

SC177617

This is a print of the memorandum of association as altered by written resolution dated 6 April 2005

Spencer Cullen
Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION of GORBALS INITIATIVE

1. The company's name is "Gorbals Initiative"
2. The company's registered office is to be situated in Scotland.
3. This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable for the purposes of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force). Subject to that over-riding qualification, the company's objects are:-
 - (1)¹ To relieve poverty primarily among the residents of the Gorbals, Toryglen and Govanhill districts of Glasgow ("the Operating Area").
 - (2)¹ To advance education primarily among the residents of the Operating Area particularly among the unemployed.
 - (3)¹ To promote training in skills of all kinds, particularly such skills as will assist people (and primarily residents of the Operating Area) in obtaining paid employment.
 - (4)¹ To assist in the planning of changes to the housing and physical environment primarily within the Operating Area as part of a wider strategy for relief of the problems of poverty within that area.
 - (5)² To advance education through:
 - (i) the provision and supervision of learning-orientated activities for school and pre-school children; and/or

¹ amended by written resolution dated 25 October 2002

² amended by written resolution dated 6 April 2005



- (ii) the provision of care, guidance, instruction, activities and support directed towards addressing the special educational needs of school and pre-school children who come from a disadvantaged home environment and/or single parent family.
- (6)¹ To promote other schemes of a charitable nature primarily for the benefit of the residents of the Operating Area.
- (7) To promote trade and industry, for the benefit of the general public.

In pursuance of those aims (but not otherwise) the company shall have the following powers:-

- (a) To advise in relation to, prepare, organise and conduct educational, training and counselling courses and programmes of all kinds directed towards the acquisition or development of skills which will assist the participants in furthering their employment prospects.
- (b) To advise and assist individuals in obtaining employment, developing a career or pursuing additional training, work experience and/or further education.
- (c) To collate and maintain information in relation to persons seeking employment, employers' skills requirements, availability of skills, training and further education opportunities and employers' labour requirements and liaise generally with potential employers, all with a view to maximising the efficacy of the company's functions (including those associated with training and placement).
- (d) To advise and assist individuals in developing and testing business ideas, preparing business plans, obtaining finance, premises and equipment and dealing with other necessary preliminaries, all with a view to relieving the poverty of such individuals through self-employment.
- (e) To advise and assist in relation to the establishment and/or development of enterprises whose primary aim is the relief of poverty.
- (f) To stimulate the formation of, co-ordinate, monitor and support community groups and other bodies operating within the voluntary sector whose activities further the aims of the company or are otherwise directed towards some charitable purpose.
- (g) To commission research, studies and reports in relation to the Operating Area and/or its residence with a view to identifying, evolving and (as appropriate) implementing appropriate strategies and

programmes for economic, social and physical regeneration of the Operating Area.

- (h) To liase with public authorities, potential employers, community groups, voluntary bodies and others, all with a view to contributing to the economic, social and physical regeneration of the Operating Area.
- (i) To establish, support and/or operate workspace projects.
- (j) To carry on any other activity which may be advantageously carried on in connection with any other objects of the company.
- (k) To promote companies whose activities may, directly or indirectly, further one or more of the above objects or any associated purpose or which may generate income to support the activities of the company, acquire and hold shares, stocks, debentures and other interests in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- (l) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.
- (m) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.
- (n) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
- (o) To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- (p) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- (q) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any person.
- (r) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

- (s) To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of donation, pension, allowance or remuneration to , and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/widower, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- (t) To promote any private Act of Parliament or other authority to enable the company to carry on its business, alter its constitution or achieve any other purpose which may promote the company's interest, and to oppose or object to any application or proceedings which may prejudice the company's interest.
- (u) To enter into any agreement with any organisation government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organisation, government or authority any charter, right, privilege or concession.
- (v) To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- (w) To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- (x) To effect insurance against risks of all kinds.
- (y) To invest moneys of the company not immediately required for the purposes of its activities in such investments and securities and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- (z) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on an activity which the company is authorised to carry on .
- (aa) To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether similar or in part similar to those of the company.

- (bb) To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debenture and other interests in any company with which the company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the company is authorised to amalgamate.
- (cc) To transfer all or any part of the undertaking, property and rights of the company to any body, incorporated or unincorporated, with which the company is authorised to amalgamate.
- (dd) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company.
- (ee) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise.
- (ff) To carry out any of these objects as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any other person acting in any other capacity and either alone or in conjunction with others.
- (gg) To do anything which may be incidental or conducive to the attainment of any of the objects of the company.

And it is declared that in this clause where the context so admits, “property” means any property, heritable or moveable, real or personal, wherever situated.

4.1 Subject to clause 4.2,

- (a) the income and property of the company shall be applied solely towards the promotion of its objects as set out in clause 3 of this memorandum of association
- (b) no part of the income and property of the company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the company.
- (c) no director of the company shall be appointed to any office under the company in respect of which a salary or fee is payable and
- (d) no benefit in money or money’s worth shall be given by the company to any director except repayment of out-of-pocket expenses.

- 4.2 The company shall, notwithstanding the provisions of clause 4.1, be entitled
- (a) to pay reasonable and proper remuneration to any director or member of the company in return for services actually rendered to the company
 - (b) to pay interest at a rate not exceeding the commercial rate on money lent to the company by any director or member of the company
 - (c) to pay rent at a rate not exceeding the open market rent for the premises let to the company by any director or member of the company and
 - (d) to purchase assets from, or sell assets to, any director or member of the company providing such purchase or sale is at market value.
5. The liability of the members is limited.
6. 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 he/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights to the contributories among themselves.
- 7.1 If on the winding- up of the company and any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) who objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association.
- 7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have or may acquire jurisdiction.
- 7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.
- 8.1 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company

and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

- 8.2 The company's auditors shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account and on all group accounts, copies of which are to be laid before the company in general meeting.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and addresses
of subscribers

1. (sgd.) Stephen P. Phillips
STEPHEN PAUL PHILLIPS
4 West Regent Street
Glasgow G2 1RW

3. (sgd.) James Dickson
JAMES DICKSON
4 West Regent Street
Glasgow G2 1RW

2. (sgd.) S. Scott Wilson
STEPHEN SCOTT WILSON
4 West Regent Street
Glasgow G2 1RW

4. (sgd) Muriel Maclean
MURIEL BURT MACLEAN
4 West Regent Street
Glasgow G2 1RW

Dated 31 March 1992

Witness to the above signatures:-

(sgd.) Avril Sandilands
AVRIL ANNE SANDILANDS
4 West Regent Street
Glasgow G2 1RW

Secretary