

## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number

124795

I hereby certify that

#### DUNDEE WOMAN'S AID COLLECTIVE LTD.

is this day incorporated under the Companies Act 1985 as a private company and that the Company is limited.

Signed at Edinburgh

2 MAY 1990

Registrar of Companies

OUNGEL

DOI WILL



# Statutory Declaration of compliance with requirements on application for registration of a company



Please do nos write in this margin Pursuant to section 12(3) of the Companies Act 1985

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t delete as appropriate	do solemnly and sincerely declare that I am a specific person named as director or secretary of the under section 10(2)]† and that all the require above company and of matters precedent ar And I make this solemn declaration conscient provisions of the Statutory Declarations Act	e company in the statement ments of the above Act in re nd incidental to it have seen atiously believing the same t	delivered to the registrar aspect of the complied with,
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#### THE COMPANIES ACT 1985

Company limited by guarantee and not having a share capital

#### MEMORANDUM and ARTICLES

of ASSOCIATION

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DUNDEE WOMEN'S AID

COLLECTIVE LTD



Company limited by guarantee and not having a share capity

MEMORANDUM OF ASSOCIATION OF DUNDEE WOMEN'S AID COLLECTIVE LID

- 1. The Company's name is "Dundee Women's Aid Collective LTD.
- 2. The Company's registered office is to be situated in Scotland.
- 3. The Company's objects ara:-
  - A. (a) To provide a temporary refuge or refuges for women and their children (if any) where the women have suffered abuse (mental, physical or sexual) in their home or within a relationship with a man.
    - (b) To offer support, advice and help to any women and their children (if any) who ask for such help whether or not they are refuge residents and also to offer support and aftercare to any women and children who have left a temporary refuge.
    - (c) To promote equal opportunities for, and participation of, women in society to enable them to determine their own futures.
    - (d) To provide the opportunities for the educational and emotional needs of the children (if any) to be met, particularly those resident in refuges.
    - (a) To encourage statutory authorities and other agencies to recognise their obligations, legal and otherwise, towards battered woman and their children (if any) with respect to the battering of woman and its prevention.
    - (f) To promote education and to inform the community and their representatives including the media, the police, the judicial system, the social services and other authorities with respect to the battering of women and its prevention.
    - (g) To encourage remearch into the causes, prevention and relief of suffering and abuse of woman.

In furtherance of the above objects but not otherwise the Company shall have power:-

- B. (a) to purchase or by any other means acquire and take options over any property whatever and any rights or privileges of any band over or in respect of any property.
  - (b) to improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell dispose of, turn to account, grant licenses, options, rights and privileges in respect of, or otherwise deal with all or any part of the property rights of the Company.

- (c) to invest and deal with the monies of the Company not immediately required in such menner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (d) to lend and advance money or give credit on any terms and with or without sacurity to any person, firm or company, to enter into guaranties, contracts of indemnity and suretyships of all kinds, to receive money of deposit on loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company.
- (e) to borrow and raise money in any manner and to secure the payment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (f) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange or promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (g) to apply for, promote and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (h) to enter into any arrangements with any Government or authority that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions.
- (i) to subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any Government or authority, municipal, local or otherwise in any part of the world.
- (j) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations or or generally with respect to any such company or companies.

- (k) to promote any other company for the purpose of acquiring the whole or any part of the property, undertaking or any of the liabilities of the Company or of undertaking any operations which may appear likely to assist or benefit the Company or to enhance the value of any property of the Company and to place or quarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (1) to sell or otherwise dispose of the whole or any part of the property of the Company either together or in portions for such considerations as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (m) to act as agents or brokers and as trustees for any person, firm or company.
- (n) to employ and remunerate any person, firm or company rendering services to the Company.
- (o) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any parson, firm or company to pay the same.
- (p) to conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company and to solicit and accept subscriptions and donations of any kind and bequests for any of the purposes of the Company.
- (q) to grant or make provision for pansions, life assurance, health and ratirement benefit to or for employees or former employees and to the beneficiaries of deceased employees and to pay or subscribe to funds or schemes for the provision of such pensions and other benefits for such persons.
- (r) to subscribe to become a mamber of, or emalgamate or co-operate with, any other organisation, institution society or body not formed or established for the purposes of profit (whether incorporated or not and whether in the United Kingdom or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits or restricts the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company.
- (s) to establish and support or aid in the establishment and support of any charitable trust, association, or institution and to donata, subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.
- (t) to arrange lectures and conduct training courses and to publish pamphlets, books, journals and other publications relating to the work of the Company.

- (u) to receive, allocate and administer grants, gifts or bequests made available to the Company for any or all of its objects whether from public funds or from private sources under the terms and conditions referable to such grants, gifts or bequests.
- (v) to do all other such things as may be deemed incidentel or conducive to the attainment of the Company's objects or any of them.

Provided that the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations or workers and organisations of employers.

- The liability of the members is limited.
- Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while the group is a member or within one year after it ceases to be a member for payment of the Company's debts and liabilities contracted before she ceased to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributaries among themselves.
- 6. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:-
  - (a) of reasonable and proper remuneration to any member, officer, amployee or director of the company for any service rendered to the Company.
  - (b) of reasonable and proper rent for premises let by any member or director of the Company.
  - (c) to any member or director of the Company in respect of out-of-pocket expenses.
- If upon the winding up or dissolution of the Company there remains 7. after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed emongst the members of the Company but shall be given or transferred to some other organisation or institution having objects, which by law, are entirely charitable and similar to any of the objects of the Company and which shall prohibit the distribution of its or their income and property emongst its or their members to an extent at least as great as is imposed by the Company under or by virtue of Clause 6 hereof, such organisation or organisations, institution or institutions to ba determined by the members of the Company at or before the time of dissolution or, in default thereof, then to such other organisation or organisations, institution or institutions as aforesaid, and in such proportions as shall be determined by the Secretary of State for Scotland and if and so far as affect cannot be given to the foregoing provisions, then to some charitable object.

Wa, the subscribers to this Mamorandum of Association wish to be formed into a Company pursuant to this Mamorandum.

Names and addresses of subscribers

ANGLER RAE . ISE WEAVERS WYND, SHEPHERD'S LOAN, DOWNEE .

227 AVE

Kelly Macey 15 E Shepherd's Los Phodee DP2 IAW

Flagence German 15T Johnson of Tenam - Sweden BDOINA

Same A. Smith 32 Finavon St. Dunder DD# 5DK

MAKY COLLICE, 12 HOWARD PLACE, ST. ANDREWS. KTIGHT

SHEETH Shame Hedenald 4 SETTY LANE BROUGHTY FERRY AINDLE

JANE LING 30 SPEY DRIVE, DUNDER

Lindsay Hayregor MARIE MARR & DARDALI MCC, 144, CONDUMEN CHI IND

HE CLEF HARD SI, DOINEE.

MALGIARET GROVES

38 SPRY DRIVE, DUNDRE DD 2 HAR

TRICIA WEBSTER

12 WULSELEYST, DUNDER TOS 791).

Priscilla P. Doherty SA Kout Somernile Pl

RA Kart Somernile Place Demoles DD36/1

SALLYFRANK CATHY ROSA Kay Raitt 37 NAUGHTON RD WORMT NEWPORT-ON-THY ACKNOSS ST, DUNDER, DDI GLR
1 BRICKINESS AUGULE DURACE, DDISTER.

JENUITER B KERR

4, FLEMINZ PLACE, ST. ANDREWS, KYIL BAE

MANOY BUTCER

22 NELSON STREET. DOIZPU

Bretty Howieron

348 Rette Road, DDD #EP

31/3/90 Exigned M. Will (Witness)
ELIZABETH MAY WILSON
SOLICITOR
I ALBERT SQUAKE, DUNDÉE

Company limited by guarantee and not having a share capital

ARTICLES OF ASSOCIATION OF DUNDER WOMEN'S AID COLLECTIVE LID

#### Praliminary

- 1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (said table being hereinafter referred to as "Table A") shall apply to the Company subject to the modifications hereinafter expressed and such regulations (subject to the said modifications) and the Articles hereinafter contained shall constitute the Articles of Association of the Company.
  - (b) Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Company.
  - (c) In regulation 1 of Table A the definition of "the holder" shall be omitted.

#### Members

- 2. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company. Subject to the approval of the Directors, any person may be admitted to a Member of the Company. Every person who wishes to become a Member shall deliver to the Company a completed form of application for Membership in such form as the Directors require.
- 3. A Member may at any time withdraw from the Company by giving at least 7 clear days notice to the Company. Membership shall not be transferable and shall cease on death. Membership may be terminated by the Directors.

#### Notice of General Meetings

- 4. In Regulation 38 of Table A:-
  - (a) in paragraph (b) the words "of the total voting rights at the meeting of all the Members" shall be substituted for "in nominal value of the shares giving that right", and
  - (b) the words "The Notice shall be given to all the Members and the Directors and Auditors" shall be substituted for the last sentence.

#### Proceedings at General Meetings

5. (a) In Regulation 40 of Table A the number of persons forming a quorum

shall be not less than one third of the current number of mambars.

- 5, (b) If a quorum is not present within half-an-hour of the time appointed for a meeting or if during a meeting such a quorum casses to be present, the meeting if convened on the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
- 6. The words "and at any separate meeting of the holders of any class of shares of the Company" shall be omitted from Regulation 44 of Table A.
- 7. Paragraph (d) of Regulation 46 of Table A shall be omitted.

#### Votes of Mambars

8. On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

#### Appointment of Directors

- 9. (a) No person shall be appointed as a Director unless that person is also a Mamber.
  - (b) Regulation 65 to 69 inclusive of Table A shall not apply to the Company. The Regulations of Table A which apply to the Company shall be construed accordingly.
- 10. Disqualification and Removal of Directors.

In Regulation 81(e) of Table A the office of a director shall be vacated if there is non-attendance without permission for more than three consecutive months from meetings of directors.

#### Directors' Expanses

11. The words "of any class of shares or" shall be omitted from Regulation 83 of Table A.

#### Proceedings of Directors

- 12. (a) Regulations 94-97 inclusive of Table A shall not apply to the Company.
  - (b) A Director may vote at any meeting of the Directors or at any Committee of the Directors on any resolution notwithstanding that it in any way concarns or relates to a matter which the Director has directly or indirectly any kind of interest whatsoever and if the Director shall vote on any such resolution as aforesaid the Director's vote shall be counted; and in relation to any such resolution as aforesaid the vote shall be taken into account in calculating the quorum present at the meating.

#### Minutes

13. The Words "of the holders of any class of shares in the Company" shall be omitted from Regulation 100 of Table A.

#### Notices

- 14. The second sentence of Regulation 112 of Table A shall be omitted.
- 15. The words "or of the holders of any class of shares in the Company" shall be omitted from Regulation 113 of Table A.
- The Directors may from time to time make such rules or bye-laws as they may deam necessary or expedient or convenient for the proport conduct and operation of the Company and in particular but without prejudice to the generality of the foregoing they may by such rules or bye-laws regulate:-
  - the formation of any committees, sub-groups, or working parties and the procedures for their meetings.
  - 2. the frequency and procedures to be adopted at meetings of any committees, sub-groups or working partices.
  - the admission and classification of members of the Company and the rights and privileges of such numbers and the conditions of membership and the terms on which members may resign and or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
  - 4. the conduct of members of the Company in relation to one another and the employees of the Company;
  - the procedure at General Meetings and Meetings of the Directors and Committees of the Directors in so far as such procedure is not regulated by these presents;
  - 6. generally all such matters as are commonly the subject matter of rules or bye-laws of a company formed for the purposes of the company.

Provided that no rule or bya-law shall be inconsistent with or shall effect or rapeal anything contained in the Mamorandum or Articles of Association of the Company.

ANGELA RAE. 15e Weauers wand, shliteros coam 2) )= 1,5tm Kelly Macey ISE Shephend's Loon Purcles DDS IAW 15 Johnson Trucca Florence Jevan ashec Ca DD 5 6785 Numic A. Smith 32. Figuro , Dr. Dugues DD+ 43x Parveen SamiL 17- 14 WOMARSH AVE Dunker DOSTRET 12. HOWARD PLACE STANDERCOS LYIL GIVE MARY LOLLIGR JANE LING 38 SPEY DRIVE, DUNDOG Lindson Marsicles & LINKOUND RUSE, IFY, COMPONEN CHILL IND 46 CLEGHOEN ST, DUNDEE. HARIE MACR 38 SPEY DEINE DUNTER DORANG MARGARET GEOVES 12 WOUSELEY ST TOUNDER (178791). TRICIA WESSINE HEMPHER DUNCH 60 can gradius ceresco, bunder town, be ready, DDI 186. Priscilla T. Isherty 8th East Somerville Place Durder Distille 37 NAUGHTON RO WORUIT NEWPORTENTY FIRE SKLLY WHOLL DURENC! 15, BLACKINGSS ST, DUNNE, DDI BLIR CATTH ROSA JENNIFER B, KERR 4. Freming Pl., St. Andrews Kyllo SAK. MANOY BY HER 22 NELSON STREET DOING Kay Raitt 1 Blackness ADE-nut Dunder DD2157. Bretty House 348 Reite Rows, Dendre DDQIEN Edward Herdanald 4 Letty Lane Browship Ferry Devace.

31/3/90 Ecujalet M Will (W mess) ELIZABETH MAY WILSON SOLICITOR I ALBERT SOUARE, DUNDEE



#### **COMPANIES FORM No. 10**

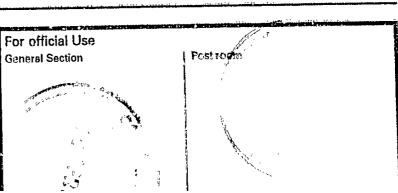
#### Statement of first directors and secretary and intended situation of registered office



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Please complete legibly, preferably in black type, or hold block lettering	To the Registrar of Companies (Address overleaf - Note 8)  Name of company	For official use	7= 1
* insert full name of company	The intended situation of the registered office of the company on incorp		
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	Number of continuation sheets a	Postcode   attached (see note 1)	

Presentor's name address and reference (if any):

CATHY ROSH 22, THOMSON ST, DONNEC, DA 4LE



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Namo (note 3)	Business occupation	
HALATHER WOND DUNCH	MAISON OFFICE	3237 <b>1</b>
Previous name(s) (note 3) NONE	Nationrity	i i
Address (note 4) BRIGTON GIRDANS COTTAGE	BRIT = SCOT,	_
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I consent to act as director of the company named on page 1	Magnification 1.50 Magnification	
Signature Charles & Dunce	Date 31-3-90 -	
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Name (note 3) LOUISE:	Business occupation	,
MARIE I MAKR	PROJECT LO ERDINATER	
Previous name(s) (note 3) NOCDINCO MOCAE	Nationality	1
Address (note 4) 46 CLEGHOLN SIRVET	BRITISH	
ついかにだ	Date of birth (where applicate	ile)
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Other directorships †		–
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I consent to act as director of the company named on page 1	_ ). 5 ( <sup>(</sup> )	
Signature the black	Date 3/ 2.10	

: du nos The name(s) and particulars of the person who is, or the persons who are to be the first secretary, or joint secretaries, of the company are as follows: 13°G W Name (notes 3 & 7) MARGARET RAITT e complete ly, preferably ack type, pr Previous name(s) (note 3) MACFARLANE block lettering Address (notes 4 & 7) BLACKNESS AVENUE Postcotie DD. I consent to act as secretary of the company named on page 1 Signature Date 3.3 90. Name (notes 3 & 7) PRISCILLA RUTH DUNERTY Previous name(s) (note 3) Address (notes 4 & 7) Postcode DD 3 白丁山 I consent to act as secretary of the compaky named on page 1 Signature Date lete if the form is ined by the Signature of agent on behalf of subscribers Date bscribers Signed Date lete if the form is ned by an agent on Signed Date half of the bscribers. Signed Date the subscribers ıst sign elther rsonally or by a Signed Date ison or persons. horised to sign them.

Date

Date

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The name(s) and particulars of the person who is, or the persons who are, to be the first director or Flease do not MITTER IN directors of the company (note 2) are as follows: NOME OF STATE Business occupation Name (note 3) TEACHER Nationality Previous name(s) (note 3) Address (note 4) RA FACT STMERVILL Date of birth (where applicable) (note 6) Postcode t enter particulars Other directorships to of other directorships Por shit held or previously held (see note 5) if this space is insufficient use a continuation sheet. I consent to act as director of the company named on page 1 Date 31.03.90. Signature Priscilla R. Doherty **Business occupation** PAITT Name (note 3) KAY MARGARET SOCIAL WORK. Nationality Previous name(s) (note 3) MACFARLAME BRITISH. ONE BLACK NESS AVENME Address (note 4) Date of birth (where applicable) DUNDEE (note 6) 14.01.48. Postcode 123 002 Other directorships † NONE I consent to act as director of the company named on page 1 Date 31. 3.90 Signature Business occupation HE DONALL Name (note 3) YOUTH WORVER.

Nationality Previous name(s) (note 3) SETTY LANG SCOTTISH. Address (note 4) Date of birth (where applicable) PUNDEE. BROUGIETY (note 6) 25-12-56 Postcode DOS 28 L Other directorships † MORX I consent to act as director of the company named on page 1

Signature Success McDenald

Date 31-390

### DUMPLE WOMENS AID COLLECTIVE CHIED LTD

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•	PRISCILLA R. DOHERA	Priscilla R. Doherry	31.3.90
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•	PARVICEN JAMIL	P. Zmll	31.390
•	LINDSAM MACGREGOR	L.J. Mayreyst	31.2.90
	MANOY BUTLER	Mandy Butter	31.3.90
•	MAGARUT CIROVES	Margaret Grove,	31.3.90
,	JANE LING	Jane King	31.3.90
•	1 Samie A. Smith	Jamie of duritto	31/3/90
	Kay Raitt	Kin Kaint	31/3/90.
	Florence Jormain	Phoen James	31.3.00
,	Cathy Rosa	C. Cose	31.5.90
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	MARIE MARR	M. Mass	31.3.90.
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The name(s) and particulars of the person who is, or the persons who are to be the first sequetary, or join

ecretaries, of the company are as follows:	
Name (notes 3 & 7)	
CATHY ROSA	
Previous name(s) (note 3)	
Address (notes 4 & 7) 22 THOMSON ST.	
DUNDEE	
	Postcode DOI 416
I consent to act as secretary of the company named on page 1	The state of the s
Signature C. Posc	Date 31-3-90.
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Name (notes 3 & 7) ANNE	
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Previous name(s) (note 3)	
Address (notes 4 & 7) 37 NAUGHTON ROAD	
NORMIT NEWPORT-ON-TAY	
	Postcode DD6 8NG
I consent to act as secretary of the company named on page 1	
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Signature SAFRANK	Date 31 . 3. 90 .
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JEER MITTHACHED SPREET	
Signature of agent on behalf of subscribers	Date
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Signed

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Signed

All the subscribers must sign either personally of by a person or persons authorised to sign for them.