



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 247216

The Registrar of Companies for Scotland hereby certifies that  
**PARKINSON'S SELF HELP GROUP (NORTH LANARKSHIRE)**

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

Given at Companies House, Edinburgh, the 3rd April 2003



\*NSC247216D\*



**C O M P A N I E S H O U S E**

**Package:** 'Laserform'  
by Laserform International Ltd.

Please complete in typescript,  
or in bold black capitals.

CHFP025

### Declaration on application for registration

247216

#### Company Name in full

PARKINSON'S SELF HELP GROUP (NORTH LANARKSHIRE)

I, STEPHEN PAUL PHILLIPS

of Burness, 242 West George Street, Glasgow G2 4QY

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company or as a person named in the Register of Directors and Secretaries of Companies Act 1985~~† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

#### Declarant's signature

Declared at Glasgow

On Day Month Year  
0 2 0 4 2 0 0 3

❶ Please print name.

before me ❶ ALASTAIR GORDON SMITH

Signed

Date 02/04/2003

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Burness  
242 West George Street  
Glasgow  
G2 4QY 325057  
Tel 0141 248 4933  
DX number GW 154 DX exchange Glasgow



When you have completed and signed the form please send it to the Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**

# 30(5)(a)

CHFP025

**Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"**

267216

PARKINSON'S SELF HELP GROUP (NORTH LANARKSHIRE)

of Burness, 242 West George Street, Glasgow G2 4QY

a [Solicitor engaged in the formation of the company] [person named as  
directors or secretary of the company] in the statement delivered under  
section 10 of the Companies Act 1985, I do solemnly and sincerely declare  
that the company complies with the requirements of section 30(3) of the  
Companies Act 1985.

**Declarant's signature**

Declared at Glasgow

Day      Month      Year

on

0 | 2 | 0 | 4 | 2 | 0 | 0 | 3

before me<sup>1</sup> ALASTAIR GORDON SMITH

**Signed**

**Date** 02/04/2003

A ~~XXXXXXXXXXXXXXXXXX~~ or Notary Public or ~~XXXXXXXXXXXXXXXXXX~~ or Solicitor

Burness	
242 West George Street	
Glasgow	
G2 4QY	325060
	Tel 0141 248 4933
DX number GW 154	DX exchange Glasgow

When you have completed and signed the form please send it to the Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales  
**or**  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**



SCT SCSKEJS5 0179  
COMPANIES HOUSE 03/04/03

Package: 'Laserform'  
by Laserform International Ltd.

# 10

Please complete in typescript,  
or in bold black capitals.

CHFP025

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

267215

### Company Name in full

PARKINSON'S SELF HELP GROUP (NORTH LANARKSHIRE)

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

Alexander Resource Centre

83 Blair Road

Post town Coatbridge

County / Region Lanarkshire

Postcode ML5 2EW

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address.

X

Agent's Name Burness

Address 242 West George Street

Post town Glasgow

County / Region Strathclyde

Postcode G2 4QY

Number of continuation sheets attached

7

You do not have to give any contact  
information in the box opposite but if you  
do, it will help Companies House to  
contact you if there is a query on the  
form. The contact information that you  
give will be visible to searchers of the  
public record.

Burness

50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ

Tel 0131 473 6000

DX number ED73

DX exchange Edinburgh (kman 1671)

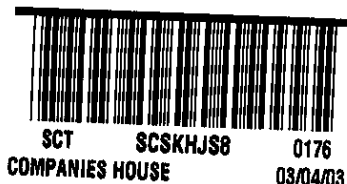
When you have completed and signed the form please send it to the  
Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**



**Company Secretary** (see notes 1-5)

Company name

**NAME** \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

WILLIAM HENRY

Surname

MARTIN

Previous forename(s)

None

Previous surname(s)

None

**Address** ††

3K Mitchell Road

Post town

Cumbernauld

County / Region

Postcode

G67 1AB

Country

Scotland

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

I consent to act as secretary of the company named on page 1

**Consent**

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title

\*Honours etc

Forename(s)

GRACE ANN

Surname

CROALL

Previous forename(s)

None

Previous surname(s)

None

**Address** ††

5 Alston Avenue

Post town

Coatbridge

County / Region

Postcode

ML5 5DP 2AP

Country

Scotland

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

**Date of birth**

Day Month Year

3 0 0 5

1 9 3 1

**Nationality**

British

**Business occupation**

Retired

**Other directorships**

None

I consent to act as director of the company named on page 1

**Consent signature**

Date

**Company Secretary** (see notes 1-5)**NAME** \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address** ††

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

**Consent signature****Date****Directors** (see notes 1-5)*Please list directors in alphabetical order***NAME** \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address** ††

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

**Date of birth**

0 9 0 6

1 9 6 6

**Nationality**

British

**Business occupation**

Housewife

**Other directorships**

None

I consent to act as director of the company named on page 1

**Consent signature****Date**

28-3-03

CHFP025

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

MARY COLLINS

Surname

LAWRIE

Previous forename(s)

None

Previous surname(s)

None

Address ††

27 Montgomery Avenue

Summerlee

Post town

Coatbridge

County / Region

Postcode

ML5 1QR

Country

Scotland

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

Date of birth

2 0 0 7

1 9 3 5

Nationality British

Business occupation

Retired

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

Mary Lawrie

1.4.2003

CHFP025

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

WILLIAM

Surname

McCRORY

Previous forename(s)

None

Previous surname(s)

None

Address ††

☐

47 Greenmoss Place

Post town

Bellshill

County / Region

Postcode

ML4 1PS

Country

Scotland

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Date of birth

Day Month Year

1 3 0 6

1 9 3 3

Nationality

British

Business occupation

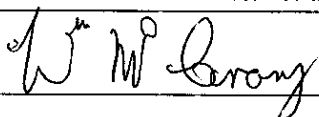
Retired

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature



Date

25/3/03



**Company Secretary** (see notes 1-5)

\* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

<b>NAME</b>	<b>*Style / Title</b>			<b>*Honours etc</b>		
<b>Forename(s)</b>						
<b>Surname</b>						
<b>Previous forename(s)</b>						
<b>Previous surname(s)</b>						
<b>Address ††</b>						
<b>Post town</b>						
<b>County / Region</b>			<b>Postcode</b>			
<b>Country</b>						

I consent to act as secretary of the company named on page 1

**Consent signature****Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

<b>NAME</b>	<b>*Style / Title</b>			<b>*Honours etc</b>		
<b>Forename(s)</b>		ROSE CONNERTON				
<b>Surname</b>		KINNIN				
<b>Previous forename(s)</b>		None				
<b>Previous surname(s)</b>		None				
<b>Address ††</b>		80 Ellismuir Street				
<b>Post town</b>		Coatbridge				
<b>County / Region</b>			<b>Postcode</b>	ML5 5BJ		
<b>Country</b>		Scotland				

Day Month Year

**Date of birth**

1 7 0 4

1 9 3 1

**Nationality**

British

**Business occupation**

Retired

**Other directorships**

None

I consent to act as director of the company named on page 1

**Consent signature**

Rose Kinnin

**Date**

25-3-03

CHFP025

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

LEILA DAVIDSON

Surname

McLEAN

Previous forename(s)

None

Previous surname(s)

None

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

24 Dunrobin Gardens

Petersburn

Post town

Airdrie

County / Region

Postcode

ML6 8BB

Country

Scotland

Date of birth

Day Month Year

0 1 0 3

1 9 3 1

Nationality

British

Business occupation

Retired

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

E. J. McLean

25-3-03

## Company Secretary (see notes 1-5)

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

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Day Month Year

Date of birth

1 9 0 5

1 9 3 7

Nationality

British

Business occupation

Retired

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

25.3.2003

CHFP025

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

WILLIAM HENRY

Surname

MARTIN

Previous forename(s)

None

Previous surname(s)

None

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

3K Mitchell Road

Post town

Cumbernauld

County / Region

Postcode

G67 1AB

Country

Scotland

Date of birth

Day Month Year

1 2 0 5

1 9 3 6

Nationality

British

Business occupation

Retired

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature


Date

25.3.2003

**Directors**

(see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	<b>*Honours etc</b>		
<b>Forename(s)</b>		ERIC CASTELL		
<b>Surname</b>		QUIGGIN		
<b>Previous forename(s)</b>		None		
<b>Previous surname(s)</b>		None		
<b>†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.</b>	<b>Address ††</b>	120 Greengairs Road		
	<input type="checkbox"/>			
	<b>Post town</b>	Airdrie		
	<b>County / Region</b>		<b>Postcode</b>	ML6 7SY
	<b>Country</b>	Scotland		
<b>Date of birth</b>	<b>Day</b>	<b>Month</b>	<b>Year</b>	<b>Nationality</b>
	1   9   0   8	1   9   3   2		British
<b>Business occupation</b>	Retired			
<b>Other directorships</b>	None			
I consent to act as director of the company named on page 1				
<b>Consent signature</b>			<b>Date</b>	28/3/8

**This section must be signed by***Either***an agent on behalf of all subscribers****Signed****Date**

2-4-03

**Or the subscribers****Signed****Date***( i.e those who signed as members on the memorandum of association).***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

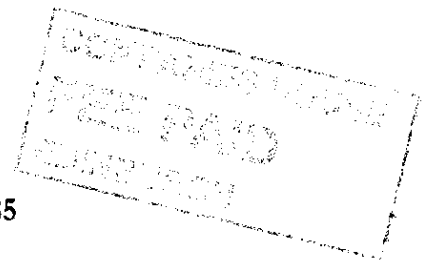
If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**  
**MEMORANDUM and ARTICLES**  
**of ASSOCIATION**  
**of**  
**PARKINSONS SELF HELP GROUP**  
**(NORTH LANARKSHIRE)**

**Burness**

247216



**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM of ASSOCIATION**

**of**

**PARKINSON'S SELF HELP GROUP (NORTH LANARKSHIRE)**

1. The name of the company is "Parkinson's Self Help Group (North Lanarkshire)".
2. The company's registered office is to be situated in Scotland.
3. The company's objects are:-
  - (1) To relieve the needs of people who are affected by Parkinson's disease or other neurological conditions within North Lanarkshire and environs ("the Operating Area") and generally to promote the welfare of such persons and the carers of those affected by any of those conditions.
  - (2) To promote, establish, operate and/or support other schemes and projects of a charitable nature for the benefit of the residents of the Operating Area.

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

- (a) To provide information, advisory, support, respite and/or counselling services which further the aims of the company.
- (b) To liaise with local authorities, Scottish and UK government authorities and agencies, local enterprise companies, charitable or community-benefit bodies and others, all with a view to furthering the aims of the company.
- (c) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, multi-media products and display materials, and to create and maintain websites and other mechanisms for sharing information by electronic means.
- (d) To carry on any other activity which may be appropriately carried on in connection with any of the objects of the company.
- (e) To promote companies whose activities may further one or more of the above objects 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.

- (f) 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.
- (g) 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.
- (h) 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.
- (i) 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.
- (j) 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.
- (k) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.
- (l) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- (m) 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 any 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/er, relatives and dependents of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- (n) To oppose or object to any application or proceedings which may prejudice the company's interests.
- (o) 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 right, privilege or concession.
- (p) To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- (q) To effect insurance against risks of all kinds.

- (r) To invest funds not immediately required for the purposes of the company's activities in such investments and securities (including land in any part of the world) 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.
- (s) 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 any activity which the company is authorised to carry on.
- (t) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects.
- (u) 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.
- (v) 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 the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise.
- (w) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- (x) 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:-

- (i) in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated
  - (ii) in this clause, and throughout this memorandum of association, the word "charitable" shall have the meaning ascribed to it 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.
4. (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3 of this memorandum of association).

- (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise (but such that the company may pay or transfer any income or property of the company to any body which is a member of the company where such payment or transfer is in direct furtherance of the charitable objects of the company).
  - (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
  - (d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.
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/it 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 of the contributories among themselves.
- 7.1 If on the winding-up of the company 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) operating in the Operating Area whose objects are 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. 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.

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

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Names and addresses  
of subscribers

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1. 

GRACE ANN CROALL  
5 Alston Avenue  
Coatbridge ML5 5BJ

2. 

ERIC CASTELL QUIGGIN  
120 Greengairs Road  
Airdrie ML6 7SY

3. 

WILLIAM HENRY MARTIN  
3k Mitchell Road  
Cumbernauld G67 1AB

---

Dated 25.3.2003.

Witness to the above signatures:-



MARIAN KERR

28 COLT AVE

COATBRIDGE ML5 2JW.

247216

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES of ASSOCIATION**  
**of**  
**PARKINSON'S SELF HELP GROUP (NORTH LANARKSHIRE)**

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**CONTENTS**

Membership – qualifications, application, membership subscription, withdrawal	articles 1 to 15
AGMs & EGMs – notice of meetings, resolutions, quorum, voting	articles 16 to 36
Directors – appointment, retri al and disqualification	articles 37 to 45
Directors – offices, personal interests, powers	articles 46 to 58
Board meetings – calling of meetings, voting, quorum, committees of directors	articles 59 to 76
General – secretary, minutes, etc	articles 77 to 86

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**Membership**

1. The subscriber to the memorandum of association and such other individuals as are admitted to membership under articles 4 to 10 shall be the members of the company.
2. Membership shall cease on death.
3. A member may not transfer his/her membership to any other individual or body.

**Qualifications for membership**

4. Membership shall be open to any individual within the Operating Area who is affected by Parkinson's disease or any other neurological condition or who cares for a person who is affected by Parkinson's disease or some other neurological condition.

5. No employee of the company may become a member; a person admitted to membership shall automatically cease to be a member if he/she becomes an employee of the company.
6. The directors shall be entitled at their discretion to refuse to admit any person to membership even if he/she is qualified for membership under article 4 and is not debarred from membership by article 5.

### **Application for membership**

7. Any person who wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her; an application for membership must be accompanied by a remittance for the full amount of the annual membership subscription.
8. A person applying for membership shall lodge with the company such information and evidence in support of his/her application as the directors require.
9. Each application for membership shall be considered by the directors at the first meeting of the directors which is held after receipt by the company of the written application and remittance (and, if required by the directors, supporting information and evidence) required under articles 7 and 8.
10. The directors shall, as soon as reasonably practicable after a meeting of the directors at which an application for membership is considered under article 9, notify the applicant in writing of the directors' decision as to whether or not to admit that applicant to membership; if the decision was to refuse admission, the directors shall return to the applicant the remittance lodged by him/her under article 8.

### **Membership subscription**

11. Unless otherwise determined by ordinary resolution, the amount of the annual membership subscription shall be £1.
12. The annual membership subscription shall be due on each accounting reference date of the company and shall be taken to cover the period from one accounting reference date to the date falling immediately prior to the next accounting reference date.
13. The directors shall give to the members at least 10 days' notice of each accounting reference date; each notice shall specify the amount of the membership subscription which will be due and shall state the possible consequences (under the following article) of failure to make payment.
14. If the company has not received a member's annual membership subscription within 14 days after the accounting reference date on which it fell due, the directors may by resolution expel that person from membership; if, however, proper notice under article 13 was not given, a member shall not be liable to be expelled under this article unless

he/she fails to pay the subscription within 24 days after notice requiring payment has been given to him/her.

### **Withdrawal from membership**

15. Any individual who wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed by him/her; on receipt of the notice by the company, he/she shall cease to be a member.

### **General meetings**

16. All general meetings other than annual general meetings are to be called extraordinary general meetings.
17. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A(2) of the Act).
18. Subject to the preceding article and to the requirements under section 366 of the Act (which lay down the maximum period which can pass before the first annual general meeting and the maximum period between one annual general meeting and the next), the directors may convene general meetings whenever they think fit.

### **Notice of general meetings**

19. At least twenty one clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 24) or a resolution requiring special notice under the Act is to be proposed; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.
20. The reference to "clear days" in article 19 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
21. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (see article 24) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
22. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
23. Notice of every general meeting shall be given to all the members and directors and (if there are auditors in office at the time) to the auditors.

## **Special resolutions and ordinary resolutions**

24. For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 19 to 23; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
25. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution:-
- (a) to alter its name
  - (b) to alter its memorandum of association with respect to the company’s objects
  - (c) to alter any provision of these articles or adopt new articles of association.
26. For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against, and (as applicable) the chairperson’s casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 19 to 23.

## **Proceedings at general meetings**

27. No business shall be transacted at any meeting unless a quorum is present; one third of the members, present in person, shall be a quorum.
28. If the quorum required under article 27 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
29. The Chairperson of the board of directors shall (if present and willing to act) preside as chairperson of the meeting; if the Chairperson of the board of directors is not present and willing to act as chairperson of the meeting within fifteen minutes after the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting or, if there is only one director present and willing to act, he/she shall be chairperson of the meeting.
30. A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
31. The chairperson of the meeting may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but



not for a period in excess of thirty days; no notice need be given of an adjourned meeting.

32. A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson of the meeting or by any person present at the meeting and entitled to vote.
33. If a secret ballot is demanded in accordance with the preceding article, it shall be taken at once and shall be conducted in such manner as the chairperson of the meeting may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
34. A resolution in writing signed by or on behalf of all the members of the company who, at the date of the resolution, would have been entitled to attend and vote at a general meeting at which the resolution was proposed shall be as effectual as if it had been passed at a general meeting duly convened and held; the signatures need not be on a single document, provided each signature is on a document which accurately states the terms of the resolution.

#### **Votes of members**

35. Every member shall have one vote which (whether on a show of hands or on a secret ballot) must be given personally.
36. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall be entitled to a casting vote.

#### **Number of directors**

37. The maximum number of directors shall be 11; the minimum number of directors shall be 7.

#### **Election/appointment, re-election of directors**

38. Any member who wishes to be considered for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming he/she is willing to be appointed; the notice must be signed by him/her and must be lodged with the company at least seven days before the date of the annual general meeting.
39. At an annual general meeting the members may (subject to article 37) elect as a director any individual who has confirmed his/her willingness to be appointed in accordance with the preceding article.
40. The directors may at any time appoint any member (providing he/she is willing to act) to be a director, either to fill a vacancy or (subject to article 37) as an additional director.

41. At the first annual general meeting, three of the directors shall retire from office; the directors to retire under the preceding provision shall be determined by some random method.
42. At each annual general meeting other than the first:-
- (a) any director who was appointed under article 40 during the period since the preceding annual general meeting shall retire from office; and
  - (b) out of the remaining directors, three shall retire from office.
43. The directors to retire under paragraph (b) of article 42 shall be those who have been longest in office since they were last appointed or re-appointed; as between directors who were last appointed or re-appointed on the same date, the question of which of them are to retire under the preceding provisions of this article shall be determined by some random method.
44. The members may (subject to article 37) at any annual general meeting re-elect any director who retires from office at the meeting under article 41 or article 42 (providing he/she is willing to act); if any such director is not re-appointed, he/she shall retain office until the meeting appoints someone in his/her place or, if it does not do so, until the end of the meeting.

#### **Disqualification and removal of directors**

45. A director shall vacate office if:-
- (a) he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director
  - (b) he/she is sequestrated
  - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity has continued, or is expected to continue, for a period of more than six months
  - (d) he/she becomes an employee of the company
  - (e) he/she resigns office by notice to the company
  - (f) he/she is absent (without permission of the directors) from more than three consecutive meetings of directors and the directors resolve to remove him/her from office
- or
- (g) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

### **Appointments to offices**

46. Directors shall be appointed to hold the office of Chairperson, Vice Chairperson and Treasurer and any other offices which the directors may consider appropriate.
47. The appointments under article 46 shall be made at meetings of directors.
48. Each office shall be held (subject to article 49) until the conclusion of the annual general meeting which follows appointment; a director whose period of office expires under this article may be re-appointed to that office under article 46 (providing he/she is willing to act).
49. The appointment of any director to an office under article 46 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
50. If the appointment of a director to any office under article 46 terminates, the directors shall appoint another director to hold the office in his/her place.

### **Directors' interests**

51. Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial), a director (notwithstanding his/her office):-

- (a) may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company
- (b) may be a party to, or have some other personal interest in, any transaction or arrangement in which the company or any associated company has an interest
- (c) may be a director or secretary of, or employed by, or have some other personal interest in, any associated company

and

- (d) shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

52. For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to "associated company" shall be

interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.

### **Directors' remuneration and expenses**

- 53. No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 46.
- 54. The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings, meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

### **Powers of directors**

- 55. Subject to the provisions of the Act, the memorandum of association and these articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.
- 56. No alteration of the memorandum of association or these articles and no direction given by special resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.
- 57. The powers conferred by article 55 shall not be limited by any special power conferred on the directors by these articles.
- 58. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

### **Proceedings of directors**

- 59. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
- 60. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 61. Questions arising at any meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson of a meeting of directors shall have a second or casting vote.
- 62. The quorum for the transaction of the business of the directors shall be two thirds (rounded upwards, if necessary) of the total number of directors in office.
- 63. If the quorum required under article 62 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

64. The continuing directors or a sole continuing director may act notwithstanding vacancies, but if the number of remaining directors is less than the number fixed as the quorum they may act only for the purpose of filling vacancies or of calling a general meeting.
65. Unless he/she is unwilling to do so, the Chairperson of the board of directors shall preside as chairperson at every meeting of directors at which he/she is present; if the Chairperson of the board of directors is unwilling to act as chairperson of a meeting of directors or is not present within 15 minutes after the time appointed for the meeting, the directors present shall appoint one of their number to be chairperson of the meeting.
66. The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors; a person invited to attend a meeting of the directors under the preceding provisions of this article shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the Act or any provision of these articles.
67. All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
68. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held; it may consist of several documents in the same form, each signed by one or more directors.
69. A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.
70. For the purposes of the preceding article:-
- (a) an interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), shall be treated as a personal interest of the director
  - (b) a director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has a personal interest in that matter.

71. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
72. The company may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 69 to 71.
73. If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

#### **Delegation to committees of directors and holders of offices**

74. The directors may delegate any of their powers to any committee consisting of two or more directors; they may also delegate to the Chairperson or a director holding any other office such of their powers as they consider appropriate.
75. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
76. Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

#### **Secretary**

77. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

#### **Minutes**

78. The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present, and the minutes of each meeting shall be signed by the chairperson of that meeting.

#### **Accounts**

79. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

## **Notices**

80. Any notice which requires to be given to a member under these articles shall be in writing; such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company.
81. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purposes of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

## **Winding-up**

82. If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

## **Indemnity**

83. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality, any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.
84. For the avoidance of doubt, the company shall be entitled to purchase and maintain insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office.

## **Interpretation**

85. In these articles, "the Act" means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.
86. References in these articles to the singular shall be deemed to include the plural.

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Names and addresses of subscribers

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1. *Grace Croall*

GRACE ANN CROALL  
5 Alston Avenue  
Coatbridge ML5 5BJ

2. *Eric C Quiggin*

ERIC CASTELL QUIGGIN  
120 Greengairs Road  
Airdrie ML6 7SY

3. *W. H. Martin*

WILLIAM HENRY MARTIN  
3k Mitchell Road  
Cumbernauld G67 1AB

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Dated 25.3.2003.

Witness to the above signatures:-

*Marian Kerr*

MARIAN KERR

28 COLT AVENUE

COATBRIDGE ML5 2JW