FILE COPY

CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **558645**

The Registrar of Companies for Scotland hereby certifies that

THE INDEPENDENT FUNDRAISING STANDARDS & ADJUDICATION PANEL FOR SCOTLAND

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Scotland

Given at Companies House on **24th February 2017**

NSC558645O

Companies House

REGISTRAR OF COMPANIES FOR SCOTLAND

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

In accordance with Section 9 of the Companies Act 2006.

IN01 10799316 40

Application to register a company

Companies House

A fee is payable with this form.
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form to register a private or public company.

COMPANIES HOUSE
17 FEB 2017
EDINBURGH FRONT DESK

✗ **What this form is NOT for**
You cannot use this form to register a limited liability partnership. To do this, please use form LL IN01. Do not use this form if any individual person with significant control is a [illegible] or has applied for protectio[illegible] having their details disclose[illegible] public register. Contact end companieshouse.gov.uk to [illegible] separate form.

For further information, please refer to our guidance at www.gov.uk/companieshouse

FRIDAY

S60GHSAB
SCT 17/02/2017 #47
COMPANIES HOUSE

Part 1 Company details

A1 Company name

Check if a company name is available by using our name availability search:
www.companieshouse.gov.uk/info

Please show the proposed company name below.

Proposed company name in full ❶: The Independent Fundraising Standards & Adjudication Panel for Scotland

For official use: SC558645

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

❶ **Duplicate names**
Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance at: www.gov.uk/companieshouse

A2 Company name restrictions ❷

Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.

❷ **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in our guidance at: www.gov.uk/companieshouse

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ❸

Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', Cyfyngedig' or permitted alternative.

☐ I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

❸ **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements or private companies that are charities are eligible to apply for this. For more details, please go to our website: www.gov.uk/companieshouse

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A4 Company type ❶

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked):

- ☐ Public limited by shares
- ☐ Private limited by shares
- ☑ Private limited by guarantee
- ☐ Private unlimited with share capital
- ☐ Private unlimited without share capital

❶ Company type
If you are unsure of your company's type, please go to our website: www.gov.uk/companieshouse

A5 Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. ❷

Classification code 1	9	4	1	1	0
Classification code 2					
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below:

Principal activity description

❷ Principal business activity
You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section.

A full list of the trade classification codes is available on our website: www.gov.uk/companieshouse

A6 Situation of registered office ❸

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☐ England and Wales
- ☐ Wales
- ☑ Scotland
- ☐ Northern Ireland

❸ Registered office
Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

A7 Registered office address ❶

Please give the registered office address of your company.

Building name/number	Mansfield Traquair Centre, 15
Street	Mansfield Place
Post town	Edinburgh
County/Region	
Postcode	E H 3 6 B B

❶ **Registered office address**
You must ensure that the address shown in this section is consistent with the situation indicated in section A6.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

A8 Articles of association ❷

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only **one** box.

- ☐ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only **one** box.

- ☐ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Public company

Option 3

☑ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

❷ For details of which company type can adopt which model articles, please go to our website: www.gov.uk/companieshouse

A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.

A9 Restricted company articles ❸

Please tick the box below if the company's articles are restricted.

☐

❸ **Restricted company articles**
Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.gov.uk/companieshouse

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary

B1 Secretary appointments ❶

Please use this section to list all the secretary appointments taken on formation. **For a corporate secretary, complete Sections C1-C4.**

Title*	
Full forename(s)	
Surname	
Former name(s) ❷	

❶ Corporate appointments
For corporate secretary appointments, please complete section C1-C4 instead of section B.

Additional appointments
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

B2 Secretary's service address ❸

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❸ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

Corporate secretary

C1 Corporate secretary appointments ❶

Please use this section to list all the corporate secretary appointments taken on formation.

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Additional appointments**
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.

Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

C2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3 only**
→ **No** Complete **Section C4 only**

C3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ❸

Registration number

❷ **EEA**
A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

C4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

Registration number

❹ **Non-EEA**
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E4.**

Title*	Ms
Full forename(s)	Valerie Muriel
Surname	Surgenor
Former name(s) ❷	
Country/State of residence ❸	United Kingdom
Nationality	British
Month/year of birth ❹	X X m1 m1 y1 y9 y6 y4
Business occupation (if any) ❺	Solicitor

❶ Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

❹ Month and year of birth
Please provide month and year only.

❺ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ❻

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

❻ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

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Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E4.**

Title*	Ms
Full forename(s)	Sheila Anne
Surname	Logan
Former name(s) ❷	
Country/State of residence ❸	United Kingdom
Nationality	British
Month/year of birth ❹	X X m0 m7 y1 y9 y5 y8
Business occupation (if any) ❺	Orthoptic Secretary

❶ Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

❹ Month and year of birth
Please provide month and year only.

❺ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2 Director's service address ❻

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

❻ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

Corporate director

E1 Corporate director appointments ❶

Please use this section to list all the corporate directors taken on formation.

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ Additional appointments
If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.

Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section E3 only**
→ **No** Complete **Section E4 only**

E3 EEA companies ❷

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/ firm is registered ❸

Registration number

❷ EEA
A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse

❸ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ❹

If applicable, the registration number

❹ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

Part 3 Statement of capital

Does your company have share capital?

→ **Yes** Complete the sections below.

→ **No** Go to **Part 4 (Statement of guarantee).**

F1 Statement of capital

Complete the table(s) below to show the share capital.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation pages
Please use a continuation page if necessary.

Currency Complete a separate table for each currency	**Class of shares** E.g. Ordinary/Preference etc.	**Number of shares**	**Aggregate nominal value** (£, €, $, etc) Number of shares issued multiplied by nominal value	**Total aggregate amount to be unpaid, if any** (£, €, $, etc) Including both the nominal value and any share premium
Currency table A				
	Totals			
Currency table B				
	Totals			
Currency table C				
	Totals			

	Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
Totals (including continuation pages)			

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + $10 etc.

F2 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section F1**.

Class of share	
Prescribed particulars ❶	

❶ Prescribed particulars of rights attached to shares

The particulars are:

a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages
Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

Class of share	
Prescribed particulars ❶	

❶ Prescribed particulars of rights attached to shares

The particulars are:

a. particulars of any voting rights, including rights that arise only in certain circumstances;
b. particulars of any rights, as respects dividends, to participate in a distribution;
c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

F3 Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings
Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below.

→ **No** Go to **Part 5** People with significant control (PSC).

G1 Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

❶ Name
Please use capital letters.

❷ Address
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed
Any valid currency is permitted.

❹ Class of members
Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages
Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) ❶	Valerie Muriel
Surname ❶	Surgenor
Address ❷	Mansfield Traquair Centre, 15 Mansfield Place
	Edinburgh
Postcode	E H 3 6 B B
Amount guaranteed ❸	£1.00
Class of member (if applicable) ❹	

Subscriber's details

Forename(s) ❶	Sheila Anne
Surname ❶	Logan
Address ❷	Mansfield Traquair Centre, 15 Mansfield Place
	Edinburgh
Postcode	E H 3 6 B B
Amount guaranteed ❸	£1.00
Class of member (if applicable) ❹	

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Subscriber's details	
Forename(s) ❶	Alison Janet
Surname ❶	Elliot
Address ❷	Mansfield Traquair Centre, 15 Mansfield Place
	Edinburgh
Postcode	E H 3 6 B B
Amount guaranteed ❸	£1.00
Class of member (if applicable) ❹	

Subscriber's details	
Forename(s) ❶	Catherine Margaret
Surname ❶	Bell
Address ❷	Mansfield Traquair Centre, 15 Mansfield Place
	Edinburgh
Postcode	E H 3 6 B B
Amount guaranteed ❸	£1.00
Class of member (if applicable) ❹	

Subscriber's details	
Forename(s) ❶	Michelle
Surname ❶	Armstrong
Address ❷	Mansfield Traquair Centre, 15 Mansfield Place
	Edinburgh
Postcode	E H 3 6 B B
Amount guaranteed ❸	£1.00
Class of member (if applicable) ❹	

Subscriber's details	
Forename(s) ❶	Paul
Surname ❶	Drury
Address ❷	Mansfield Traquair Centre, 15 Mansfield Place
	Edinburgh
Postcode	E H 3 6 B B
Amount guaranteed ❸	£1.00
Class of member (if applicable) ❹	

❶ Name
Please use capital letters.

❷ Address
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed
Any valid currency is permitted.

❹ Class of members
Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages
Please use a 'Subscribers' continuation page if necessary.

Part 5 People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us enquiries@companieshouse.gov.uk

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register.**

H1 Statement of initial significant control [1]

☐ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company.

[1] **Statement of initial significant control**
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2 Statement of no PSC

(Please tick the statement below if appropriate)

☑ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

Individual PSC

H3 Individual's details

Use **sections H3-H9** as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title*	
Full forename(s)	
Surname	
Country/State of residence ❶	
Nationality	
Month/year of birth ❷	X X m m y y y y

❶ **Country/State of residence**
This is in respect of the usual residential address as stated in section H6.

❷ **Month and year of birth**
Please provide month and year only.

H4 Individual's service address ❶

Please complete the individual's service address below. You must also complete the individual's usual residential address in **Section H6**.

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Service address**
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

H7 Nature of control for an individual ❶

Please indicate how the individual is a person with significant control over the company

❶ Tick each that apply.

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

H8 Nature of control by a firm over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

❶ Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

H9

Nature of control by a trust over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply.

Individual PSC

H3 Individual's details

Use **sections H3-H9** as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title*	
Full forename(s)	
Surname	
Country/State of residence ❶	
Nationality	
Month/year of birth ❷	X X m m y y y y

❶ **Country/State of residence**
This is in respect of the usual residential address as stated in section H6.

❷ **Month and year of birth**
Please provide month and year only.

H4 Individual's service address ❶

Please complete the individual's service address below. You must also complete the individual's usual residential address in **Section H6**.

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Service address**
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

H7 Nature of control for an individual ❶

Please indicate how the individual is a person with significant control over the company

❶ Tick each that apply.

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

H8 Nature of control by a firm over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

❶ Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

H9

Nature of control by a trust over which the individual has significant control ❶

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply.

Relevant legal entity (RLE)

I1 RLE details ❶

Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

❶ **Registered or principal office address**
This is the address that will appear on the public record.

I2 Legal form and governing law

Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.

Legal form	
Governing law	
If applicable, register in which RLE is entered ❶	
Country/State ❶	
Registration number ❶	

❶ **Registration number**
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

13 Nature of control for the RLE ❶

Please indicate how the RLE has significant control over the company

❶ Tick each that apply.

Ownership of shares
The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights
The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14 Nature of control by a firm over which the RLE has significant control ❶

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

❶ Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

15 Nature of control by a trust over which the RLE has significant control ❶

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply.

Other registrable person (ORP)

J1 ORP details

An 'other registrable person' is:

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

J2 Principal office address ❶

Building name/number

Street

Post town

County/Region

Postcode

Country

❶ **Principal office address**
This is the address that will appear on the public record.

J3 Legal form and governing law

Legal form

Governing law

J4 Nature of control ❶

Please show how the ORP has significant control over the company

❶ Tick each that apply.

Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company.

J5 Nature of control by a firm over which the ORP has significant control ❶

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

❶ Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

J6

Nature of control by a trust over which the ORP has significant control ❶

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

❶ Tick each that apply.

Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1 Election to keep secretaries' register information on the public register ❶

☐ All subscribers elect to keep secretaries' register information on the public register

❶ only applies if the proposed company will have a secretary.

K2 Election to keep directors' register information on the public register

IMPORTANT:
If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record❷

☐ All subscribers elect to keep directors' register information on the public register

❷ If the subscribers don't make this election, only the month and year of birth will be available on the public record.

K3 Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will **not** be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register.

K4 Election to keep members' register information on the public register

IMPORTANT:
If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ The company will be a single member company (Tick if applicable).

K5 Election to keep PSC register information on the public register

IMPORTANT:
If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record❸

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person ❹ within the notice period before making the election.

❸ If the subscribers don't make this election, only the month and year of birth will be available on the public record.

❹ **Eligible person**
An eligible person is a person whose details would have to be entered in the company's PSC register

Part 7 Consent to act

L1 Consent statement

Please tick the box to confirm consent.

☑ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity.

Part 8 Statement about individual PSC particulars

M1 Particulars of an individual PSC [1]

Please tick the box to confirm.

☐ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.

[1] Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

Part 9 Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

→ **No** Go to **Section N1** (Statement of compliance delivered by the subscribers).

→ **Yes** Go to **Section N2** (Statement of compliance delivered by an agent).

N1 Statement of compliance delivered by the subscribers [2]

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

Subscriber's signature	Signature X Cory Bell X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

[2] **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Continuation pages
Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.

N2 Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.
Agent's signature	Signature X X

IN01
Application to register a company

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name: Mrs Kerry Henderson
Company name: MacRoberts LLP

Address: 30 Semple Street

Post town: Edinburgh
County/Region:
Postcode: E H 3 8 B L
Country:
DX:
Telephone: 0131 248 2121

Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☑ At the registered office address (Given in Section A7).
- ☐ At the agents address (Given in Section N2).

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☑ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent.
- ☑ You have used the correct appointment sections.
- ☑ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☑ The document has been signed, where indicated.
- ☑ All relevant attachments have been included.
- ☑ You have enclosed the Memorandum of Association.
- ☑ You have enclosed the correct fee.

Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.

How to pay

A fee is payable on this form.
Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.gov.uk/companieshouse

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Section 243 or 790ZF exemption
If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.

Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

IN01 - continuation page

Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E4.**

Title*	Dr
Full forename(s)	Alison Janet
Surname	Elliot
Former name(s) ❷	
Country/State of residence ❸	United Kingdom
Nationality	British
Month/year of birth ❹	X X m1 m1 y1 y9 y4 y8
Business occupation (if any) ❺	

❶ **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4.

❹ **Month and year of birth**
Please provide month and year only.

❺ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ❻

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

❻ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page

Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E4.**

Title*	Mrs
Full forename(s)	Annemarie
Surname	Devlin
Former name(s) ❷	
Country/State of residence ❸	Scotland
Nationality	British
Month/year of birth ❹	X X m0 m9 y1 y9 y6 y7
Business occupation (if any) ❺	Head of Fundraising

❶ **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4.

❹ **Month and year of birth**
Please provide month and year only.

❺ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ❻

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

❻ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page

Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E4.**

Title*	Mr
Full forename(s)	Paul
Surname	Drury
Former name(s) ❷	
Country/State of residence ❸	United Kingdom
Nationality	British
Month/year of birth ❹	X X m0 m4 y1 y9 y6 y7
Business occupation (if any) ❺	Director

❶ Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

❹ Month and year of birth
Please provide month and year only.

❺ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ❻

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

❻ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page

Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E4.**

Title*	Mrs
Full forename(s)	Michelle
Surname	Armstrong
Former name(s) ❷	
Country/State of residence ❸	Scotland
Nationality	British
Month/year of birth ❹	X X m1 m2 y1 y9 y7 y7
Business occupation (if any) ❺	Fundraising Manager

❶ Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

❷ Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

❹ Month and year of birth
Please provide month and year only.

❺ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ❻

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

❻ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E4.**

Title*	Ms
Full forename(s)	Catherine Margaret
Surname	Bell
Former name(s) ❷	
Country/State of residence ❸	United Kingdom
Nationality	British
Month/year of birth ❹	X X m0 m5 y1 y9 y5 y9
Business occupation (if any) ❺	Director of Development and Alumni

❶ **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4.

❹ **Month and year of birth**
Please provide month and year only.

❺ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ❻

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

❻ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page
Application to register a company

Director

D1 Director appointments ❶

Please use this section to list all the director appointments taken on formation. **For a corporate director, complete Sections E1-E4.**

Title*	Lady
Full forename(s)	Juliana Mary
Surname	Butler
Former name(s) ❷	
Country/State of residence ❸	Scotland
Nationality	British
Month/year of birth ❹	X X m1 m2 y1 y9 y6 y0
Business occupation (if any) ❺	NON EXEC DIRECTOR.

❶ **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

❷ **Former name(s)**
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

❸ **Country/State of residence**
This is in respect of your usual residential address as stated in section D4.

❹ **Month and year of birth**
Please provide month and year only.

❺ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ❻

Please complete the service address below. You must also fill in the director's usual residential address in **Section D4.**

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

❻ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page

Application to register a company

G1

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

Subscriber's details	
Forename(s) ❶	Annemarie
Surname ❶	Devlin
Address ❷	Mansfield Traquair Centre, 15 Mansfield Place Edinburgh
Postcode	EH3 6BB
Amount guaranteed ❸	£1.00
Class of member (if applicable) ❹	

Subscriber's details	
Forename(s) ❶	Juliana Mary
Surname ❶	Butler
Address ❷	Mansfield Traquair Centre, 15 Mansfield Place Edinburgh
Postcode	EH3 6BB
Amount guaranteed ❸	£1.00
Class of member (if applicable) ❹	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

❶ **Name**
Please use capital letters.

❷ **Address**
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ **Amount guaranteed**
Any valid currency is permitted.

❹ **Class of members**
Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

In accordance with Section 9 of the Companies Act 2006.

IN01 - continuation page
Application to register a company

N1 **Statement of compliance delivered by the subscribers** [1]

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

[1] **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature X
Subscriber's signature	Signature X Annemarie Devlin
Subscriber's signature	Signature X S. A. Hogan
Subscriber's signature	Signature X
Subscriber's signature	Signature X
Subscriber's signature	Signature X
Subscriber's signature	Signature X
Subscriber's signature	Signature X
Subscriber's signature	Signature X
Subscriber's signature	Signature X

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

THE INDEPENDENT FUNDRAISING STANDARDS & ADJUDICATION PANEL FOR SCOTLAND

MACROBERTS LLP

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE INDEPENDENT FUNDRAISING STANDARDS & ADJUDICATION PANEL FOR SCOTLAND

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	*Authentication by each subscriber*
Alison Janet Elliot	.....
Annemarie Devlin	.....
Catherine Margaret Bell	.....
Juliana Mary Butler	.....
Michelle Armstrong	.....
Paul Drury	.....
Sheila Anne Logan	.....
Valerie Muriel Surgenor	.....

Dated the 13th day of FEBRUARY 2017.

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

THE INDEPENDENT FUNDRAISING STANDARDS & ADJUDICATION PANEL FOR SCOTLAND

MACROBERTS LLP

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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE INDEPENDENT FUNDRAISING STANDARDS & ADJUDICATION PANEL FOR SCOTLAND (the "Company")

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1. EXCLUSION OF MODEL ARTICLES

None of the regulations contained in the Companies (Model Articles) Regulations 2008 apply to the Company and these articles alone are the articles of association of the Company.

2. INTERPRETATION

2.1 In these articles, unless the context requires otherwise:

"**Act**" means the Companies Act 2006;

"**Articles**" means these articles of association;

"**Chairperson**" has the meaning given in article 15.2;

"**Chairperson of the Meeting**" has the meaning given in article 32.3;

"**Director**" means a director of the Company and includes any person occupying the position of director, by whatever name called;

"**Eligible Director**" means a Director who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting;

"**Member**" means a member of the Company from time to time;

"**Objects**" means the objects of the Company set out in article 5.1;

"**Panel**" has the meaning given in article 9.1;

"**Proxy Notice**" has the meaning given in article 37.1;

"**Relevant Director**" has the meaning in article 40.4; and

"**Relevant Loss**" has the meaning in article 40.4.

2.2 References in the Articles to a document includes, unless otherwise specified, any document sent or supplied in electronic form.

2.3 References in the Articles to "writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

2.4 Unless the context otherwise requires:

2.4.1 words importing the singular include the plural and vice versa;

2.4.2 words importing any gender include all other genders; and
2.4.3 words importing natural persons include corporations.

2.5 Words or expressions contained in the Articles which are defined in the Act have the same meaning as in the Act in force on the date of adoption of the Articles including the following words which are defined in the following sections of the Act:

Word(s)/Expression	**Section of the Act**
electronic form	section 1168
hard copy form	section 1168
ordinary resolution	section 282
special resolution	section 283
working day	section 1173
connected	sections 252 to 256

2.6 A reference to an article by number is to the relevant article of the Articles.

2.7 Headings used in the Articles shall not affect their construction or interpretation.

2.8 References to any statute or section of a statute shall include reference to any statutory amendment, extension, modification or re-enactment of such statute or section of a statute.

3. LIABILITY OF MEMBERS AND WINDING UP

3.1 The liability of each Member is limited to £1.00, being the amount which each Member must contribute to the assets of the Company if it is wound up while he/she is a Member or within one year after he/she ceases to be a Member, for:

3.1.1 payment of the debts and liabilities of the Company contracted before he/she ceased to be a Member;

3.1.2 payment of the costs, charges and expenses of winding up; and

3.1.3 the adjustment of the rights of the contributories among themselves.

3.2 If upon a 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 institution or institutions having objects similar to the Objects of the Company, failing which to a charitable institution, which shall prohibit the distribution of its or their income or property among its or their members to an extent as least as great as is imposed on the Company by article 6.1, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution.

3.3 The Members must, prior to the dissolution of the Company, determine the identity of the body or institution referred to in article 3.2.

4. DIRECTORS' GENERAL AUTHORITY

The Directors are responsible for the management of the Company's business, for which purpose they may exercise all powers in furtherance of the Company's Objects referred to in article 5.1.

5. COMPANY'S OBJECTS

5.1 The objects and purposes for which the Company is established are:

5.1.1 to promote and oversee charity fundraising standards in Scotland; and

5.1.2 to oversee charity fundraising complaints arising in relation to Scottish registered charities.

5.2 The Company may exercise all powers in furtherance of these Objects.

6. APPLICATION OF INCOME AND PROPERTY

6.1 Subject to article 6.2, the income and property of the Company whencesoever derived shall be applied solely towards the promotion of its Objects as set forth in the Articles 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.

6.2 The Company may make payments to Directors of out-of-pocket expenses incurred by them in or about the performance of their duties.

7. POWERS OF DIRECTORS

The Directors may exercise all powers on behalf of the Company in furtherance of its Objects.

8. DIRECTORS MAY DELEGATE

8.1 The Directors may delegate any of the powers which are conferred on them under the Articles:

8.1.1 to such person or committee;

8.1.2 by such means (including by power of attorney);

8.1.3 to such an extent;

8.1.4 in relation to such matters or territories; and

8.1.5 on such terms and conditions,

as they think fit.

8.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

8.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

9. COMMITTEES

9.1 The Directors shall at all times maintain and operate a committee to hear complaints relevant to charity fundraising by Scottish registered charities (the "Panel"). For the avoidance of doubt, the rules governing the operation of the Panel shall be independent of and shall prevail over the Articles (which shall have no bearing on procedures relevant to the operation of the Panel and decision-making by that committee).

9.2 Subject to article 9.1 and 9.3, committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on the provisions of the Articles which govern decision-making by Directors.

9.3 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

10. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

10.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 11.

10.2 All acts done by a meeting of Directors, by a committee of Directors or by any Director shall be valid, notwithstanding the participation in any vote of a Director who:

10.2.1 was not entitled to vote on the matter, whether by reason of conflict of interest or otherwise;

10.2.2 as a result of a defect in the appointment of such Director, was not property appointed;

10.2.3 was disqualified from holding office; or

10.2.4 had been obliged by the Articles to vacate office or had previously retired,

if, without the vote of that Director and that Director being counted in the quorum, the decision has not been made by a majority of the Directors at a quorate meeting.

11. DECISIONS NOT TAKEN AT A MEETING

11.1 A decision of the Directors is taken in accordance with article 11 when all Eligible Directors indicate to each other by any means that they share a common view on a matter.

11.2 Such a decision may take the form of a resolution in writing, where each Director has signed one or more copies of it, or where each Eligible Director has otherwise indicated agreement in writing.

11.3 A decision may not be taken in accordance with article 11 if the Eligible Directors would not have formed a quorum at a Directors' meeting.

12. CALLING A DIRECTORS' MEETING

12.1 The Chairperson may call a Directors' meeting by giving notice of the meeting to the Directors.

12.2 Notice of any Directors' meeting must indicate:

12.2.1 its proposed date and time;

12.2.2 where it is to take place; and

12.2.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

12.3 At least seven days' notice of a Directors' meeting must be given to each Director. Notice of a Directors' meeting must be given to each Director but need not be in writing.

12.4 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting by giving notice to that effect to the Company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, this will not affect the validity of the meeting nor of any business conducted at it.

13. PARTICIPATION IN DIRECTORS' MEETINGS

13.1 Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

13.1.1 the meeting has been called and takes place in accordance with the Articles; and

13.1.2 the Directors can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

13.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

13.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14. QUORUM FOR DIRECTORS' MEETINGS

14.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

14.2 The quorum at any Directors' meeting of the Company shall be four Directors present in person or by proxy or by corporate representative.

14.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to appoint further Directors.

15. CHAIRING OF DIRECTORS' MEETINGS

15.1 The Directors may appoint a Director to chair their meetings.

15.2 The person so appointed for the time being is known as the "Chairperson".

15.3 The Directors may terminate the Chairperson's appointment at any time.

15.4 If the Chairperson is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

16. CASTING VOTE

If the numbers of votes for and against a proposal are equal, the Chairperson or other Director chairing the meeting has a casting vote unless the Chairperson or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

17. CONFLICTS OF INTEREST

17.1 Each of the Directors shall, in exercising his/her functions in his/her capacity as a Director, act in the interests of the Company, and in particular must:

17.1.1 act in good faith in a way that would be most likely to promote the success of the Company to the benefit of the Objects of the Company;

17.1.2 seek, in good faith, to ensure that the Company acts in a manner which is consistent with and furthers its Objects;

17.1.3 act with such care and diligence as is reasonable to expect a person who is managing the affairs of another person; and

17.1.4 ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Act or any other law.

17.2 Where there are circumstances capable of giving rise to a conflict of interest between the Company and any person or entity responsible for the appointment of a Director or between the Company and a Director, the Director must:

17.2.1 declare the conflicting interest;

17.2.2 put the interests of the Company first, before that of the person responsible for the Director's appointment; or

17.2.3 where any other duty prevents the Director from putting the interests of the Company first or the Director is incapable of putting the interests of the Company first:

(a) not participate in any deliberation on the matter and be absent from the meeting during any deliberation on the matter (unless expressly invited to remain in order to provide information);

(b) not be counted in the quorum for that part of the meeting; and

(c) be absent during the vote and have no vote on the matter.

17.3 The Directors may exercise their power under section 175(4)(b) of the Act to authorise a Director's conflict of interest. If a question arises at a meeting of Directors or of a committee of Directors as to the right of:

17.3.1 a Director to participate in the meeting (or part of the meeting) during the deliberations and for voting and quorum purposes, the question must, before the conclusion of the meeting, be referred to the Chairperson whose ruling in relation to any Director (other than the Chairperson) is to be final and conclusive.

17.3.2 the Chairperson to participate in the meeting (or part of the meeting) during the deliberations and for voting or quorum purposes, the question must be decided by a decision of the Directors at that meeting, for which purpose the Chairperson must not be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

18. RECORDS OF DECISIONS TO BE KEPT

The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every majority decision taken by the Directors. Where decisions of the Directors are taken by electronic means, such decisions must be recorded by the Directors in such permanent form as may be read by the naked eye.

19. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

20. NUMBER, APPOINTMENT AND RETIRAL OF DIRECTORS

20.1 Any person who is willing to act as a Director and is permitted by law to do so may be appointed to be a Director by a decision of the Directors or by an ordinary resolution, provided that the Company has, prior to appointing such person, considered the skillset of that person as against the skills required by the Company and the Panel.

20.2 The minimum number of Directors shall be four and the maximum number of Directors shall be ten.

20.3 Subject to article 20.4, once appointed, a Director shall, subject to the Articles, be entitled to serve for a period of three years from the date of their appointment, at which point they shall automatically cease to be a Director in accordance with article 21.7 but may be reappointed for a further and final three year term.

20.4 The first Directors of the Company (being the subscribers to the Memorandum), shall agree amongst themselves a mechanism whereby:

20.4.1 one third of the first Directors of the Company shall retire one year following the date of incorporation of the Company;

20.4.2 another one third of the first Directors of the Company shall retire two years following the date of incorporation of the Company; and

20.4.3 the remaining one third of the first Directors of the Company shall retire three years following date of incorporation of the Company.

20.5 Any Director who retiring pursuant to article 20.4 shall then be entitled to serve up to two further terms in accordance with article 20.3.

21. TERMINATION OF DIRECTOR'S APPOINTMENT

A person ceases to be a Director as soon as:

21.1 that person ceases to be a Member;

21.2 that person ceases to be a Director by virtue of any provision of the Act or is prohibited from being a Director or trustee of a charity by law;

21.3 that person is sequestrated or a bankruptcy order is made against that person, or that person is subject to individual insolvency proceedings in a non-UK jurisdiction which have an effect similar to that of sequestration or bankruptcy;

21.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;

21.5 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;

21.6 notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;

21.7 he/she has served for three years from the date of his or her appointment; or

21.8 that person is removed as a Director of the Company by ordinary resolution at a general meeting in accordance with section 168 of the Act, special notice of this resolution having been given in accordance with section 312 of the Act.

22. DIRECTORS' REMUNERATION

No remuneration (in money or money's worth) shall be payable by the Company to the Directors for acting as such.

23. DIRECTORS' EXPENSES

The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

23.1 meetings of Directors or committees of Directors; or

23.2 general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

24. ACCOUNTS

For each financial year, the Directors shall:

24.1 cause accounting records to be kept and a statement of account to be prepared as required by the Act, each of which shall be preserved for a period of six years from the end of the financial year to which they relate;

24.2 have the accounting records independently examined or audited as required by statute; and

24.3 cause a report on the activities of the Company to be prepared.

25. MEMBERSHIP

25.1 The first Members shall consist of the subscribers to the Memorandum of Association of the Company.

25.2 Membership of the Company shall be limited to those individuals appointed as Directors.

25.3 Membership shall be deemed to commence on the date upon which a person is appointed as a Director.

26. TERMINATION OF MEMBERSHIP

26.1 A Member may withdraw from membership of the Company by resigning in writing as Director and/or Member of the Company.

26.2 Membership shall terminate automatically in the event that a person is removed as a Director.

26.3 Membership is not transferable.

27. THE CHAIRPERSON

27.1 The Directors shall have power to appoint any person to become chairperson of the Company.

27.2 The Chairperson shall hold office for a period of one year but shall be eligible for re-election.

28. ANNUAL GENERAL MEETING

The Company may, but is not required to, hold an Annual General Meeting each calendar year.

29. NOTICE OF GENERAL MEETINGS

The notice of a general meeting of the Company must:

29.1 state the time and date of the meeting;

29.2 state the place of the meeting; and

29.3 state, generally, the matters of the business to be transacted.

30. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

30.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

30.2 A person is able to exercise the right to vote at a general meeting when:

30.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

30.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of the other persons attending the meeting.

30.3 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

30.4 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

31. QUORUM FOR GENERAL MEETINGS

No business other than the appointment of the Chairperson of the Meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. The quorum at any general meeting of the Company shall be four Members present in person or by proxy or by corporate representative.

32. CHAIRING GENERAL MEETINGS

32.1 If the Directors have appointed a Chairperson, the Chairperson shall chair general meetings if present and willing to do so.

32.2 If the Directors have not appointed a Chairperson, or if the Chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the Directors present must appoint a Director to chair the meeting, and the appointment of the Chairperson of the Meeting must be the first business of the meeting.

32.3 A person chairing a meeting in accordance with article 32 is referred to as the "Chairperson of the Meeting".

33. ATTENDANCE AND SPEAKING BY NON-MEMBERS

The Chairperson of the Meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting.

34. ADJOURNMENT

34.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairperson of the Meeting must adjourn it.

34.2 The Chairperson of the Meeting may adjourn a general meeting at which a quorum is present if:

34.2.1 the meeting consents to an adjournment, or

34.2.2 it appears to the Chairperson of the Meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

34.3 The Chairperson of the Meeting must adjourn a general meeting if directed to do so by the meeting.

34.4 When adjourning a general meeting, the Chairperson of the Meeting must:

34.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and

34.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

34.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

34.5.1 to the same persons to whom notice of the Company's general meetings is required to be given, and

34.5.2 containing the same information which such notice is required to contain.

34.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

35. VOTING: GENERAL

A resolution put to the vote of a general meeting must be decided on a show of hands.

36. ERRORS AND DISPUTES

36.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

36.2 Any such objection must be referred to the Chairperson of the Meeting whose decision is final.

37. CONTENT OF PROXY NOTICES

37.1 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:

37.1.1 states the name and address of the Member appointing the proxy;

37.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

37.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

37.1.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

37.2 The Company may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.

37.3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

37.4 Unless a Proxy Notice indicates otherwise, it must be treated as:

37.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

37.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

38. DELIVERY OF PROXY NOTICES

38.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.

38.2 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.

38.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

38.4 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who did execute it demonstrating that that person had the authority to execute it on the appointor's behalf.

39. NOTICES AND COMMUNICATION

39.1 The Company may send, supply or give any document, information or notice to a Member by hard copy, electronic form or by making that document or information available on a website and giving notice of the availability of that document or information to the relevant Member (provided that Member has individually agreed (or is deemed to have agreed) to the Company sending or supplying documents or information generally or those documents or information in question to him by means of a website), in each case subject to sections 1143 to 1148 and Schedule 5 of the Act.

39.2 A notice given by means of a website shall be deemed to have been sent, supplied or given when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

40. INDEMNITY AND INSURANCE

40.1 Subject to article 40.2, but without prejudice to any indemnity to which he/she is otherwise entitled, a Relevant Director may be indemnified out of the Company's assets against:

40.1.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company; and/or

40.1.2 any other liability incurred by that Director as an officer of the Company or an associated company.

40.2 Article 40.1 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

40.3 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any Relevant Director in respect of any Relevant Loss.

40.4 In article 40:

Relevant Director means any Director or former Director of the Company; and

Relevant Loss means any loss or liability which has been or may be incurred by a Relevant Director in connection with that Director's duties or powers in relation to the Company.