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THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM &
ARTICLES OF ASSOCIATION**

of

THE REDWOODS CARING FOUNDATION

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MEMORANDUM OF ASSOCIATION

of

THE REDWOODS CARING FOUNDATION

- I. The name of the Company is: "THE REDWOODS CARING FOUNDATION" (hereinafter called "the Company").
- II. The Registered Office of the Company will be situated in Scotland.
- III. All Members/Directors and employees must agree to work within the Purpose, Ethos & Values of the Company. For specified posts there is an Occupational Requirement for post-holders to be committed Christians.
- IV. For the purpose of this document the meaning of the term 'committed Christian' will be "one whose life and behaviour reflects a living relationship with God through His son Jesus Christ".
- V. The Company is established for the provision, as an expression of Christian faith in action, of care and support for those in need. Primarily this will be care and support, in a variety of settings, for adults with Learning Disabilities, but may include any vulnerable group of people as the Members/Directors see fit.
- VI. The Company may;
 - (a) acquire by gift, purchase, feu, lease or licence, any buildings or land and restore, alter, develop, extend or build such buildings, facilities or accommodation as the Members/Directors may think is in the best interests of the Company, with a view to carrying out the Company's objects or as is reasonably incidental thereto and may dispose of any of such property
 - (b) hire out, lease, let, offer rooms, with or without board for occupation and otherwise deal, including dispose, lease and licence any of the said premises as the Members/Directors shall think fit and on such terms as the Members/Directors shall think fit
 - (c) borrow and raise money in any manner and secure the repayment 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 and secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it

And the objects and the powers hereby conferred shall be subject to the restriction contained in the following Clause VII

- VII. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company 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 the Members/Directors of the Company

PROVIDED that nothing herein shall prevent

- (a) The gratuitous distribution among or a sale at less than cost to Members/Directors or the public of any books, pamphlets or other publications of the Company relating to all or any of its objects
- (b) The payment in good faith of reasonable and proper remuneration to any officer, agent or servant of the Company (temporary or permanent) or to any Member/Director of the Company in return for any services actually rendered to the Company, or outlays properly incurred on its behalf
- (c) The payment in good faith by the Company of interest at a rate not exceeding two per centum per annum below the base rate for lending from time to time of the Bank of Scotland on money lent or the reimbursement to any person of interest at a commercial rate on money borrowed by any such person on behalf of and for the benefit of the Company or reasonable and proper rent for premises let by any Member/Director of the Company
- (d) The payment in good faith to any Members/Directors of out of pocket expenses incurred by him in or about the performance of his duties

So long as the Company is recognised by the Office of the Scottish Charity Regulator (OSCR) as having charitable status no addition, alteration or amendment shall be made to or in this Memorandum of Association for the time being in force unless the same shall have been previously submitted to and approved by the appropriate section of the Office of the Scottish Charity Regulator (OSCR).

- VIII. The liability of the Members/Directors is limited.

- IX. Every Member/Director of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member/Director, or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceased to be a Member/Director and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00.
- X. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever subject to any prior rights created independently of the Memorandum the same shall not be paid to or distributed among the Members/Directors of the Company but shall be given or transferred to Vintage Ministries, a registered charity, of 6, Lasswade Road, Edinburgh, EH16 6RZ, or some other institution or institutions recognised as a charity in law and having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income or property among its or their Members/Directors to an extent at least as great as is imposed on the Company under or by virtue of clause VIII hereof, such charitable institution or institutions to be determined by the Members/Directors of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object.

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ARTICLES OF ASSOCIATION
of
THE REDWOODS CARING FOUNDATION

PRELIMINARY

1.1 In these Articles:

"Table A" means Table A contained in the Companies (Tables A to F) Regulations 1985 forming part of the Companies Act 1985.

"Table C" means Table C contained in the Companies (Tables A to F) Regulations 1985 forming part of the Companies Act 1985.

"the 1985 Act" means the Companies Act 1985.

1.2 The Regulations contained in Table A as applied by Table C shall apply to the Company save in so far as they are excluded or modified hereby. The Regulations of Table A numbered 41, 64, 73, 74, 75, 76, 77, 81, 91 and 95 shall not apply, but subject as aforesaid, and in addition to the remaining Regulations of Table A, the following shall be the Articles of Association of the Company.

1.3 Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the 1985 Act or any modification thereof in force at the date at which these Articles are adopted by the Company.

MEMBERS/DIRECTORS

2. The number of Members/Directors of the Company may vary at any one time but will never be less than three.
3. A majority of the Members/Directors may admit further Members/Directors on terms laid down by them from time to time.
4. The Administration department under the direction of the Board of Members/Directors shall keep an accurate Register of Members/Directors.
5. The rights of Members/Directors shall not be transferable or transmissible. Any Member/Director may withdraw from membership by giving seven days' notice in writing to the Secretary of the Company (subject to the provisions of Section 502 of the 1985 Act).

ASSOCIATES

6. The Members/Directors may provide for the admission of such persons, corporations and organisations as it may think fit to be Associates of the Company, and to provide for the rights, duties and liabilities (if any) of such Associates but so that such persons, corporations and organisations shall not, by virtue of having been admitted to be Associates as aforesaid, be Members/Directors of the Company.
7. The Administration department under the direction of the Board of Members/Directors shall keep an accurate Register of Associates.
- 8.1 The Members/Directors shall have power from time to time to elect as many Presidents, Vice Presidents and Honorary Members of the Company as they may think fit. The Presidents and Vice Presidents of the Company may not also be Members/Directors. The Presidents, Vice Presidents and Honorary Members shall hold such positions for the period laid down by the Members/Directors at the time of their election to such position or if no such period is laid down without limit of time. Notwithstanding the foregoing the Presidents, Vice Presidents and Honorary Members may be removed from such positions by the Members/Directors at their sole discretion at any time.
- 8.2 The Presidents, Vice Presidents and Honorary Members or any of them may, at the instance of the Members/Directors, be invited to attend any meeting of the Members/Directors to assist and advise such Meeting in matters of importance or difficulty but they shall only attend when invited by the Members/Directors so to do and shall not vote at any such Meeting. The Presidents, Vice Presidents and Honorary Members shall not, by virtue of such position, receive any notice of or vote at any General Meeting of the Company.

NOTICE OF GENERAL MEETINGS OF MEMBERS/DIRECTORS

- 9.1 An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting. The notice shall be given to all the Members/Directors and Auditors and Regulation 38 of Table A shall be modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS/DIRECTORS

10. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Members/Directors and Auditors, the election of Members/Directors, and the appointment of, and the fixing of the remuneration of, the Auditors.
11. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members/Directors, 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 other day and at such other time and place as the Members/Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.
12. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjourned meeting and Regulation 45 of Table A shall be construed accordingly.
13. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result on the show of hands) demanded either by the Chairman or by any Member/Director present in person or by proxy and entitled to vote and Regulation 46 of Table A shall be modified accordingly.
14. Subject to the provisions of the 1985 Act a resolution in writing signed by all the Members/Directors for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held and such resolution in writing may consist of several documents in like form each signed by one or more of such Members/Directors.

MEMBERS/DIRECTORS

15. Unless and until otherwise determined by the Company, in general meetings there shall be no maximum number of Members/Directors and the number of Members/Directors shall not be less than two. The names of the Members/Directors shall be determined in writing by the subscribers of the Memorandum of Association or a majority of them.

DISQUALIFICATION OF MEMBERS/DIRECTORS

16. The office of Member/Director shall be vacated if the Member/Director:
 - 16.1 without the consent of the Company in general meeting holds any other office
 - 16.2 becomes bankrupt or makes any arrangements or composition with his creditors generally; or
 - 16.3 becomes prohibited from being a Member/Director by reason of any order made under Sections 296 to 300 of the 1985 Act; or
 - 16.4 in the opinion of all his co-Members/Directors becomes incapable by reason of mental disorder of discharging his duties as Member/Director; or
 - 16.5 resigns his office by notice in writing to the Company; or
 - 16.6 is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the 1985 Act.
17. A Member/Director may not vote as a Member/Director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising therefrom, and if he does so vote his vote shall not be counted and he shall not be reckoned in calculating a quorum when any such contract, transaction or arrangement is under consideration and Regulation 94 of Table A shall be modified accordingly.
18. No person other than a Member/Director retiring at the meeting shall unless recommended by the Members/Directors be eligible for election to the office of Member/Director at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a Member/Director duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
19. No person shall be or become incapable of being appointed a Member/Director by reason only of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no Member/Director shall vacate his office at any time by reason only of the fact that he has attained the age of seventy or any other age.
20. A Member/Director shall not retire by rotation.

21. A Member/Director appointed to fill a casual vacancy or as an addition to the Board shall not retire from office at the Annual General Meeting next following his appointment and Regulations 78 and 79 of Table A shall be modified accordingly.

PROCEEDINGS OF MEMBERS/DIRECTORS

22. The quorum necessary for the transaction of the business of the Members/Directors may be fixed by the Members/Directors, and unless so fixed shall be two.
23. The continuing Members/Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Members/Directors, the continuing Members/Directors or Members/Directors may act for the purpose of summoning a general meeting of the Company, but for no other purpose and Regulation 90 of Table A shall be modified accordingly.
24. The Members/Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Members/Directors present may choose one of their number to be Chairman of the meeting.
25. In Regulation 92 of Table A the words "bona fide" shall be inserted between the words "All" and "acts" where they appear in the first sentence.

NOTICE

26. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
 - 26.1 every Member/Director except those Members/Directors who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
 - 26.2 every person being a legal personal representative or a trustee in bankruptcy of a Member/Director where the Member/Director but for his death or bankruptcy would be entitled to receive notice of the meeting;
 - 26.3 the Auditor for the time being of the Company; and
 - 26.4 the Chairman and Members/Directors of the Company and Regulation 38 of Table A shall be modified accordingly.

INDEMNITY

27. Every Member/Director or other officer (including Auditor of the Company) shall be indemnified out of the assets of the Company against losses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Sections 144 and 727 of the 1985 Act in which relief is granted to him by the Court and no Member/Director or other officer (including Auditor) shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the 1985 Act.

WINDING UP

28. Clause IX of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect as if its provisions were repeated in these Articles.