

Memorandum & Articles at Incorporation, April 1995, +Amdts to Jan 2020 Summary Notes for Members

For quick reference, not a full interpretation! See the full M&A copy.

BACKGROUND

Company Limited by Guarantee registered 12 April 1995, No.157417, with eight subscribers and registered office at The Glenurquhart Centre, 31 Coiltie Crescent since 2000.
Inland Revenue Scottish Charity SC 023575.

MEMORANDUM OF ASSOCIATION (Guiding principles of the Company)

1/2. NAME/OFFICE

3. OBJECTS

(1),(2) &(3) state our specific (& wide) objects – to further health of, improve life for, provide facilities to, the "Area of Benefit" – Glen Urquhart, Strathglass, Kiltarlity, Abriachan and environs
(a) to (y) state how we are permitted to achieve it in many ways

4/5. COMPANY NOT FORMED FOR PROFIT

Directors cannot be paid employees, but can receive remuneration for specific non-management services

6/7/8. LIMITED LIABILITY/WINDING UP

Member liability £1 each. On winding up, assets go to a similar charity.

9/10. ACCOUNTS

Records to show all transactions, open for Director's inspection any time.
Auditors to report on all accounts, for general meetings.

ARTICLES OF ASSOCIATION (Guiding rules for Members of the Company)

1. INTERPRETATION

Definitions including 'Area of Benefit'.

2. MEMBERSHIP

Members must be local, or nominated by a local/local Support Body; majority Members local.
Members can't be employees
Directors' may not refuse Membership without good cause (as listed).
Subscriptions optional. (Bylaws, Secn.25, allow changes.)

3. PATRONS

Any persons appointed by Directors. Cannot take part in management.

4/5. GENERAL MEETINGS/NOTICES (Annual GM or Extraordinary GM)

Called by Directors or by Members' requisition; hold within 8 weeks of call.
An AGM must be held each calendar or financial year, not more than 15 months apart
AGM, or EGM for a resolution, need 21 days' notice; other EGMs 14 days.
Notice must state resolutions, and details of retiring or proposed Directors
[except anyone giving notice of willingness up to 7 days before GM C12.1)?]

6. SPECIAL RESOLUTIONS AND ORDINARY RESOLUTIONS

Special needs 75% of votes cast; specials include changes to Name, Memorandum Objects, or Articles.

7. PROCEEDINGS AT GENERAL MEETINGS

Quorum of five needed within 1/2 hour of appointed time.
Chairperson to be Convener if present and willing within 1/2hour of time.
If adjourned for more than 21 days, new 7 day notice needed.
Vote by hand unless Chair or 2 Members ask secret poll.
A resolution may be passed without general meeting if all Members sign it.

8. VOTES OF MEMBERS
One per Member, to be given personally. Invalid only if objection at meeting.
Chair has casting vote.
9. NUMBER OF DIRECTORS
Maximum 12 unless changed by special resolution, Minimum 3
10. POWERS OF DIRECTORS
Directors manage Company, and may exercise all powers at any proper meeting.
Directors may appoint any agent for the Company.
11. DELEGATION OF DIRECTORS POWERS
May delegate chosen powers to any committee consisting of one or more Directors, or to an individual Director holding an office.
12. APPOINTMENT/RETIRAL/REAPPOINTMENT OF DIRECTORS
Any Member appointed by Directors, or by AGM if he applied 7 days before.
At first AGM all retire; at other AGMs Directors' appointees and 1/3 longest in office retire.
No Director in office for more than 6 years without 1 year out of office before reappointment.
Directors retiring at AGM stay in office to end of meeting if not replaced.
Majority of Directors must reside in the Area of Benefit and be appointed at an AGM
13. DISQUALIFICATION AND REMOVAL OF DIRECTORS
Sequestration, 6 months expected incapacity or absence, Company employee, ceases to be Member, or by ordinary resolution.
14. DIRECTORS' REMUNERATION AND EXPENSES
Not entitled to payment for office. May have expenses connected with duties.
15. DIRECTORS' APPOINTMENTS
Offices of Convener, Treasurer, and others as decided appropriate; held until end of next AGM.
Appointed by Directors' meeting asap after AGM.
16. DIRECTORS' INTERESTS
If a Director has disclosed his material interest, he can be a party to arrangements which the Company makes affecting that interest.
17. PROCEEDINGS OF DIRECTORS
Regulated as they wish. Any Director may call a meeting. Chair has casting vote. Quorum of 3, unless Directors amend. If total Directors less than quorum, meeting allowed to fill vacancies or call a GM. Chair to be Convener if present & willing within 15 mins. of appointed time. Acts of Directors or their meetings remain valid even if Director later found not qualified. A resolution may be passed without general meeting if all Directors sign it. Director shall not vote on a resolution if his material interest conflicts. Directors may invite any person to attend, speak, but not vote at meetings.
- 18/19/20. SECRETARY/MINUTES/ACCOUNTS
Directors appoint Secretary on remuneration and conditions they think fit.
Directors shall keep minute books, including all meetings and appointments.
No Member has right to inspect accounts unless authorised or by statute.
21. SOCIAL AUDIT
Directors must report annually on social/community benefits achieved, and may make an objective annual Social Audit on these and employees' welfare.
22. NOTICES (&23. WINDING UP)
All to be in writing, personally or deemed given 24 hours after posting.
24. INDEMNITY
Company shall indemnify Directors, officers, auditors against liabilities connected with duties including costs of successful legal defence.
25. BY-LAWS
Directors may make/repeal these, for proper Company conduct and membership conditions, and must advise Members.