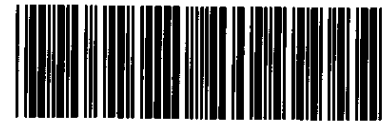


The Companies Acts 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of Care and Repair Edinburgh Limited

THURSDAY



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SCT 31/05/2018 #633
COMPANIES HOUSE

1 Constitution of the Company

The model articles of association as prescribed in schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of the Company.

2 Interpretation

2.1 In these articles of association:

"The Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

"The Company" means the above named Company.

"The Board" means the Board of Directors of Management for the time being of the Company.

"The Office" means the registered office of the Company.

"In writing" means written, typewritten, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

2.2 Words importing the singular number only shall include the plural number and vice versa; and

2.3 Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these articles.

2.4 The Company is established for the purposes expressed in Article 3 hereof.

2.5 The members shall be such individuals or organisations that are invited to become members following recommendation by the Board

2.6 All members must signify their agreement with the objects and aims of the Company

2.7 A member shall cease to be a member of the Company in any of the following circumstances:-

2.7.1 if by notice in writing lodged at the Office they resign from membership, or

2.7.2 if they are removed from membership by a resolution of the Board passed by a majority of three-fourths of the votes cast upon such resolution at a meeting specially convened to consider such a resolution.

3 Objects

The objects for which the Company is established are to promote the welfare of:

3.1 older people;

3.2 people in necessitous circumstances; and

3.3 people with disabilities in Scotland,

by enabling and supporting them to have their homes repaired and upgraded.

4 Powers

For the purposes of furthering the attainment of above mentioned charitable objects, but not for any other purpose, the Company shall have and may exercise all or any of the following powers:-

4.1 To promote, develop, support and manage care and repair schemes for such people.

4.2 To serve as a centre for information on care and repair for such people.

4.3 To encourage the study of the benefits and outcomes of care and repair projects on the welfare and independence of such people.

4.4 To undertake direct services in relation to the maintenance of property to enable such people to remain independent.

4.5 To serve as a channel through which representations can be made with or on behalf of such people to Central and Local Government, other statutory bodies and others.

4.6 To focus attention by means of the media, lectures, exhibitions and otherwise on the needs of such people and assistance available to or from them and to promote their best interests in any manner which is by law deemed charitable.

4.7 To engage, train, retrain or employ such persons as it may be expedient in connection with the objects of the Company and to pay reasonable and proper fees for their services. To employ skilled profession or technical advisers or workers for the carrying out of the foregoing objects and to remunerate them by salary or otherwise as may be expedient.

4.8 To purchase, take on lease or exchange, hire or otherwise acquire any heritable or moveable property and any rights or privileges which the Company may think necessary for promotion of its objects and to construct, repair, renovate, decorate, maintain and/or alter any building or erection necessary for use in connection with the Company's work.

- 4.9 To found and maintain and endow scholarships and the like for the instruction of persons being trained or employed by the Company.
- 4.10 To publish pamphlets, books, journals and other publications relating to the work of the Company.
- 4.11 To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company, to apply to the Government, public bodies, local authorities and other councils, corporations, companies or persons for and to receive grants of money, and to solicit and accept subscriptions and donations (whether of heritable or moveable property) and legacies and bequests and endowments for any of the purposes of the Company and to manage and administer the same as part of the capital and assets of the Company.
- 4.12 To purchase and enter into contracts for the purchase of goods and materials either alone or jointly with others.
- 4.13 To establish pension or superannuation schemes for, and to pay pensions to, any persons formerly employed by the Company or their dependants, and generally to provide as the Company shall think fit for the welfare of any employees or former employees of the Company.
- 4.14 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.
- 4.15 To undertake and execute any charitable trust which may lawfully be undertaken by the Company and may be conducive to any of the principal objects of the Company.
- 4.16 To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit, and for the purpose of promoting the primary objects of the Company to co-operate with manufacturers, industrialists, dealers and other traders and organisations and with the press and other sources of publicity.
- 4.17 To invest the moneys of the Company not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may from the time being be imposed or required by law and subject also as hereinafter provided.
- 4.18 To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the principal objects of the Company.
- 4.19 To lend money and give credit to any person, with or without security, and to grant guarantees and contracts or indemnity on behalf of any person.
- 4.20 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.
- 4.21 To promote any Private Act of Parliament, Provisional Order or other authority to enable the company to carry on its business, alter its constitution, and achieve any other purpose which may promote the company's interests, and to oppose or object to any application or proceedings which may prejudice the company's interests.

- 4.22 To enter into any arrangement 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.
- 4.23 To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- 4.24 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.
- 4.25 To effect insurance against risks of all kinds.
- 4.26 To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the Company.
- 4.27 To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures 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.
- 4.28 To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any of the shares or securities of any such company as aforesaid.
- 4.29 To do all such things as are incidental or conducive to the attainment of the principal objects of the Company.

5 Restrictions on use of the Company's assets

- 5.1 The income and property of the Company, whensoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in these 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 the members of the Company and no member of its Board shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or moneys' worth from the Company.
- 5.2 Provided that nothing herein shall prevent any payment in good faith by the Company:-
 - 5.2.1 Of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board unless at any meeting at which salary, terms and conditions of employment or any item in any way related to his employment such member of the Board who receives such remuneration shall absent himself from such meeting while such items are being discussed and shall not vote on any such items) for any services rendered to the Company;

- 5.2.2 To any member, officer or servant of the Company including members of its Board of expenses including office, travel, hotel and other like expenses properly incurred on the business of the Company;
- 5.2.3 Of interest on money lent by any member of the Company or of its Board at a rate per annum not exceeding two per cent less than the base lending rate prescribed for the time being by the Bank of Scotland, or five per cent whichever is the greater;
- 5.2.4 Of reasonable and proper rent for premises let by any member of the Company or of its Board;
- 5.2.5 Of fees, remuneration or other benefit in money or moneys' worth to a company of which a member of the Board may be a member holding not more than one hundredth part of the capital of that Company.

6 Liability of members

The liability of the members is limited.

7 General Meetings

- 7.1 The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it.
- 7.2 All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
- 7.3 The Board may convene an extraordinary general meeting at any time.
- 7.4 Extraordinary general meetings shall also be convened if there is a valid requisition by members (under section 303 of the Act), or a requisition by a resigning auditor (under section 518 of the Act).
- 7.5 Twenty one days' notice in writing at least of every annual general meeting and of every general meeting convened to pass a special resolution, and fourteen days notice in writing at least of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the date and the hour of meeting, and in the case of special business, the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these articles or under the Act entitled to receive such notices from the Company but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of general meetings other than annual general meetings, a general meeting may be convened by such notice as those members may think fit.
- 7.6 The accidental omission to give notice of a general meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding at any general meeting.

8 Proceedings at General Meetings

- 8.1 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. The quorum shall be two members

personally present or such other number as shall be determined by the Board from time to time.

- 8.2 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of the member present, 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 at such other time and place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the member present shall be a quorum.
- 8.3 The Chairman (if any) of the Board shall preside as Chairman at every general meeting, but if there be no such Chairman, or if at any general meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the member present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the Chair, they shall choose some member of the Company who shall be present to preside.
- 8.4 The presiding Chairman may, with the consent of any general 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 business which might have been transacted at any meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 8.5 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 upon the declaration of the result of the show of hands, demanded by the presiding Chairman or by whichever is the greater, of five members present in person or by proxy, or a member or members present in person or by proxy representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the presiding Chairman that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 8.6 In the case of an equality of votes, whether on a show of hands or on a poll, the presiding Chairman shall be entitled to a second or casting vote.
- 8.7 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 8.8 Subject to the provisions of the Act, a resolution in writing signed by all the members (or confirmation given by e-mail) 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 duly convened and held.

9 Votes Of Members

- 9.1 Subject as hereinafter provided, every member shall have one vote.
- 9.2 No member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any general meeting.
- 9.3 Votes may be given on a poll either personally or by proxy.

10 Corporation Acting by Representatives at Meeting

Any Corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any general meeting of the Company and the person so authorised shall be entitled to exercise the same powers on its behalf as if it were an individual member of the Company.

11 Board Of Directors

- 11.1 The Board shall consist of individuals appointed in terms of article 11.2 who shall not be less than 2 and shall not exceed 10. The Directors of the Company shall be all the members of the Board.
- 11.2 Any individual who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director-
- 11.2.1 by ordinary resolution; or
- 11.2.2 by a decision of the Directors.
- 11.3 No member of the Board shall receive any remuneration for his services in the capacity of Board member, but Board members shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee thereof or general meetings of or otherwise on the business of the Company.

12 Rotation of Members of The Board

- 12.1 At each annual general meeting of the Company those members of the Board who have served three or more years as members of the Board shall retire from office. A member of the Board retiring shall retain office until the close or adjournment of the meeting. A retiring member of the Board shall be eligible to be re-elected for a further three year period. A member of the Board who has served two three-year periods as a member of the Board shall not be eligible to be further re-elected, or appointed to the Board.

13 Powers Of The Board

- 13.1 The business of the Company shall be managed by the Board who may pay all such expenses of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these articles required to be exercised or done by the Company in general meeting, subject nevertheless to any

regulations of these articles, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

- 13.2 The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debts, liabilities or obligations of the Company.
- 13.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board from time to time by resolution may determine; and in the absence of such resolution by two of the Directors or by one of the Directors and the Secretary of the Company for the time being.
- 13.4 Any member of the Board who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Board in accordance with the provisions of Section 182 of the Act.
- 13.5 The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

14 Secretary

The Board shall from time to time appoint a Secretary at such remuneration and upon such terms and conditions as they may think fit and any Secretary so appointed may be removed by them.

15 Disqualification of Members of The Board

15.1 A member of the Board shall vacate office:-

- 15.1.1 if they become notour bankrupt or make any arrangement or composition with their creditors;
- 15.1.2 if they become of unsound mind;
- 15.1.3 if by notice in writing to the Company they resign office;
- 15.1.4 if they are removed from office by a resolution duly passed pursuant to Section 168 of the Act;
- 15.1.5 if they accept any remuneration or other benefit in contravention of Article 11.3;

16 Proceedings of The Board

- 16.1 Subject as hereinafter provided the Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Unless otherwise determined every meeting of the Board shall be held at the Office or at such other place in Scotland as the Chairman (if any) for the time being of the Board or (if there is no such Chairman) as the Secretary shall direct.
- 16.2 On the request of a member of the Board the Secretary shall at any time, summon a meeting of the Board by notice (stating the time and place of such Meeting) served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting. Any accidental omission or defect in any such notice or any accidental failure to give such notice to any member of the Board entitled thereto shall not invalidate any of the proceedings at such meetings so long as a quorum is present thereat.
- 16.3 The Chairman of the Board or in his or her absence one of the other Directors shall preside at all general meetings and meetings of the Board.
- 16.4 *A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.*
- 16.5 The Board may delegate any of their powers to committees consisting of such member or members of the Board and such other persons whether or not members of the Board or of the Company as they think fit and any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board. The Chairman of each committee shall be ex officio a member of the Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. No committee shall have power to bind the Company without the prior approval of the Board.
- 16.6 All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
- 16.7 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 16.8 A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and held.

17 Honorary Officers

- 17.1 The Board may from time to time appoint such honorary officers of the Company as the Board may think fit who will primarily assist the Company in charitable purposes or appeals from time to time conducted or undertaken by the Company. Any person may be so appointed whether or not he is also a member of the Company or of the Board.
- 17.2 No remuneration (except by way of repayment of out-of-pocket expenses, if any) shall be paid to any person appointed in respect of any such honorary office. Save as aforesaid every such appointment shall be for such period and on such terms as the Board shall think fit.

18 Accounts

- 18.1 The Board shall cause proper books of account to be kept with respect to:-
- 18.1.1 all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- 18.1.2 all sales and purchases of goods by the Company; and 18.1.3 the assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Company and to explain its transactions.

- 18.2 The books of account shall be kept at the Office or, subject to Section 388 of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
- 18.3 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open for the inspection of members.
- 18.4 At the annual general meeting every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty one clear days before the date of the meeting be sent to the auditors and to all other persons entitled to receive notice of general meetings in the manner in which notices are hereinafter directed to be served.

19 Audit

- 19.1 Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by an auditor eligible under Sections 1209 to 1225 of the Act.
- 19.2 Auditors shall be appointed and their duties regulated in accordance with the relevant provisions of the Act, the members of the Board being treated as the directors mentioned in those provisions.

20 Notices

- 20.1 A notice may be served by the Company upon any member, either personally or by sending it by post in a prepaid letter, addressed to such member at his registered address as appearing in the Register of Members.
- 20.2 Any notice, if served by post, shall be deemed to have been served 24 hours after it has been posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

21 Winding-up or Dissolution

- 21.1 Every member 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, or within one year after he ceased to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of 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.
- 21.2 If after the 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 charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to any extent at least as great as is imposed on the Company under or by virtue of Article 5.1 hereof, such institution or institutions to be determined by the members 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 objects