

THE COMPANIES ACTS 1948 to 1981

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

41a

Please do not write in this binding margin

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

1697726

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

*Insert full name of Company

Name of Company

THE SOFA PROJECT

I, SUSAN CATHERINE DENNIS
of 18 SANDER ROAD HOTWELL BRISTOL

†Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

do solemnly and sincerely declare that I am A DIRECTOR NAMED IN THE STATEMENT
DELIVERED UNDER SECTION 21 OF THE COMPANIES ACT 1976
of THE SOFA PROJECT

and that all the requirements of the Companies Acts 1948 to 1980 in respect of the registration of the said company and of matters precedent and incidental thereto 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

Shannon House
Bristol

Signature of Declarant

Susan C Dennis

the 11th day of JanuaryOne thousand nine hundred and eighty three

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):

(D) 5826
EXTOL STATISTICAL SERVICES LTD.
37/45 PAUL STREET
LONDON EC2A 4PB
TEL. 01-251 0344

For official use

New companies section

Post room

Cat. No. CF. 41A

British Company Registration Agents Limited

Lewis, Coates & Lucas, Limited

37-45 Paul Street, London EC2A 4PB - Tel: 01-251 0344



THE COMPANIES ACTS 1948 TO 1981

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

Please do not write in this binding margin

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

Note

This declaration should accompany the application for the registration of the company.

* Insert full name of company

† Please indicate whether you are a Solicitor of the Supreme Court (or, in Scotland a Solicitor) engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

Pursuant to section 25 (4)(a) of the Companies Act 1981

For official use

Company number

1697726

Name of Company

THE SOFA PROJECT

I, SUSAN CATHERINE DENNISof 18 SANDFORD ROAD HORWELL BRISTOLbeing a A DIRECTOR NAMED IN THE STATEMENT DELIVERED UNDER SECTION 21 OF THE COMPANIES ACT 1976 †of THE SOFA PROJECT *

do solemnly and sincerely declare that the company is a company to which section 25 of the Companies Act 1981 applies.

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

Shannon Court

Signature of Declarant

the 11th day of JanuaryOne thousand nine hundred and eighty threebefore me Shirley

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

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

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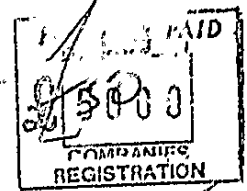
THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE SOFA PROJECT.



16977203

1. The name of the Company is "THE SOFA PROJECT".
2. The registered office of the Company will be situate in England.
3. The Objects for which the Company is established are -

The relief of poverty by renovating and supplying furniture to persons who are in conditions of need, hardship and distress.

In furtherance of the above Objects but not otherwise:-

- (i) To borrow or raise money in such manner as the Company may think fit for carrying out its Objects, provided that no form of permanent trading shall be undertaken.

- (ii) To collect items of unwanted furniture donated by individual members of the public and by other organisations to the SOFA Project.

- (iii) To store such furniture at suitable designated premises.

- (iv) Renovate, repair and refurnish items requiring improvement before use.

- (v) ~~AT MODEST CHARGE~~
To make available such furniture to necessitous persons within the Administrative District known as the City of Bristol and to deliver such furniture within that designated area, ~~at modest charge~~.

- (vi) To involve Volunteers as part of the Project's workforce in the day to day work of the SOFA Project.

- (vii) To do all such lawful things as are necessary to the attainment of the foregoing objects or any of them.

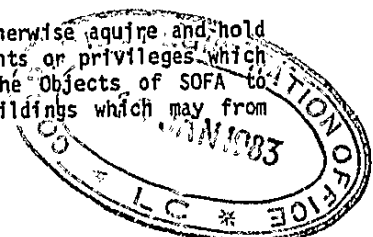
4. Acquisition and Disposal of Land and any other Assets belonging to or accruing to the SOFA Project.

- (i) To appoint any trustees or agents to hold, administer and manage on behalf of the SOFA Project all or any part of the property and assets of SOFA on such terms as to remuneration or otherwise as may be determined from time to time.

- (ii) To purchase, take on lease, or in exchange, hire or otherwise acquire and hold any real or personal property or equipment and any rights or privileges which may be necessary or convenient in connection with the Objects of SOFA to construct, erect, alter, improve and maintain any buildings which may from time to time be deemed necessary for such purposes.

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- (iii) To sell, grant leases or tenancies or franchises or mortgages disposed of or in any way turn to account all or any property or assets of the Company as may be expedient for the promotion of its main Object as aforesaid and to do so for or without any consideration and subject to such terms and conditions as may be thought expedient.
- (iv) To borrow, raise and secure the payment of money by mortgage or other instruments, charging all or any of the property and assets of the Company (both present and future) and to issue any securities which the Company has power to issue by way of security and indemnity to any person whom the Company has agreed or is bound or willing to indemnify or in satisfaction of or as security for any liability undertaken by it in furtherance of its main Object aforesaid.
- (v) To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (vi) For the furtherance of the Objects of the Company to enter into any arrangements with any Government or Authority, supreme, municipal, local or otherwise and to obtain from any such Government or Authority any rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
- (vii) To procure the Company to be recognised or registered in any part of the European Economic Community, the British Commonwealth or in any other foreign country or place.
- (viii) To employ officers or any other staff for the purposes aforesaid or any of them at such remuneration or on such other terms and conditions as the Management Committee of the Company may determine and to provide and supply all such provisions and necessities as may be required for the purposes aforesaid or any of them.
- (ix) To do all such other lawful things as are necessary to the attainment of the foregoing Objects or any of them.

PROVIDED THAT:

- 1. (i) In case the Company shall take or hold any property which may be the 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 charitable trusts.
- 1. (ii) 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 which, if an Object, SOFA would make it a Trade Union.
- 1. (iii) 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 the approval or consent as may be required by law, and as regards any such property the managers or trustees of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable 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 managers or trustees 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, the Charity Commissioners over such managers or trustees, but they shall be subject jointly or separately to such control or authority as if the Company were not incorporated.

1. (iv) SOFA shall not engage in any activity which has not as its Objects of the furtherance of the charitable Object of SOFA.

5. THE INCOME AND PROPERTY of the Company, whencesoever derived, 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 the Members of the Company.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any Member of the Company in return for services actually rendered to the Company, nor prevent the payment of interest at a rate per annum not exceeding two per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or three per cent, whichever is the greater on money lent, or reasonable and proper rent for premises demised or let by any member of the Company nor prevent the payment of interest at a rate not exceeding ten per cent per annum on money borrowed from any Member of the Company; but so that no Member of the Management Committee or governing body of the Company shall be appointed to any salaried office of the Company, or any office of the Company paid by fees, and that no remuneration or other benefit in money or monies worth shall be given by the Company to any Member of such Management Committee or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

Provided that the provision last aforesaid shall not apply to any payments to any Company of which a Member of the Management Committee or governing body may be a Member and in which such Member shall not hold more than one hundredth part of the Capital, and such Member shall not be bound to account for any share of the profits he may receive in respect of such payment.

6. The liability of the Members is limited.
7. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases 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 (£1.00).
8. If, upon the winding up on dissolution of the Company there remains, after 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 having objects similar to the Objects of the Company and which shall prohibit the distribution of its or their income and property among its or their Members 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 if, and so far as effect cannot be given to the aforesaid provisions, then to some other charitable object.
9. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place and the property, credits and liabilities of the Company and, subject to any reasonable restrictions as to the time and manner of inspecting the same, the same that may be imposed in accordance with the regulations of the Company for the time being in force, shall be open to the inspection of the Members. Once in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.
10. The objects of the Company are exclusively charitable.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers.

✓ Susan Catherine Dennis 18 Sandford Rd Horwells Bristol Legol CREATIVE ~~SECRET~~
 ✓ Anne Preston 27, Bowden Road, St. George Bristol Attached ~~SECRET~~
 ✓ CHRISTOPHER MASON TROTTER, 114A MRM, MRM ROAD SOCIAL ~~SECRET~~
 ✓ Rita Hooper 418 Down House Beaufort Bls. ~~SECRET~~
 ✓ Michael Adams PATTMAN 4 BLANSCORSE RD COMMUNITY SERVICE OFFICER ~~SECRET~~
 (PROBATION OFFICER) BRISTOL BS9 1SN
 ✓ ROY ERIC PRIDE 29 CLARENDON ROAD, BRISTOL BS6 7EX ~~SECRET~~
 ✓ MARGARET CONN, 24 NOTTINGHAM RD, BRISTOL BS7 9DH-ADMINISTRATOR NIA, V. W. UNEMPLOYED ADMINISTRATOR
 ✓ RICHARD ARTHUR HATTON, 92, SEFTON PARK RD. ST. ANDREWS, BRISTOL BS7 9AL
 TRANSPORT MANAGER
 - ~~SECRET~~

DATED the 9.12.82

WITNESS to the above Signatures:-

[Signature]

26 Victoria Road,
 Ham Lane, Bristol
 Legal Executive

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE SOFA PROJECT.

1697726/4

PRELIMINARY

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column if not inconsistent with the subject or context.

WORDS.

MEANING

The Act	The Companies Act, 1948, as amended by the Companies Acts, 1967 to 1981.
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Company	The above-named Company.
The Association	The above-named Company.
The Council of Management (Management Committee, Board of Management, Executive Council)	The Council of Management, (Management Committee, Board of Management, Executive Council) for the time being of the Association/Company.

WORDS.

MEANING

Office	The Registered Office of the Company.
Seal	The Common Seal of the Company.
Month	Calendar Month.
In writing	Written, printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.
((Co-Ordinators, Manager)	The Officer of the Management Committee appointed as its full time Secretary and designated The Director (Co-ordinator, Manager).
Member	Voting Member - includes all voluntary and charitable non-profit making Corporate organisations.

GENERAL

Words importing the singular number only shall include the plural number and vice-versa.

Words importing the masculine gender only shall include the feminine gender: and

Words importing persons shall include corporations

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. For the purpose of registration the number of members of the Company is taken to be unlimited.

MEMBERSHIP

3. The subscribers to the Memorandum of Association and such other persons as the Management Committee shall admit to membership shall be members of the Company.

4. The provisions of Section 110 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.

5. Every application for membership shall be in writing signed by the applicant in such form as the Management Committee may from time to time determine.

6. Notice of Membership shall be sent to every candidate admitted thereto at the address mentioned in his application for Membership.

7. The rights of the individual member shall be personal, shall not be transferable and shall cease on death.

8. The Management Committee shall have the power to determine the amount of annual subscription payable by Members and until otherwise determined the following subscriptions shall be payable in perpetuity.

A Member shall cease to be a member:-

(a) Immediately upon his giving notice to the Management Committee that he desires to cease to be a Member.

PATRONS

9. The Management Committee may appoint any person who has conferred a signal benefit on the Company and such appointment shall be for life.

10. A Patron shall be entitled to such privileges as the Management Committee shall from time to time direct but so that no funds of SOFA shall be applied for the benefit of any Patron.

11. Any Patron may resign by giving notice in writing sent by post or delivered to the Secretary and thereupon shall cease to be a Patron.

GENERAL MEETINGS

12. The Company shall in 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 the notices calling: and not more than fifteen months shall elapse between the date of one Annual General Meeting and the next Provided that if the Company holds its first Annual General Meeting within 18 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 Management Committee shall appoint.

13. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. The Management Committee may, when they think fit, convene an Extraordinary General Meeting.

14. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to have been served and of the day for which it is given, and shall specify the place, the day and hour of the meeting and in the case of special business, the general nature of that business, and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meetings to such persons as are under the regulations of the Company entitled to receive such notices from the Company. Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in the regulation be deemed to have been duly called if it is so agreed :-

- (a) In the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat: and
- (b) In the case of any other meeting, by 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 95 per cent of the total voting rights at the meeting of all the members.

15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Management Committee and Auditors, and the appointment of, and the fixing of remuneration of, the Auditors.

17. No business shall be transacted at a General Meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise Provided, five members present in person shall be a quorum.

18. If within half an hour from time appointed for General Meeting of the Company, convened by the Management Committee, a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such time and place as the Management Committee shall determine.

19. The Chairman of the Company shall preside at every General Meeting of the Company, or if there shall be no Chairman of the Company for the time being or if he shall not be present within fifteen minutes of the time appointed for the holding of the meeting or is unwilling to act, the members of the Management Committee present shall elect one of their number to be Chairman at the meeting.

20. The Chairman 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 the business left unfinished at the meeting room which the adjournment took place, When a meeting is adjourned for thirty days or more, notice of the adjournment shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

21. At a 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 on the declaration of the result of the show of hands) demanded:-

- (a) by the Chairman; or

- (b) by at least three members of the Company present

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.

22. Except as Provided in Article 24, if a Poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman 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.

24. A poll demanded on a question of an adjournment shall be taken forthwith, A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

25. Subject to the provisions of the Companies Act 1948, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company, duly convened and held.

VOTES OF MEMBERS

26. Every Member shall have one vote. Any Corporation which is a member of the Company may by resolution of its directors or other governing body instruct its accredited representative to exercise the same powers on behalf of the Corporation which he represents as that Corporation could exercise if it were an individual member of the Company.

THE MANAGEMENT COMMITTEE

27. The Management Committee shall consist of not less than seven or more than fifteen members. Only members and representatives of Corporate Members of the Company shall be eligible for election to the Management Committee.

28. The first members of the Management Committee shall be the subscribers to the Memorandum of Association, namely one nominated representative of the National Association of Voluntary Hostels, the Avon Probation Service and Service 9 Voluntary Work Centre and other persons as they may appoint. It shall not, however, consist of more than fifteen in all.

29. The holders of the offices of Chairman, Vice-Chairman, Treasurer and Secretary shall be elected by the Management Committee from its own members annually. The Secretary shall be appointed by the members of the Management Committee.

30. The office of a member of the Management Committee shall be vacated :-

- (a) if he resigns by writing under his hand left at the registered office of the Company;
- (b) if he becomes of unsound mind;
- (c) if he is removed by Special Resolution passed at a General Meeting of the Company;
- (d) if one or more of the provisions of Article 56 applies to such member

31. The Management Committee shall have power at any time, and from time to time, to appoint any person to be a member of the Management Committee, either to fill a casual vacancy or as an addition to the existing members, but so that the total number of members of the Management Committee shall not exceed the number fixed by these Articles. Any member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members who are to retire by rotation at such meeting.

32. The elected members of the Management Committee shall receive no remuneration for so acting.

33. The Management Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue other securities, whether outright or as security for any debt, liability or obligation of the Company.

34. The Management Committee shall have absolute control over all the affairs and property of the Company provided that they shall not purport to exercise powers which by the Companies Act 1948, or by these Articles, are required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the said Act of these Articles and to such regulations, being not inconsistent with the foregoing provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid if that regulation had not been made.

35. Subject to Article, 34, the Management Committee shall prescribe, alter or cancel rules for the registration of the Company or of the activities of the Company provided that any rules so prescribed shall be consistent with the objects for which the Company is established.

36. Subject to the foregoing provisions the Management Committee shall appoint and employ all the officers and servants of the Company. This duty may be delegated to a Director or Co-ordinator, Manager to act on their behalf.

37. The Management Committee shall cause minutes to be made in books provided for the purpose :-

- (a) of all appointments of officers made by the Management Committee
- (b) of the names of the Members of the Management Committee present at each meeting of the Management Committee and of any committee of the Management Committee
- (c) of all resolutions and proceedings at all meetings of the Management Committee and of Committees of the Management Committee

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

38. The Management Committee may meet together for the despatch of business, adjourn or 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, the Chairman shall have a second or casting vote. A member of the Management Committee or the Secretary may at any time summon a meeting of the Management Committee. It shall not be necessary to give notice of a meeting of the Management Committee to any member thereof for the time being absent from the United Kingdom.

39. The quorum necessary for the transaction of the business of the Management Committee shall not be less than five members of the Management Committee for the time being and one third of members when the number of members of the Management Committee is twelve or more.

40. The continuing members of the Management Committee may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by Article 27 as the minimum number, the continuing members of the membership may act for the purpose of increasing the number of members to that number but for no other purpose.

41. The Chairman shall take the chair at meetings of the Management Committee. If the Chairman is not present within five minutes of the time appointed for a meeting, the members of the Management Committee may choose one of their number to be Chairman of the meeting.

42. The Management Committee may delegate any of their powers to committees consisting of such members of their body as they think fit; any committee so formed may co-opt additional members provided that members of the Management Committee shall be in a majority on any such committee; the committee shall in exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.

SEAL

43. The Management Committee shall provide for the safe custody of the seal of the Company, which shall only be used by the authority of the Management Committee or of a committee thereof authorised thereby in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Management Committee and shall be countersigned by two other members of the Management Committee.

ACCOUNTS

44. The Management Committee shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the Company and all matters in respect of which the receipt and expenditure take place;
- (b) all sales and purchases of goods by the Company;
- (c) the assets and liabilities of the Company

proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

45. The books of account shall be kept at the registered office of the Company, or, subject to Section 147 (3) of the Companies Act 1948 at such other place or places as the Management Committee shall think fit, shall always be open to the inspection of the Management Committee and shall be open to inspection of members of the Company at such times and places, and subject to such conditions as may be determined by the Management Committee or by the Company in General Meeting.

46. The Management Committee shall from time to time in accordance with Sections, 148, 150 and 157 of the Companies Act 1948, cause to be prepared and to be laid before the Company in General Meeting such accounts, balance sheets and reports as are referred to in those Sections.

47. 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, shall not less than twenty one days before the date of meeting be sent to every member of the Company; Provided 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.

AUDIT

48. The Auditors shall be appointed and their duties regulated in accordance with Sections 159 and 161 of the Companies Act 1948, and also Section 14 of the Companies Act 1967.

NOTICES

49. A notice must be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. 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.

50 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) the Auditors for the time being of the Company

No other person shall be entitled to receive notice of General Meetings

DISQUALIFICATION AND ROTATION OF MANAGEMENT COMMITTEE MEMBERS

51. At the first Annual General Meeting of the Company all the members of the Management Committee shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.

52. The members of the Management Committee to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

53. A retiring member of the Management Committee shall be eligible for re-election.

54. The Company at the meeting at which a member of the Management Committee retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such a member shall have been put to the meeting and lost.

55. Subject as herein provided, the office of a member of the Management Committee shall be vacated :-

- (a) If a Receiving Order is made against him or he makes any arrangement or composition with his creditors.
- (b) If he be found lunatic or become of unsound mind.
- (c) If he is convicted on indictment of an offence (which conviction shall not be quashed on appeal) and a majority of the other members of the Management Committee pass a resolution to the effect that he shall no longer be deemed to be a member of the Management Committee.

- (d) If he absents himself from the meetings of the Management Committee during a continuance period of six months without special leave of absence from the Management Committee and they pass a resolution that he has by reason of such absence vacated his office
- (e) If he is prohibited from being a member of the Management Committee by an Order made under the Act
- (f) If he undertakes activities which in the unanimous opinion of the remaining members of the Management Committee are contrary to the interest of the Company
- (g) If he ceases to be a member of the Company

CO-ORDINATOR

56. A Co-ordinator may be appointed by the Management Committee for such term, at such remuneration and upon such conditions as the members of the Management Committee may think fit and any Co-ordinator so appointed may only be removed by them. It being noted that the Co-ordinator shall not have any voting power.

57. The members of the Management Committee may entrust to and confer upon the Co-ordinator any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such delegated powers.

INDEMNITY

58. The members of the Management Committee the Auditors and any other officers for the time being of the Company acting in relation to any of the affairs of the Company and every one of them and every one of their representatives, shall be indemnified and secured harmless out of the assets of the Company for and against any liability that all of them, their, or any of their representatives, may incur or sustain by or by reason of any act done, concurred in or committed in or by, about the execution of their duty or supposed duty, in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or deficits of the others or other of them or for joining in any receipts, for the sake of conformity or for any Bankers or other persons with whom any monies or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any monies of or belonging to the Company shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto; but the provisions of this Article shall only have effect insofar as they are not avoided by Section 205 of the Act.

PRESS STATEMENTS

59. No member of the Company shall make any Press Statement or statement by radio, television or cinematograph media purporting to be made or given on behalf of or in the name of the Company unless he shall have previously consulted the Chairman or, in the event of the Chairman being unavailable, two members of the Management Committee.

WINDING UP

60. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers.

✓ Susan Carmichael Bonnie 18 Sanford Rd HSWELLIS BRISTOL Legal Executive ~~ONE SHARE~~
 ✓ Anne Preston 27 Bowden Road St. George Bristol Attached ~~ONE SHARE~~
 ✓ Rita Hooper Clifton Down HSE Beaufort B10S
~~ONE SHARE~~ Clerk Bristol S.
 ✓ CHRISTOPHER MASON TROTTER Hill Farm, Farm Road Social Worker
~~ONE SHARE~~ RUARDGAN WOODSIDE
 ✓ MICHAEL ARAN PARTMAN 4 TRANSCOMBE RD
 (PROBATION OFFICER) ~~ONE SHARE~~ BRISTOL BS9 1SN.
 ✓ ROY ERIC PRIDE 29 CLARENDON ROAD BRISTOL RP6. 7EX.
~~ONE SHARE~~ ADMINISTRATOR NAVY.
 ✓ MARGARET CONN. 24 NOTTINGHAM RD, BRISTOL BS7 9DIT-ONE SHARE
 UNEMPLOYED ADMINISTRATOR
 ✓ RICHARD ARTHUR HATTON, 92, SEFTON PARK RD.
 ST. ANDREWS BRISTOL
 BS7 9AL-
 TRANSPORT MANAGER
~~ONE SHARE~~

DATED the 9.12.82

WITNESS to the above Signatures:-

J. J. L. Her.
 26 Victoria Road,
 Hanham, Bristol
 Legal Executive

THE COMPANIES ACTS 1948 TO 1976

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

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering* delete if
inappropriate

Company number

1697726

5

Name of Company

THE SOFA PROJECT

The intended situation of the registered office of the company
on incorporation is as stated below

FURNITURE STORE

AT REAR OF METHODIST CHURCH HALL

RED CROSS STREET

BERISTAL 2

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

EXTEL STATISTICAL SERVICES LTD.
37/45 PAUL STREET
LONDON EC2A 4PBIf the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresentor's name, address and
reference (if any):CD 5826
EXTEL STATISTICAL SERVICES LTD.
37/45 PAUL STREET
LONDON EC2A 4PB
TEL 01-251 0344For official use
General section

Post room



The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin



Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the note on page 4 before completing this part of the form

Name (note 2)	SUSAN CATHERINE DENNIS	Business occupation	LEGAL EXECUTIVE
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	18 SANDFORD ROAD HOTWELLS BRISTOL	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	
Susan C Dennis		9.12.82	

Name (note 2)	ANNE PRESTON	Business occupation	ARTICLES CLERK
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	27 BOWDEN ROAD ST. GEORGE BRISTOL	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	
A Preston		9.12.82	

Name (note 2)	Rita Hopper	Business occupation	Community Service Officer
Former name(s) (note 3)		Nationality	British
Address (note 4)	Clifton Down House Beacon Hill, Clifton Bnd. 8	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date	
R. Hopper		9/12/82	

Please do not
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binding margin



Important

The particulars
to be given are
those referred to
in section
21(2)(b) of the
Companies Act
1976 and section
200(3) of the
Companies Act
1948. Please
read the notes
on page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

* as required by
section 21(3) of
the Companies
Act 1976

Signed by or on behalf of the subscribers of the memorandum*

† delete as
appropriate

Signature

[Subscriber] [Agent]† Date

11-1-83

Signature

[Subscriber] [Agent]† Date

THE COMPANIES ACTS 1948 TO 1976

Form No. 1

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

Pursuant to Sections 21 and 23(2) of the Companies Act 1976

1

Please do not write in this binding margin

Company number

1697726

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

Name of Company

THE SOFA PROJECT

Limited*

*delete if inappropriate

The intended situation of the registered office of the company on incorporation is as stated below

FURNITURE STORE

AT REAR OF METHODIST CHURCH HALL

REDCROSS STREET

BETON 2

If the memorandum is delivered by an agent for the subscribers of the memorandum, please mark 'X' in the box opposite and insert the agent's name and address below

X

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37/45 PAUL STREET
LONDON EC2A 4PB

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Presentor's reference (if any) :

CD5826

EXTEL STATISTICAL SERVICES LTD.
37/45 PAUL STREET
LONDON EC2A 4PB
TEL. 01-251 0344

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do
write in the
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Name (note 2)	RICHARD ARTHUR HATTON	Business occupation	TRANSPORT MANAGER
Former name(s) (note 3)		Nationality	BRITISH
Address (note 4)	92, SEFTON PARK RD., ST. ANDREWS, BRISTOL BS7 9AL	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 14/12/82.	

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Name (note 2)	RITA CAROLYN HOOPER	Business occupation	COMMUNITY SERVICE OFFICER
Former name(s) (note 3)	HOOPER	Nationality	BRITISH
Address (note 4)	Clifton Down Hse Beasant Bids Clifton Bristol BS8 4TH	Date of birth (where applicable) (note 6)	1-7-46
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 20/12/82	

Name (note 2)	MARGARET CONN	Business occupation	EMPLOYED ADMINISTRATOR
Former name(s) (note 3)	NEE JOHN	Nationality	BRITISH
Address (note 4)	24 NOTTINGHAM ROAD BRISTOL BS7 9DH	Date of birth (where applicable) (note 6)	
Particulars of other directorships (note 5)			
I hereby consent to act as director of the company named on page 1			
Signature		Date 9/12/82	

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The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:


Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

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Signed by or on behalf of the subscribers of the memorandum*

Signature ..  [Subscriber] [Agent]† Date 11-1-83

Signature _____ [Subscriber] [Agent]† Date _____

1

THE COMPANIES ACTS 1948 TO 1976

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

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering* delete if
inappropriate

Company number

1697726/5

Name of Company

THE SOFA PROJECT

The intended situation of the registered office of the company
on incorporation is as stated below

FURNITURE STORE

AT REAR OF METHODIST CHURCH HALL

RED CROSS STREET

BRISTOL 2

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

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37/45 PAUL STREET

LONDON EC2A 4PB

If the spaces provided on page 2 are insufficient and use has been made
of continuation sheets (see note 1), please enter in the box opposite
the number of continuation sheets which form part of this statementPresenter's name, address and
reference (if any):

CH5826

EXTEL STATISTICAL SERVICES LTD.
37/45 PAUL STREET
LONDON EC2A 4PB
TEL. 01-251 0344For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

Name (note 2)	Business occupation
CHRISTOPHER MASON TROTTER	SOCIAL WORKER
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
HILL FARM FARM ROAD RUABOON WOODSIDE, GLOS	4.10.49
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature Christopher M. Trotter	Date 9.12.82

Name (note 2)	Business occupation
MICHAEL ALAN PARTMAN	PROBATION OFFICER
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
47 BURNHAMPTON RD BURNHAMPTON B39 1SN	9.2.40
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature [Signature]	Date 9/12/82

Name (note 2)	Business occupation
ROY ERIC PRIDE	ADMINISTRATOR MANVIL
Former name(s) (note 3)	Nationality
	BRITISH
Address (note 4)	Date of birth (where applicable) (note 6)
29 CLARENDON ROAD BENTON, R66 7EX	31.8.20
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature Roy Pride	Date 9.12.82

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(b) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:


Name (notes 2 & 7)	MARGARET CONN
Former name(s) (note 3)	NEE JOHN
Address (notes 4 & 7)	24 NOTTINGHAM RD, BRISTOL, BS7 9DH .
I hereby consent to act as secretary of the company named on page 1	
Signature	M. Conn
Date	9/12/82.

Name (notes 2 & 7)	
Former name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

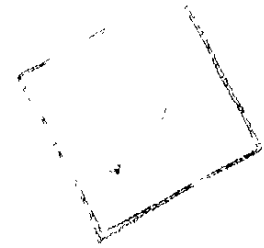
* as required by section 21(3) of the Companies Act 1976

† delete as appropriate

Signed by or on behalf of the subscribers of the memorandum*

Signature		[Subscriber] [Agent]†	Date	11-1-83
Signature		[Subscriber] [Agent]†	Date	

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1697726

I hereby certify that

THE SOFA PROJECT

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the 8TH FEBRUARY 1983

A handwritten signature in cursive script, appearing to read 'P. Walker'.

P. WALKER

Assistant Registrar of Companies