

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM of ASSOCIATION

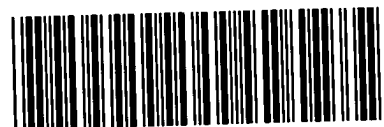
of

Kingsway Community Connections

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

	Name of each subscriber	Signature of each subscriber

FRIDAY



SB9S9NKP

SCT

05/08/2022

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COMPANIES HOUSE

MODEL ARTICLES OF ASSOCIATION
THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

ARTICLES of ASSOCIATION
of
Kingsway Community Connections

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health and wellbeing, by developing and delivering services, activities and events through strong and active partnerships with statutory and voluntary agencies in pursuit of equal opportunity, personal growth and a stable, secure and vibrant community.”

5. The company's objects are restricted to those set out in article 4 (but subject to article 6).
6. The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

7. In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers: -
 - a) To work with other organisations in the development and delivery of an annual programme of services, activities and events to further the objects.
 - 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 the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the 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 the company's activities.
 - e) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
 - f) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.

Constitution of company

1. The model articles of association as prescribed in schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

Defined terms

2. In these articles of association, unless the context requires otherwise: -
 - a) "Act" means the Companies Act 2006;
 - b) "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
 - c) "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - d) "electronic form" has the meaning given in section 1168 of the Act;
 - e) "OSCR" means the Office of the Scottish Charity Regulator;
 - f) "property" means any property, heritable or moveable, real or personal, wherever situated; and
 - g) "subsidiary" has the meaning given in section 1159 of the Act.
3. Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

4. The company's objects are:

"to enable the residents of Kingsway Court and surrounding area, who experience disadvantage, inequity and poor health, to proactively participate in the delivery of the changes necessary to improve their

- s) To enter into any arrangement with any organisation, government or authority which, may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity.
- t) To do anything that may be incidental or conducive to the furtherance of any of the company's objects.

Restrictions on use of the company's assets

- 8. The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clauses 4 and 8a, b, c below).
 - a) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
 - b) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
 - c) No benefit (whether in money or in kind) shall be given by the 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 the company.

Liability of members

- 9. Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
 - a) payment of the company's debts and liabilities contracted before he/she ceases to be a member;
 - b) payment of the costs, charges and expenses of winding up; and
 - c) adjustment of the rights of the contributories among themselves.

- g) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the 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 the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- j) To employ such staff as are considered appropriate for the proper conduct of the company's 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 the company's 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 the company's objects.
- o) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- p) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- q) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- r) To oppose, or object to, any application or proceedings which may prejudice the company's interests.

17. The Directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

18. Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.

Expulsion from membership

19. Any person may be expelled from membership by special resolution (see article 33), providing the following procedures have been observed:
- a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
 - b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

20. Membership shall cease on death.
21. A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

22. The Directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
23. Not more than 15 months shall elapse between one annual general meeting and the next.
24. The business of each annual general meeting shall include: -

General structure

10. The structure of the company consists of: -

- a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as Directors and take decisions in relation to changes to the articles themselves
- b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the Directors are responsible for monitoring the financial position of the company.

Qualifications for membership

- 11. The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 14 and 15.
- 12. Membership shall be open to: any individual over 16 years of age residing in Kingsway Court high rise flats and surrounding area or is supportive of the objects of the company.
- 13. Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

Application for membership

- 14. Any person who wishes to become a member must indicate this on the Companies registration form.
- 15. The Directors may, at their discretion, refuse to admit any person to membership.

Membership subscription

- 16. No membership subscription shall be payable.

Register of members

- b) in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
- c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

- 32. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 28 to 32; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 33. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
 - a) to alter its name
 - b) to alter any provision of these articles or adopt new articles of association.
- 34. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 28 to 32.

Procedure at general meetings

- 35. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 1/3 of the company's Directors plus 15 individuals entitled to vote (each being a member or a proxy for a member).

- a) a report by the chair on the activities of the company
- b) consideration of the annual accounts of the company
- c) the election/re-election of Directors, as referred to in articles 54 to 59.

25. The Directors may convene an extraordinary general meeting at any time.

26. The Directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

27. At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting.

28. The reference to "clear days" in article 28 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

29. A notice calling a meeting shall specify the time and place of the meeting; it shall

- a) indicate the general nature of the business to be dealt with at the meeting and
- b) if a special resolution (see article 33) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

30. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.

31. Notice of every general meeting shall be given

- a) in hard copy form

43. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.
44. A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
45. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
46. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
47. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Category of Directors

48. "Director" means a director (drawn from the membership of the company) appointed under articles 54 to 59.
49. "Co-opted Director" means a (non-member) director appointed or re-appointed by Directors under articles 60 to 62.

Number of Directors

50. The maximum number of Directors shall be 12 (twelve).
51. The maximum number of co-opted Directors shall be 3 (three)

36. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
37. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the Directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
38. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
39. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
40. Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the Directors require), signed by him/her; or
 - b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the Directors require)
 - c) providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
41. An instrument of proxy which does not conform with the provisions of article 41, or which is not lodged or sent in accordance with such provisions, shall be invalid.
42. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

58. The members may (subject to article 51) at any annual general meeting re-elect any Director who retires from office at the meeting under article 56 or 57 (providing he/she is willing to act); if any such Director is not re-appointed, he/she shall retain office until the meeting appoints someone in his/her place or, if it does not do so, until the end of the meeting.

Appointment, vacating of office, re-appointment: Co-opted Directors

59. Subject to article 52, the Directors may at any time appoint any individual (other than an employee of the company) to be a director (a "Co-opted Director") providing he/she is willing so to act, either on the basis that he/she has special skills or experience which would be of assistance to the board or on the basis that he/she has been nominated by an organisation with which the company has close contact in the course of its activities.
60. At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office.
61. Immediately following each annual general meeting, the Directors may (subject to article 52) re-appoint any person who, as a Co-opted Director, vacated office under the preceding article at the conclusion of the annual general meeting; the Directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

Termination of office

62. A director shall automatically vacate office if: -
- a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
 - b) he/she becomes debarred under any statutory provision from being a charity trustee
 - c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - d) he/she ceases to be a member of the company
 - e) he/she becomes an employee of the company

Eligibility

52. A person shall not be eligible for election/appointment as a director unless he/she is a member of the company.

Election, retiral, re-election: Directors

53. At each annual general meeting, the members may (subject to article 51) elect any member (providing he/she is willing to act) to be a director. Any member who wishes to be considered for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the Directors require), confirming that he/she is willing to be appointed; the notice must be signed by him/her and must be lodged with the company at least seven days before the date of the annual general meeting.
54. The Directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to article 51), either to fill a vacancy or as an additional director.
55. At the first annual general meeting, one third (to the nearest round number) of the Directors shall retire from office, but shall be eligible for re-election; the Directors to retire under the preceding provisions of this article shall be chosen by some random method.
56. At each subsequent annual general meeting (other than the first),
- a) Any Director who was appointed under article 51 during the period since the preceding annual general meeting shall retire from office; and
 - b) Out of the remaining Directors, one third (to the nearest round number) shall retire from office.
57. The Directors to retire under paragraph (b) of article 57 shall be those who have been longest in office since they were last appointed or re-appointed; as between Directors who were last appointed or re-appointed on the same date, the question of which of them are to retire shall be determined by some random method.