

1830241



The Companies Act 1985 to 1989

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

MEMORANDUM OF ASSOCIATION

(Amended by Special resolution dated 18th September 2003)

of

**THE BRANDON CENTRE FOR COUNSELLING AND
PSYCHOTHERAPY FOR YOUNG PEOPLE**

1. The name of the Company (hereinafter called "the Association") is "The Brandon Centre for Counselling and Psychotherapy for Young People"
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are:
 - (1) The advancement of education, the furtherance of health and the relief of poverty, distress and sickness of young persons (being persons under the age of 25 in the United Kingdom.
 - (2) The relief and prevention of suffering caused by mental or physical ill-health or by social and economic circumstances among young people by establishing, maintaining and developing a counselling service for the giving of individual or group counselling, and practical advice.
 - (3) The prevention and mitigation of suffering caused by unwanted pregnancy by educating young persons in matters of sex and contraception and developing among them a sense of responsibility in regard to sexual behaviour.

4. The Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
- (A) To offer counselling, advice and information to parents, guardians and families of young people.
 - (B) To promote research into problems of adolescence and to publish results.
 - (C) To facilitate the collection, study and exchange of information about matters appertaining to problems of youth.
 - (D) To collect and disseminate information on all matters affecting the objects of the Association and establish, print, publish, issue and circulate such papers, journals, magazines, books, periodicals and publications and make such recordings, broadcasts or films as shall be necessary to attain the said purposes or are in any way beneficial to the work of the Association.
 - (E) To organise or contribute to exhibitions, meetings, lectures, seminars and classes.
 - (F) To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise, including where appropriate fees.
 - (G) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
 - (H) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
 - (I) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.

- (J) Subject to such consents as may be required by law to borrow or raise money on such terms and on such security as may be thought fit.
- (K) To invest the moneys of the Association not immediately required for its purposes in on upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (L) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (M) (1) To provide indemnity insurance to cover the liability of the members of the Council of Management:
 - (a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Association;
 - (b) to make contributions to the assets of the Association in accordance with section 214 of the Insolvency Act 1986.
- (2) Any such insurance in the case of (1) (a) shall not extend to:
 - (a) any liability resulting from conduct which the members of the Council of Management knew, or must be assumed to have known, was not in the best interests of the Association, or which the members of the Council of Management did not care whether it was in the best interests of the Association or not;
 - (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the members of the Council of Management;
 - (c) any liability to pay a fine
- (3) Any insurance in the case of (1) (b) shall not extend to any liability to make such a contribution where the basis of the member of the Council of

Management's liability is his knowledge prior to the insolvent liquidation of the Association (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Association would avoid going into insolvent liquidation.

- (N) To do all such other things as are incidental to the attainment or furtherance of the said objects of any of them.

Provided that: -

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations or workers and organisations of employers.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners of England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association 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 Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control of authority exercisable by the Chancery Division of the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

5. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:-

- (A) if reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association provided that no such members, officer, or servant shall be a member of the Company's governing Body;
- (B) of interest at a rate not exceeding 6 percent. per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Association or of its council of Management or Governing Body;
- (C) to any member of its Council of Management or Governing Body of out-of-pocket expenses;
- (D) of any premium in respect of any indemnity insurance to cover the liability of the members of the Council of Management which, by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association: Provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the members of the Council of Management knew, or must be assumed to have known, was not in the best interests of the Association, or which the members of the Committee of Management did not care whether it was in the best interests of the Association or not: and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal proceedings for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the members of the Council of Management.

6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of 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 £1.00.
8. If upon the winding up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, 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 Association under or by virtue of Clause 5 of this Memorandum of Association, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision then to some charitable object as shall be determined by the Charity Commission.

**THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL**

ARTICLES OF ASSOCIATION
(amended by Special Resolution dated 18th September 2003)

OF

**THE BRANDON CENTRE FOR COUNSELLING AND
PSYCHOTHERAPY FOR YOUNG PEOPLE**

GENERAL

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

The Act	The Companies Act 1985
The Statutes	The Companies Acts 1985 to 1989, and every other Act for the time being in force concerning joint stock companies and affecting the Company.
These Presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Company.
The Council	The Council of Management for the time being of the Association.

The Office The registered office of the Association.

The Seal The common seal of the Association.

The United Kingdom Great Britain and Northern Ireland.

Month Calendar Month.

In writing Written, printed or lithographed, or partly one and partly another, and other modes or representing or reproducing words in a visible form.

And 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 Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is six, but the Council may from time to time register an increase of members.
3. The provision of Section 352 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Association is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the memorandum of Association and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

GENERAL MEETINGS

6. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and' that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
7. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
8. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 132 of the Act.
9. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Statutes entitled to receive such notices from the Association; but with the consent of all the members

having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDING AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two members personally present shall be a quorum.
13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time or place as the Council may determine.
14. The Chairman (if any) of the Council shall preside as Chairman at every General meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall elect some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall elect some member of the Association who shall be present to preside.

15. 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
16. At any General meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by at least two members present, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. A poll demanded on the election of a Chairman, or on a question of 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.
19. In the case of an equality of votes at a meeting, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote,

20. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
21. Subject to the provisions of the Statutes 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 (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

VOTES OF MEMBERS

22. Every member shall have one vote.
23. No member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the association in respect of his membership, shall be entitled to vote on any question at any General Meeting.

COUNCIL OF MANAGEMENT

24. Unless otherwise determined by a General Meeting, the number of the members of the Council shall be not less than six and not more than fourteen.
25. The first members of the Council shall be the subscribers to the Memorandum of Association. No member shall be disqualified by reasons of age from membership of the council, notwithstanding any provision of the Act to the contrary.
26. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

27. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL

28. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental. to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Statutes or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
29. The members of the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

30. The Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or

deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

31. The seal of the Association shall not be affixed to any instrument by the authority of a resolution of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

32. The office of a member of the Council 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 becomes of unsound mind.
 - (C) If he ceases to be a member of the Association.
 - (D) If by notice in writing to the Association he resigns his office.
 - (E) If he ceases to hold office by virtue of any provision in the Statutes or is disqualified from acting by virtue of section 72 of the Charities Act 1993 or any statutory modification or re-enactment thereof
 - (F) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act.

ROTATION OF MEMBERS OF THE COUNCIL

33. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members

of the Council for the time being, or if their number is not multiple of three then the number nearest to one-third, shall retire from office.

34. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of the equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
35. The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, 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 member shall have been put to the meeting and lost.
36. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
37. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

38. In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

39. The council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
40. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting. The Council shall meet not less than six times in every year.
41. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be the Chairman of the meeting.
42. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

43. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. All actions and decisions of any such committee shall be reported to the next meeting of the Council after such action or decision.
44. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
45. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
46. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

47. The Council shall cause accounting records to be kept in accordance with the requirements of the Statutes.

48. The accounting records shall be kept at the office, or, subject to the provisions of the Statutes, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Association.
49. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
50. At the Annual General Meeting in every year the Council shall in accordance with the provisions of the Statutes lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of sections 240 and 246 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241 of the Companies Act 1967.

AUDIT

51. In accordance with the provisions of the Statutes once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
52. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes, the members of the Council being treated as the Directors mentioned in those provisions. Subject as aforesaid such Auditor may be a member of the Council.

NOTICES

53. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
54. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
55. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.