



COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

COMPANY REGISTRATION NUMBER: 02681075

MEMORANDUM OF ASSOCIATION OF THE HARBOUR (FORMERLY RED ADMIRAL PROJECT BRISTOL)

1. The name of the association (hereinafter called "the Company" is THE HARBOUR (formerly RED ADMIRAL PROJECT (BRISTOL))
2. The registered office of the Company will be situated in England.
3. a) The object for which the Company is registered is to alleviate the suffering and promote the mental health and wellbeing of individuals affected by illness, death, dying, or bereavement through provision of counselling, therapy, and support.

b) In furtherance of the said objects. but not further or otherwise, the Company shall have the following powers.
 - i. to provide counsel, support, training and education for people affected by the said diseases or conditions and those responsible or related to or concerned with then or otherwise affected thereby and to provide counselling and information to promote health and mental well being;
 - ii. to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes;
 - iii. to hold exhibitions, meetings, lectures, classes, seminars, either alone or with others;
 - iv. to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research;
 - v. to co-operate and enter into arrangement with any authorities, national, local or otherwise;
 - vi. to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire any hold any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any real or personal estate;
 - vii. to issue appeals, hold public meetings anal take other such steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
 - viii. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
 - ix. to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit provided that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;
 - x. to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
 - xi. to invest the moneys of the Company not immediately required for its objects in or to such investments, securities or property as may be thought fit, subject nevertheless to such condition (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
 - xii. to make any charitable donation either in cash or asses for the :furtherance of the objects of the Company;
 - xiii. to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;

- xiv. to employ and pay any person or persons to supervise, organize, carry on the work of and advise the Company;
- xv. to insure and arrange insurance cover and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit.
- xvi. Subject to the provisions of clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company of their dependents;
- xvii. to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;
- xviii. to pay out of the funds of the Company the cost, charges and expenses of and incidental to the formation and registration of the Company;
- xix. to establish where necessary local branches (whether autonomous or not)
- xx. to do all such lawful things as shall further the above objects or any of them

Provided that: -

- a) In case the Company shall take or hold property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - b) the objects of the Company shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers;
 - c) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Management Committee 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 Management Committee have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Management Committee but they shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.
4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Management Committee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit or money's worth from the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:

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

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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 one pound.

7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other Charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Company and subject to any reasonable restrictions that may be imposed in accordance with regulations of the Company for the time being in force shall be open to inspection of the members. Once at least in every year, the accounts of the Company shall be subject of an Accountant's Report and the correctness of the balance sheet ascertained by a Reporting Accountant.

Amended on 11th March 2008 at an Extraordinary General Meeting of the Trustees.

Amendment to section 8 - reference to 'audit' was replaced by 'Accountant's Report' and 'properly qualified auditor' was replaced by 'Reporting Accountant'.

Amended by Special Resolution on 10th April 2025 by the Trustees.

Amendment to section 3a- change to the object for which the Company is registered. to relieve those suffering from or affected by the diseases or condition known as or apparently related to HIV or AIDS and those affected by other terminal illnesses' was replaced with 'to alleviate the suffering and promote the mental health and wellbeing of individuals affected by illness, death, dying, or bereavement through the provision of counselling, therapy, and support.'