

As amended 23/11/06

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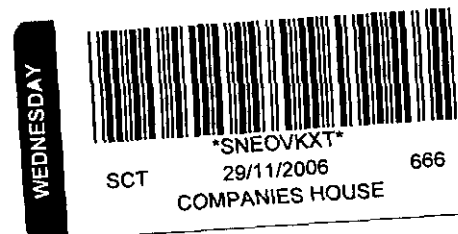
THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

Memorandum of Association

of

SCOTTISH BORDERS COMMUNITY DEVELOPMENT COMPANY

- 1 The company's name is "SCOTTISH BORDERS COMMUNITY DEVELOPMENT COMPANY"
- 2 The company's registered office is to be situated in the Scottish Borders
- 3 Scottish Borders Community Development Company's objects are
 - (a) To promote any charitable purposes for the benefit of the inhabitants of the area covered by the Scottish Borders Council and in particular the advancement of education, and furtherance of health and relief of poverty, distress and sickness
 - (b) To promote and organise co-operation in the achievement of the above purposes by bringing together representatives of statutory authorities and voluntary organisations within the Scottish Borders engaged in the furtherance of the above purposes
 - (c) To do all other things as will properly attain the above purposes.
- 4 In pursuance of those aims (but not otherwise), Scottish Borders Community Development Company shall have the following powers
 - a Act as a focal point for consultation and action on issues of common concern and as a channel of communication with statutory bodies on issues of relevance to the voluntary and community sectors throughout Scottish Borders Council area
 - b To carry on any other activities which further any of the above objects
 - c To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of Scottish Borders Community Development Company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of Scottish Borders Community Development Company, all such functions as may be associated with a holding company
 - d To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for Scottish Borders Community Development Company activities



[illegible]

- e To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for Scottish Borders Community Development Company activities
- f To improve, manage, develop, or otherwise deal with all or any part of the property and rights of Scottish Borders Community Development Company
- g To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of Scottish Borders Community Development Company
- h To lend money and give credit (with or without security) and to grant guarantees and issue indemnities
- i To borrow money, and to give security in support of any such borrowings by Scottish Borders Community Development Company, in support of any obligations undertaken by Scottish Borders Community Development Company or in support of any guarantee issued by Scottish Borders Community Development Company
- j To employ such staff as are considered appropriate for the proper conduct of Scottish Borders Community Development Company activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex members of staff and their dependants.
- k To engage such consultants and advisers as are considered appropriate from time to time
- l To effect insurance of all kinds (which may include officers' liability insurance)
- m To invest any funds which are not immediately required for Scottish Borders Community Development Company activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments)
- n To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering Scottish Borders Community Development Company objects
- o To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within Scottish Borders Community Development Company objects
- p To take such steps as may be deemed appropriate for the purpose of raising funds for Scottish Borders Community Development Company activities
- q To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them)

1. The first part of the paper discusses the importance of the study of the history of the United States. It is argued that a knowledge of the past is essential for a full understanding of the present and for the development of a sound policy for the future.

2. The second part of the paper discusses the role of the government in the development of the United States. It is argued that the government has played a crucial role in the development of the country, and that its actions have been guided by a set of principles that have been developed over time.

3. The third part of the paper discusses the role of the individual in the development of the United States. It is argued that the individual has played a crucial role in the development of the country, and that his actions have been guided by a set of principles that have been developed over time.

4. The fourth part of the paper discusses the role of the future in the development of the United States. It is argued that the future is a time of great opportunity, and that it is essential for us to prepare ourselves for the challenges that will come.

5. The fifth part of the paper discusses the role of the present in the development of the United States. It is argued that the present is a time of great opportunity, and that it is essential for us to prepare ourselves for the challenges that will come.

6. The sixth part of the paper discusses the role of the past in the development of the United States. It is argued that the past is a time of great opportunity, and that it is essential for us to prepare ourselves for the challenges that will come.

7. The seventh part of the paper discusses the role of the future in the development of the United States. It is argued that the future is a time of great opportunity, and that it is essential for us to prepare ourselves for the challenges that will come.

8. The eighth part of the paper discusses the role of the present in the development of the United States. It is argued that the present is a time of great opportunity, and that it is essential for us to prepare ourselves for the challenges that will come.

9. The ninth part of the paper discusses the role of the past in the development of the United States. It is argued that the past is a time of great opportunity, and that it is essential for us to prepare ourselves for the challenges that will come.

10. The tenth part of the paper discusses the role of the future in the development of the United States. It is argued that the future is a time of great opportunity, and that it is essential for us to prepare ourselves for the challenges that will come.

- r To oppose, or object to, any application or proceedings which may prejudice Scottish Borders Community Development Company interests
- s To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of Scottish Borders Community Development Company, and to enter into any arrangement for co-operation or mutual assistance with any charitable body
- t To do anything which may be incidental or conducive to the furtherance of any of Scottish Borders Community Development Company objects

And it is declared that

- (i) in this clause, "property" means any property, heritable or moveable, wherever situated
- (ii) in this clause, and throughout this Memorandum of Association, the word "charitable" shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, and the Charities and Trustee Investment (Scotland) Act 2005 including any statutory amendment or re enactment for the time being in force

- 5
 - (a) The income and property of Scottish Borders Community Development Company shall be applied solely towards promoting Scottish Borders Community Development Company objects (as set out in clause 3)
 - (b) No part of the income or property of Scottish Borders Community Development Company shall be paid or transferred (directly or indirectly) to the members of Scottish Borders Community Development Company, whether by way of dividend, bonus or otherwise
 - (c) No Director of Scottish Borders Community Development Company shall be appointed as a paid employee or hold any office under Scottish Borders Community Development Company for which a salary or fee is payable This article shall not apply to the payment of a modest honorarium to the Treasurer
 - (d) No benefit (whether in money or in kind) shall be given by Scottish Borders Community Development Company to any Director except (i) repayment of out of pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to Scottish Borders Community Development Company
- 6 The liability of the members is limited

- 7 Every Scottish Borders Community Development Company member undertakes to contribute such amount as may be required (not exceeding £1) to Scottish Borders Community Development Company's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of Scottish Borders Community Development Company's debts and liabilities contracted before he/she 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 amongst themselves
- 8 (a) If on the winding up of Scottish Borders Community Development Company any property remains after satisfaction of all debts and liabilities, such property shall not be paid to or distributed amongst members, other than members that are recognised or registered charities, but shall be transferred to such charitable body or bodies (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of Scottish Borders Community Development Company
- (b) The body or bodies to which property is transferred under paragraph (a) shall be determined by the members of Scottish Borders Community Development Company at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time.
- (c) To the extent that effect cannot be given to the provisions of paragraphs (a) and (b) of this clause 8, the relevant property shall be applied to some other charitable object or objects
- 9 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by Scottish Borders Community Development Company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of Scottish Borders Community Development Company, such accounting records shall be open to inspection at all times by any Director of Scottish Borders Community Development