial expert" means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

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

"member" and "membership" refer to membership of the Charity

"Memorandum" means the Charity's Memorandum of Association

"month" means calendar month

"the Objects" means the Objects of the Charity as defined in clause 3 of the Memorandum

"Secretary" means the Secretary of the Charity

"taxable trading" means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

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

"written" or "in writing" refers to a legible document on paper including a fax message

"year" means calendar year

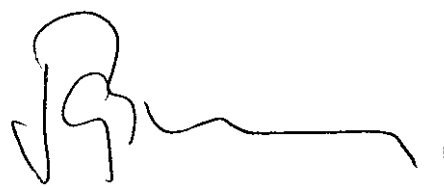
10.2 Expressions defined in the Act have the same meaning

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

Names and Addresses of Subscribers

Signatures of Subscribers

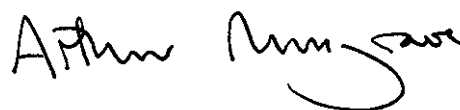
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Erica Whitfield

Cheryl Brooke Wilkins
7 Warminster Road
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Bath BA2 6SH



Dated:

23rd September 1998

Witness to the above signatures:

S.R. Skinner

Name:

SUE SKINNER

Address:

14 LUDWELLS ARCHARD, PAULTON, BRISTOL RS39 7XW

Occupation:

INFORMATION DEVELOPMENT WORKER.