

FILE COPY



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

Company No. 4150044

The Registrar of Companies for England and Wales hereby certifies that
OFF THE RECORD (BRISTOL)

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 30th January 2001



N041500445



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House
— for the record —

12

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full

OFF THE RECORD (BRISTOL)



F012001J

I, ALAN MORRIS

of 33, ORMEROD ROAD, STOKES BISHOP, BRISTOL BS9 1BA

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.

[†] 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 AVON + BRISTOL LAW CENTRE

the TWENTY-FIFTH day of JANUARY

~~One thousand nine hundred and ninety~~ 2001

● Please print name.

before me ● JANINE SAREL

Signed

Jim. Sarel Date 25/01/01

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.

ROBIN MOSS - OFF THE RECORDS (BRISTOL)

2 HOLFELD ROAD, BRISTOL, BS2 8EA

Tel 0117 - 9226747

DX number / DX exchange /

C



A47
COMPANIES HOUSE

0214
27/01/01

Form revised March 1995

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
or companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh



Companies House
— for the record —

30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHFP000

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

[Empty box]

Company Name in full

OFF THE RECORD (BRISTOL)

I, ALAN MORRIS
of 33, ORMEROD ROAD, STOKE BISHOP, BRISTOL BS9 1BA

† Please delete as appropriate.

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.

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

ABMorris

Declared at

AVON + BRISTOL LAW CENTRE

Day Month Year

on

18 | 12 | 2000

• Please print name.

before me •

JANINE GAREL

Signed

J.M. Garel

Date

18.12.00.

~~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.

ROBIN MOSS,
OFF THE RECORDS (BRISTOL)
2, HORFIELD ROAD,
BRISTOL BS2 8EA Tel 0117 9226747
DX number DX exchange



A47
COMPANIES HOUSE
AU/
COMPANIES HOUSE

AMUF0XNQ

0215
27/01/01
16/01/01

Form revised June 1998

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

Companies House, Crown Way, Cardiff, 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



Companies House

for the record

10

Please complete in typescript, or in bold black capitals.

CHFP000

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

[Empty box]

Company Name in full

OFF THE RECORD (BRISTOL)

Proposed Registered Office

(PO Box numbers only, are not acceptable)

2, HORFIELD ROAD,

ST. MICHAELS HILL

Post town

BRISTOL

County / Region

[Empty box]

Postcode

BS2 8EA

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.

[Empty box]

Agent's Name

[Empty box]

Address

[Empty box]

[Empty box]

Post town

[Empty box]

County / Region

[Empty box]

Postcode

[Empty box]

Number of continuation sheets attached

6

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.

ROBIN MOSS - OFF THE RECORD (BRISTOL)
2 HORFIELD ROAD, BRISTOL BS2 8EA
Tel 0117 - 9226747
DX number - DX exchange -



A47 COMPANIES HOUSE 0216 27/01/01
A07 COMPANIES HOUSE 16/01/01

Form revised July 1998

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

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

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

Company Secretary (see notes 1-5)

Company name

[Empty box for company name]

NAME *Style / Title

MR

*Honours etc

[Empty box for honours etc]

* Voluntary details

Forename(s)

ROBIN

Surname

MOSS

Previous forename(s)

[Empty box for previous forename(s)]

Previous surname(s)

[Empty box for previous surname(s)]

Address

34 TUDOR RD, EASTON;

Usual residential address

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

Post town

[Empty box for address line 2]

BRISTOL

County / Region

[Empty box for county / region]

Postcode

BS5 6BW

Country

[Empty box for country]

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

Consent signature

R. Moss

Date

9.10.00

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

[Empty box for honours etc]

Forename(s)

ALAN

Surname

DAVIS

Previous forename(s)

[Empty box for previous forename(s)]

Previous surname(s)

[Empty box for previous surname(s)]

Address

147 NOVERS LANE

Usual residential address

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

Post town

[Empty box for address line 2]

KNOWLE

BRISTOL

County / Region

[Empty box for county / region]

Postcode

BS4 1QP

Country

[Empty box for country]

Day Month Year

Date of birth

08 04 1949

Nationality

BRITISH.

Business occupation

HOUSING OFFICER (BRISTOL CITY COUNCIL)

Other directorships

SOUTH BRISTOL ADVICE CENTRES.

[Empty box for other directorships]

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

Consent signature

[Signature]

Date

19/7/00

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

1 2 0 5 1 9 5 1

British

CIVIL SERVANT

NONE

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

Consent signature

Date

KCF Atkinson

11/9/2000

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

JOHN RICHARD

HANCOCK

15 HEATH RIDGE

LONG ASTON

BRISTOL

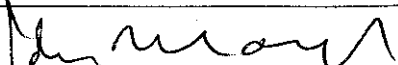
BS41 9EW

28 06 1943

BRITISH

TAX CONSULTANT

NONE



9/10/00

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

MR. / ROBERT FISHER. / 71 LINDEN ROAD WESTBURY PARK BRISTOL BS6 7RW UK. / 08 05 19 46 / BRITISH. / Self Employed / Contractor / None / 8/11/00

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

CENTRE.

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

Consent signature

Date

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

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 <small>(see notes 1-5)</small>			
Please list directors in alphabetical order			
NAME *Style / Title	MS	*Honours etc	
Forename(s)	SARAH		
Surname	MCALINDEN		
Previous forename(s)			
Previous surname(s)			
Address	20 GREENBANK ROAD		
Usual residential address	GREENBANK		
For a corporation, give the registered or principal office address.			
	Post town	BRISTOL	
	County / Region	Postcode	BSS 6EY
	Country		
	Day Month Year		
Date of birth	23	07	1972
	Nationality	BRITISH	
Business occupation	ACCOUNTANT		
Other directorships	— NONE		
I consent to act as director of the company named on page 1			
Consent signature	McAlinden	Date	8/11/00

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 (continued) (see notes 1-5)

NAME	*Style / Title	MR	*Honours etc	
* Voluntary details	Forename(s)	ALAN BRADLEY		
	Surname	MORRIS		
	Previous forename(s)			
	Previous surname(s)			
Address	33 ORMEROD ROAD			
Usual residential address	STOKE BISHOP			
For a corporation, give the registered or principal office address.	Post town	BRISTOL		
	County / Region	-	Postcode	BS9 1BA
	Country			
	Date of birth	Day	Month	Year
		05	04	1954
	Nationality	BRITISH		
	Business occupation	ACTUARY		
	Other directorships	NONE		
	I consent to act as director of the company named on page 1			
	Consent signature	AB Morris	Date	8 / 11 / 00

This section must be signed by

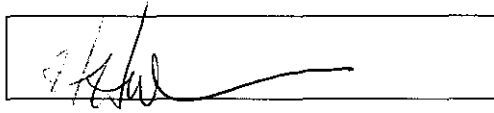
Either

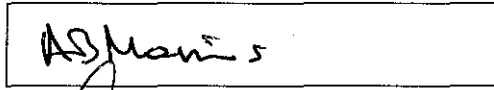
an agent on behalf of all subscribers

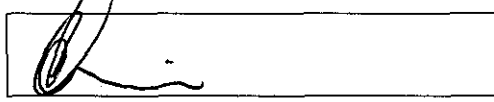
Signed Date

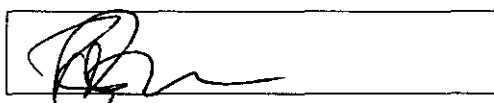
Or the subscribers

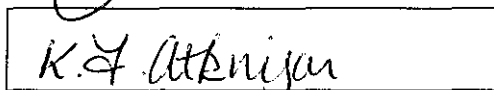
(i.e. those who signed as members on the memorandum of association).

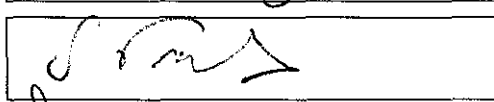
Signed  Date

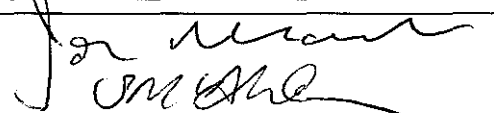
Signed  Date 8 / 11 / 00

Signed  Date 10 / 1 / 00

Signed  Date

Signed  Date 10 / 1 / 01

Signed  Date

 10/1/01

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.

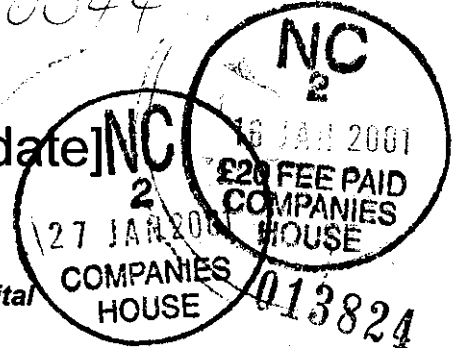
If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

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

4150044

30102

Incorporated on [date]



Companies Acts 1985 & 1989:
company limited by guarantee and not having a share capital

Memorandum of Association of Off The Record (Bristol)

Name 1 The name of the Company is Off The Record (Bristol) ('the Charity')

Location 2 The registered office of the Charity is to be in England and Wales

Objects 3 The objects of the Charity are:

for young people in the City of Bristol and surrounding areas,

to relieve and prevent suffering, whether caused by mental or physical ill health or by social or economic circumstances,

by establishing, maintaining and developing a counselling, advice and information service,

through

drop-in, helpline, arranged counselling, outreach, referral to other agencies, information databases, and any other suitable medium.

Continued on next page



ORIGIN

*The Companies Act 1985 and 1989:
company limited by guarantee and not having a share capital*

Company No:
Charity No:

**MEMORANDUM AND
ARTICLES OF ASSOCIATION
OF**

Off The Record (Bristol)

Memorandum of Association of Off The Record (Bristol),

Continued

- Powers** 4 The Charity has the following powers, which may be exercised only in promoting the Objects:
- Information** 4.1 To promote or carry out research
4.2 To provide advice
4.3 To publish or distribute information
- Other bodies** 4.4 To co-operate with other bodies
4.5 To support, administer or set up other charities
- Income** 4.6 To raise funds (but not by means of taxable trading)
4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- Property** 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)
- Outgo** 4.10 To make grants or loans of money and to give guarantees
4.11 To set aside funds for special purposes or as reserves against future expenditure
- Investment** 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)
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

Continued on next page



A47
COMPANIES HOUSE
A07
COMPANIES HOUSE

0217
27/01/01
16/01/01

Memorandum of Association of Off The Record (Bristol), Articles of Association of Off The Record (Bristol) continued

Powers, continued

- Insurance
- 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 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
- Contracts
- 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
- General
- 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
-

Benefits

- 5 Benefits to members and trustees
- Property and funds
- 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
-

Continued on next page

Memorandum of Association of Off The Record (Bristol)

Articles of Association of Off The Record (Bristol), Continued

Benefits, continued

- Payment and benefit** 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)
- Contracts** 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 the Trustees are subject to such a contract in any financial year
- Personal interest** 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
- Amendment** 5.5 This clause may not be amended without the prior written consent of the Commission
-

Limited liability 6 The liability of members is limited

Guarantee 7 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

Continued on next page

Memorandum of Association of Off The Record (Bristol),

Continued

Dissolution

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.

Interpretation

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.

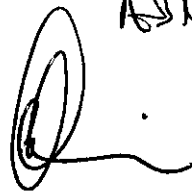
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Memorandum of Association of Off The Record (Bristol),
Continued

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

NAMES & ADDRESSES AND SIGNATURES OF THE SUBSCRIBERS

Alan Morris 33 Ormerod Road, Stoke Bishop,
Bristol BS9 1BA

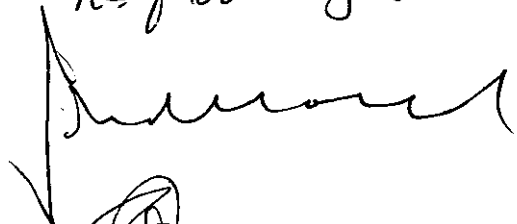
A. Morris


Alan Davis 147, Novers Lane, Knowle,
Bristol, BS4 1QP

Kate Atkinson 14A Molly Close, Temple Cloud,
N. Somerset, BS39 5AE

Kate Atkinson

John Hancock 15 Heath Ridge, Long Ashton,
N. Somerset, BS18 9EW
bc1



Bob Fisher 71 Linden Road, Westbury Park,
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Steve Franks 75 Hill Avenue, Victoria Park,
Bristol BS3 4SX

S. Franks

Herbert Hahn Suite 4, The Old Chapel,
Fairview Drive, Redland,
Bristol BS6 6PW



Sarah MacAlinden 20 Greenbank Road, Easton,
Bristol BS5 6E4

S. MacAlinden

Date: 8.11.00

Witness to the above signatures: *R. Moss*

Robin Moss

*34 Tudor Road
Easton Bristol
BS5 6BW*

Articles of Association of Off The Record (Bristol)

Membership	1	Membership
Number	1.1	The number of members with which the company proposes to be registered is unlimited
Register	1.2	The Charity must maintain a register of members
Joining	1.3	Membership of the Charity is open to any individual or organisation interested in promoting the Objects who 1.3.1 applies to the Charity in the form required by the Trustees 1.3.2 is approved by the Trustees and 1.3.3 signs the Register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative
Classes	1.4	The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions
Termination	1.5	Membership is terminated if the member concerned 1.5.1 gives written notice of resignation to the Charity 1.5.2 dies or (in the case of an organisation) ceases to exist 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 representations which the member concerned puts forward, either written within 14 clear days after receiving notice or verbally at a Trustees' meeting at which the member may be accompanied by a friend)
Transfer	1.6	Membership of the Charity is not transferable

General meetings	2	General meetings
Notice	2.1	General meetings are called on at least clear 21 days written notice specifying the business to be discussed
Attendance	2.2	Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative.
	2.3	There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least ten

Continued on next page

Articles of Association of Off The Record (Bristol), Continued

General meetings, continued

- Conduct
- 2.4 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting
 - 2.5 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
 - 2.6 Except for the chair of the meeting, who has a second or casting vote, every member present in person (or through an authorised representative) has one vote on each issue
 - 2.7 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)
- AGMs
- 2.8 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
 - 2.9 At an AGM the members will:
 - 2.9.1 receive the accounts of the Charity for the previous financial year
 - 2.9.2 receive the Trustees' report on the Charity's activities since the previous AGM
 - 2.9.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation
 - 2.9.4 elect persons to be Trustees to fill the vacancies arising
 - 2.9.5 appoint auditors for the Charity
 - 2.9.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity and
 - 2.9.7 discuss and determine any issues of policy or deal with any other business put before them
- EGMs
- 2.10 Any general meeting which is not an AGM is an EGM
 - 2.11 An EGM may be called at any time by the Trustees and must be called within 21 days on a written request from at least six members
-

Trustees

- 3 The trustees
- Control
- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds
- Numbers and eligibility
- 3.2 The Trustees when complete consist of at least four and not more than fifteen individuals, all of whom must be members.
 - 3.3 All Trustees must be members.
 - 3.4 Not more than three volunteers can be Trustees
-

Continued on next page

Articles of Association of Off The Record (Bristol), Continued

Trustees, continued

- Initial trustees 3.5 The subscribers to the Memorandum are the first Trustees of the Charity.
- Declaration 3.6 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees
- Rotation 3.7 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
- Termination 3.8 A Trustee's term of office automatically terminates if he or she:
3.8.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
3.8.2 is incapable, whether mentally or physically, of managing his or her own affairs
3.8.3 is absent from four consecutive meetings of the Trustees without sending an apology for absence
3.8.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM)
3.8.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
3.8.6 is removed by resolution passed by at least two-thirds of the members present and voting at a general meeting (subject to a minimum of six) after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views
3.8.7 ceases to be a member or
- Co-option 3.9 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
- Technical defect 3.10 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting
-

Proceedings of trustees 4 Proceedings of trustees

- Number of meetings 4.1 The Trustees must hold at least 4 meetings each year
- Attendance 4.2 A quorum at a meeting of the Trustees is four Trustees including one officer.
-

Continued on next page

Articles of Association of Off The Record (Bristol), Continued

Proceedings of Trustees, continued

- Conduct
- 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 Chair or (if the Chair 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 Chair 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
- Calling a meeting
- 4.8 A Trustee may, and the Secretary at the request of a Trustee, shall, call a meeting of Trustees.
-

Powers of trustees

- 5 The Trustees have the following powers in the administration of the Charity:
- Appoint officers
- 5.1 to appoint (and remove) any member (who may be a Trustee but not an employee or a volunteer) to act as Secretary to the Charity in accordance with the Act
 - 5.2 to appoint a Chair, Treasurer and other honorary officers from among the Trustees who are not employees or volunteers
- Committees
- 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)
- Rules and procedures
- 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
- Powers of the Charity
- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting
-

Continued on next page

Articles of Association of Off The Record (Bristol), continued

Records and accounts	6	Records and accounts
Accounts and returns	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
Proceedings	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
Availability	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
Notices	7	Notices
How	7.1	Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any newsletter distributed by the Charity
Where	7.2	The only address at which a member is entitled to receive notices is the address shown in the register of members
When received	7.3	Any notice given in accordance with these Articles is to be treated for all purposes as having been received 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address 7.3.2 two clear days after being sent by first class post to that address 7.3.3 three clear days after being sent by second class or overseas post to that address 7.3.4 on the date of publication of a newspaper containing the notice 7.3.5 on being handed to the member personally or, if earlier, 7.3.6 as soon as the member acknowledges actual receipt

Continued on next page

Articles of Association of Off The Record (Bristol), Continued

Notices, continued

Technical defect 7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

Dissolution 8 The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

Interpretation 9 In the Memorandum in and in these Articles:

9.1

'beneficiaries'	means	young people
'The Act'	means	the Companies Act 1985
'AGM'	means	an Annual General Meeting of the Charity
'area of benefit'	means	the City of Bristol and surrounding areas
'these Articles'	means	these articles of association
'Chair'	means	the chair 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


9.2 Expressions defined in the Act have the same meaning


9.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

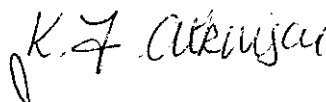
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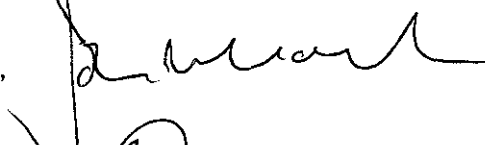
Articles of Association of Off The Record (Bristol), Continued


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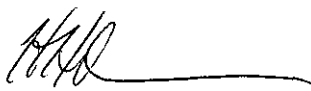
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Herbert Hahn Suite 4, The Old Chapel,
Fairview Drive, Redland, 
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Sarah MacAlinden 20 Greenbank Road, Easton,
Bristol BS5 6E4 

Date: 8.11.00

Witness to the above signatures: 

ROBIN MOSS

1/34 Tudor Rd
Easton
Bristol BS5 6BU