



Articles of Association of Maryhill Mobile **Children's** Services (as approved at AGM on 22 March 2024))

## GENERAL

Maryhill Mobile Children's Services is a Company Limited by Guarantee not having share capital with Charitable Status, hereafter within this document referred to as MMCS.

Our mission is to enrich children's curiosity and creativity in safe, stimulating environments.

### 1. Objectives

The purpose and objectives of MMCS are:

To provide the highest quality affordable childcare that actively promotes opportunities for personal development of children to enable them to learn, gain confidence and strive to be an active and effective citizen within their community. This will be provided by a team of trained and skilled childcare practitioners for children from birth to eighteen years.

In doing so, to promote the wellbeing of families within Maryhill and the wider community by enabling parents and carers to participate fully in all aspects of community life.

To advance these purposes by working in partnership with community organisations, parents and carers.

## 2. Change in objectives

The objectives of MMCS are restricted to those set out in article 1 but the company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of objectives in article 1; on any occasion when it does so, it must give notice to the registrar of companies (Companies House) and the amendment will not be effective until that notice is registered on the register of companies.

## 3. Powers

- A. MMCS has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- B. No part of the income or property of MMCS may be paid or transferred (directly or indirectly; and whether by way of dividend or otherwise) to the members - either in the course of the company's existence or on winding-up - except where this is done in direct furtherance of the charitable purposes of MMCS.
- C. Article 3B does not prevent MMCS from making any payment which is permitted under article 19 (remuneration and expenses).
- D. Each member undertakes that, if MMCS is wound up while they are a member (or within one year after they cease to be a member), they will contribute up to a maximum of £1 to the assets of MMCS, to be applied towards:
  - payment of the debts and liabilities of MMCS contracted before they cease to be a member;
  - payment of the costs, charges and expenses of winding up; and
  - adjustment of the rights of the contributories among themselves.

## 4. Equal Opportunities

The Company will promote equal opportunities and as such:

- Maryhill Mobile Children's Services will not discriminate on the grounds of gender, race, colour, ethnic or national origin, sexuality, disability, religious or political belief, marital status or age;
- People will be treated with dignity and respect regardless of race, nationality, gender, sexual orientation, gender reassignment, disability and/or age;
- At all times people's feelings will be valued and respected. Language or humour that people find offensive will not be used, e.g. sexist or racist jokes or terminology which is derogatory to someone with a disability;

- No one will be harassed, abused or intimidated on the ground of his or her race, nationality, gender, sexual orientation, gender reassignment, disability or age. Incidents of harassment will be taken seriously.

## 5. Data Protection

MMCS will protect personal data and adhere to the Data Protection Act 2018 which implements the European Union's General Data Protection Regulation (GDPR).

## 6. Quality of service

MMCS aims to provide high quality childcare and is subject to regulation and/or inspection by the Care Inspectorate and the relevant local authority. If a complaint is made about quality of service it will be addressed by employed qualified practitioners. Thereafter a complainant may, if they wish, approach appropriate regulators.

## 7. General Structure

The structure of MMCS shall consist of:

- A. MEMBERS – who have the right to attend the annual general meeting (and any special general meeting) and have the powers under the articles of association; in particular, the members (a) elect people to serve as Directors (the Board) and (b) take decisions in relation to changes to the articles of association.
- B. The BOARD who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of MMCS. In particular, the Board is responsible for monitoring the financial business of the Board. The people serving on the Board are referred to in these articles of association as Directors.

## MEMBERS

### 8. Membership

Membership will be open, abiding by MMCS' equal opportunities provisions at article 4, to:

- A. all parents/carers and kinship carers,
- B. any individual who can demonstrate their commitment to the objectives of MMCS and to the residents of Maryhill and the wider area,
- C. the representative nominated by any organisation in Maryhill and the wider north-west Glasgow area that can demonstrate similar objectives.

Membership shall confer voting rights.

### 9. Application for membership

- A. Any person who wishes to become a member must submit an application for membership (in writing or by email); the application will then be considered by the board at its next board meeting.

- B. The board may, at its discretion, refuse to admit any person to membership.
- C. The board must notify each applicant promptly (in writing or by email) of its decision on whether or not to admit them to membership.
- D. No membership subscription shall be payable.

10. Register of members and expulsion of members

- A. The board must keep a register of members, setting out the full name and address of each member, the date on which they were admitted to membership, and the date on which any person ceased to be a member.
- B. The register of members must be made available for inspection – or, as the case may be, a copy of the register of members must be supplied - where a valid request (in compliance with section 116 of the Companies Act) has been made and (if applicable) the relevant fee has been paid; unless a direction to the contrary has been made by the court under section 117 of the Companies Act.
- C. Persons qualifying as members in their role as parents or carers who use the services of MMCS will cease to be members once they cease to use services unless they apply for membership under a different qualification.
- D. Any person may be expelled from membership by resolution providing the following procedures have been observed:  
 at least 21 days' notice of the intention to propose a resolution for expulsion must be given to the member concerned, specifying the grounds for the proposed expulsion;  
  
 the member concerned shall be entitled to be heard on the resolution at the general meeting (see article 11) at which the resolution is proposed;  
  
 such a resolution, relating to expulsion, shall be effective only if two thirds of those present vote in favour of it.

DECISION MAKING BY MEMBERS: GENERAL MEETINGS

11. General Meetings

- A. The board must arrange a meeting of members that is an “annual general meeting” (AGM) in each year.
- B. The gap between one AGM and the next must not be longer than 15 months.
- C. The business of each annual general meeting must include:

a report by the chair on the activities of the company;  
consideration of the annual accounts of the company;  
the election/re-election of directors, as referred to in articles 13 and 15.

- D. Subject to G and H below the board may arrange a general meeting at any time.
- E. The board must convene a general meeting if there is a valid requisition by members (under section 303 of the Companies Act) or a requisition by a resigning auditor (under section 518 of the Companies Act).
- F. At least 14 clear days' notice must be given of any General Meeting.
- G. The notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the articles of association, must set out the terms of the proposed alteration.
- H. Notice of every General Meeting shall be given to all the members of the association and to all members of the Board.
- I. Minutes of all general meetings shall be maintained and provided to members.
- J. Board meetings shall be held in person unless government guidelines indicate that such meetings should not be held in which case an online meeting may be held using digital technology.

## 12. Procedure at General Meeting

- A. No business will be dealt with at any general meeting unless a quorum of members is present; the quorum for a general meeting shall be 10% or 10 members, present in person, whichever is the lower.
- B. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence – or if, during a meeting, 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.
- C. The chair of the Board shall (if present and willing to act as chairperson) preside as chairperson of each general meeting. If the chair is not present within 15 minutes after the time at which the meeting was due to commence, the members of the Board present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- D. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.

- E. Every member shall have one vote, which (whether on a show of hands or a secret ballot) must be given personally.
- F. If a general meeting is held online, in accordance with article 11.J, secure online voting shall be provided if in an in person meeting a secret ballot would take place.
- G. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
- H. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- I. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

## DIRECTORS

### 13. Number of Directors and Board meetings

- A. The number of Directors elected by and from the membership at the Annual General Meeting shall be a maximum of eight and a minimum of five.
- B. In accordance with article 14 the Board may co-opt up to three additional Directors.
- C. Board meetings will be deemed quorate when three members are present, one of whom must be an office bearer.
- D. There shall be a minimum of 6 Board meetings per year.
- E. Board meetings will be held in person unless (a) the Chairperson accepts a request from a Board member to join an otherwise in person meeting by digital means, or (b) the Chairperson determines that, due to urgency or government guidelines, the Board meeting should be held wholly by digital means.
- F. Any member absent from three consecutive meetings with no formal and accepted apology shall be deemed a resignation.

### 14. Powers of the Board

The Board shall have powers:

- A. To co-opt not more than three additional members. All co-opted members shall hold office until the A.G.M. following their co-option. These members will have voting rights.

- B. To appoint sub-groups as necessary to progress the business of the board. The sub-groups will have clear terms of reference and report outcomes to the board.
- C. To improve, manage, develop or otherwise deal with, all or any part of the property and rights of the board.
- D. To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of MMCS.
- E. To employ such staff as are considered appropriate for the proper conduct of the Board. To make reasonable provision for the payment of pension and /or other benefits for members of staff, ex-members of staff and their dependants.
- F. From time to time to engage such consultants and advisers as are considered appropriate.
- G. To hold insurance appropriate to the needs of the organisation.
- H. To liaise with other voluntary sector bodies, local authorities, UK or Scottish Government departments and agencies, and other bodies, with a view to furthering the Company's objects.
- I. To take such steps as may be deemed appropriate for the purpose of raising funds for the Company's business.
- J. To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

## FURTHER PROVISIONS REGARDING DIRECTORS AND BOARD MEETINGS

### 15. Election, Retiral, Re-election of Directors

- A. A person will not be eligible for election or appointment as a Director if they are (a) disqualified from being a charity trustee under the Scottish Charities Act or (b) an employee of the company.
- B. At each Annual General Meeting, the members may elect any member to be a member of the Board providing (a) the member proposed for election is nominated and seconded by other members (b) the member agrees to joining Disclosure Scotland's Protecting Vulnerable Groups Scheme and (c) any newly elected member provides to the Chairperson within 2 weeks of the Chairperson's request, two references setting out suitability for membership of the Board of MMCS.
- C. At each annual general meeting, all members of the Board shall retire from office but shall then be eligible for re-election.
- D. The Board must keep a register of directors, setting out full details of each director, including the date on which they became a director, and also specifying the date on which any person ceased to hold office as a director; the board must also keep a register of directors' residential addresses.

- E. The register of directors must be made available for inspection in compliance with section 162 of the Companies Act.

16. Termination of office

A member of the Board shall automatically vacate office if:

- A. They become disbarred under any statutory provision from being a charity trustee.
- B. Disclosure Scotland finds the Board member unsuitable to work with children.
- C. They become incapable for medical reasons of fulfilling the duties of his/her office, and such incapacity is expected to continue for a period of more than six months.
- D. They cease to be a member of the Board.
- E. They become an employee of the board.
- F. They resign office by notice to the Board.
- G. Absent (without permission of the Board) for more than three consecutive meetings of the board, and the board resolve to remove them from office.

17. Office Bearers

- A. The Board members shall elect from among themselves a chair, a treasurer and a secretary, and such other office bearers, as they consider appropriate.
- B. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting but shall then be eligible for re-election.
- C. A person elected to any office shall cease to hold that office if they cease to be a member of the board or if they resign from that office by written notice to that effect.

18. Personal Interests

- A. A member of the Board who has a personal interest in any transaction or other arrangement which the Board is proposing to enter into, must declare that interest at a meeting of the Board; they will be debarred from voting on the question of whether or not the Board should enter into that arrangement.
- B. A person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director, has a personal interest in that arrangement.

19. Remuneration of Directors

The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying out of their duties.

#### Procedure at Board meetings

- A. In addition to scheduled meetings, any member of the Board may request the secretary to call a meeting of the Board to raise an urgent matter with a minimum of three days notice to Board members.
- B. Questions arising at a meeting of the Board shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have the casting vote.
- C. The Board may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meetings of the Board; for the avoidance of doubt, any such person who is invited to attend a Board meeting shall not be entitled to vote.

#### 20. Conduct of members of the Board

Each of the members of the Board shall, in exercising his/her functions as a member of the Board act in the interests of the Board and, in particular, must:

- A. Seek in good faith, to ensure that the Board acts in a manner which is in accordance with its objectives (as set out in these articles).
- B. Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.
- C. In circumstances giving rise to the possibility of a conflict of interest between the Company and any other party, put the interests of the board before that of the other party, in taking decisions as a member of the Board.
- D. Where any other duty prevents the member from doing so, disclose the conflicting interest to the Board and refrain from participating in any discussions or decisions involving the other members of the Board with regard to the matter in question.

#### DISSOLUTION

#### 21. Dissolution

MMCS may dissolve by a resolution of a General Meeting passed by a majority of not less than two thirds of the members present and voting at a General Meeting convened for that purpose.

All members of MMCS must receive not less than 21 days' notice stating the terms of the resolution to be proposed there.

On dissolution, those present and voting at the meeting shall have the power to dispose of any assets held in the name of MMCS. Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied towards purposes, which the law regards as charitable for benefits of the other charities, organisations which have similar aims & objectives as MMCS.

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PRIOR ARTICLES OF ASSOCIATION AMENDED TO THE ABOVE ARTICLES OF ASSOCIATION AT ANNUAL GENERAL MEETING OF 22 MARCH 2024

SIGNED: Andrew Smith

DESIGNATION: Chairperson

ADDRESS 35 Avenuepark Street  
Glasgow, G20 8TS

N.B. Any changes to these articles of association must be carried out in accordance with the terms of these articles of association.

Notification of the changes shall be sent to Companies House and to OSCR as required by these bodies.