



**THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
OF
YOUTH COMMUNITY SUPPORT AGENCY**

1. The name of the Company is "Youth Community Support Agency" (hereinafter called "the Company").
2. The Registered Office of the Company will be situated in Scotland.
3. This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the company, such that any activity which would otherwise be permitted by the terms of the clause may be carried out only if that activity furthers a purpose which is regarded as charitable for the purpose of section 505 of the Income and Corporation Taxes Act 1988 including any statutory amendments or re-enactment for the time being in force.

Subject to that over-riding qualification, the company's objects are to promote any charitable purpose for the benefit of young Black and Minority Ethnic (BME) people aged between the ages of ten to twenty five, and their family members where relevant, in particular:

- a) the advancement of citizenship and community development,
- b) the promotion of religious and racial harmony,
- c) the promotion of equality and diversity,
- d) the advancement of education,
- e) the relief of poverty and distress,
- f) the furtherance of health
- g) the provision, or assistance in the provision, of facilities of recreation or other leisure-time occupation in the interests of social welfare with the object of improving the conditions of life of the aforementioned persons.

and in furtherance thereof to:

- 3.1 Empower BME young people, particularly young women and girls to meet their needs and to be able to confidently make informed choices,
- 3.2 Provide BME young people access to culturally sensitive environments and services,
- 3.3 Provide counselling advice for young BME people through a 'single door' system in all social issues which affect their well being,
- 3.4 Facilitate use of networks, which incorporate referral system and partnership approaches with statutory bodies such as Education and Social Work Departments, Housing Agencies, Benefit agencies, Skills Development Scotland, Voluntary organisations and other relevant agencies,

- 3.5 Organise training that will assist young people from BME communities in improving personal skills, support and confidence building techniques and basic information technology skills. Such training to include improving life chances of employment and creating direct links with Schools, Skills Development Scotland, Job agencies and independent employers,
- 3.6 Pursue research in areas of extended needs for BME youth, publish outcomes and seek redress,
- 3.7 Carry out outreach work, and
- 3.8 Train and facilitate the development of volunteers by networking groups and agencies with a view to sessional employment
- 4 The company's objects are restricted to those set out in article 3 (but subject to article 5).
- 5 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 3; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.
4. In pursuance of those objects, the company shall have the following powers, to:
 - 4.1 Elect a governing body to govern and direct the work of the service.
 - 4.2 Actively seek funding, sponsorship and other grant-aid, borrow and raise monies to further and sustain the objects of the service and use the monies generated to finance the work of the service.
 - 4.3 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.
 - 4.4 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.
 - 4.5 Collect, publish or disseminate information or any publication on all matters affecting the objects and exchange such information with other bodies having similar objects.
 - 4.6 Organise, manage, produce, sponsor or support meetings, conferences, exhibitions, classes, trade fairs, gatherings, advertising campaigns, promotions and to assist any person or organisation in relation thereto.
 - 4.7 Join and access appropriate national and local networks to further the work of the company.
 - 4.8 Buy, hire, lease, mortgage or sell property (heritable or moveable) or assets for the promotion of the objects of the company and make regulations for the management of such property and assets.
 - 4.9 Improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
 - 4.10 Enter into any legal partnership or process to further the aims of the company.
 - 4.11 Borrow or lend money and give guarantee or security for the payment of money by, or the performance of other obligations of, the company or any other person.

- 4.12 Draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills, warrants, debentures and other negotiable or transferable instruments and to operate bank accounts.
- 4.13 Effect insurance against risks of all kind.
- 4.14 Invest moneys of the company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such a 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.
- 4.15 Act as agents in the channelling of funds, grants and any other monies available from any source.
- 4.16 Engage and manage staff in line with employment and other relevant legislation.
- 4.17 Make all reasonable and necessary provision for the payments of pensions to employees.
- 4.18 Engage and pay professional fees to advisers and consultants to assist in the work of the service.
- 4.19 Establish, support and promote any association or body, corporate or unincorporate having objects altogether or in part similar to those of the company formed for the purpose of carrying on any activity which the company is authorised to carry on.
- 4.20 Amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the company.
- 4.21 Subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures, property and other interests in any company or unincorporated body 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.
- 4.22 Transfer or sell all or any part of the undertaking, property and rights of the company to any body, incorporated or unincorporated, with which the company is authorised to amalgamate.
- 4.23 Make any charitable donation either in cash or assets in furtherance of the primary objects of the Company.
- 4.24 Pay out of the funds of the company the costs, charges and expenses of and incidental to the formation and registration of the Company.
- 4.25 Do all such other things which may be deemed incidental or conducive to the attainment of any of the objects of the company.

And it is declared that

- 4.25.1 in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated.
- 4.25.2 the income and property of the company shall be applied solely towards the promotion of its objects as set out in clause 3 of this memorandum of association.
- 4.25.3 no part of the income and property of the company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the members of the company.
- 4.25.4 no director of the company shall be appointed to any office under the company in respect of which a salary or fee is payable

- 4.25.5 no benefit in money or money's worth shall be given by the company to any director except repayment of out-of-pocket expenses, or in return for services actually rendered to the company other than in their capacity as director or member.
- 4.25.6 provided that nothing herein shall prevent any payment in good faith by the company of a reasonable and proper remuneration to any member, officer or servant of the company (not being a member of its board of directors) for any services rendered to the company and to any member of the board being a person engaged in any profession who shall be paid all professional or other charges for work done by him or his firm when instructed by his fellow board members to act in that capacity on behalf of 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 they are a member or within one year after they cease to be a member, for payment of the company's debts and liabilities contracted before they cease 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. 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) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association.
- 7.1 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 and approval, by such court as may have or require jurisdiction.
- 7.2 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.
- 8.1 The company's independent examiners shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account and on all group accounts, copies of which are to be laid before the company in general meeting.

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**ARTICLES OF ASSOCIATION
OF
YOUTH COMMUNITY SUPPORT AGENCY**

1. INTERPRETATION

In these regulations -

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of the company.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution.

"office" means the registered office of the company.

"the seal" means the common seal of the company.

"secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

2. MEMBERSHIP

The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company.

2.1 Categories of membership

2.1.1 Any individual who supports or complements the company's objects and the composition of the board of directors, and who fits the criteria laid down by the directors.

2.1.2 Any organisation, institution or agency whose work supports or complements the company's objects and the composition of the board of directors, and these shall be called corporate members.

2.2 Application for membership

2.2.1 Any individual wishing to become a member shall lodge with the company a written application for membership in such form as the directors require.

- 2.2.2 Any organisation, agency or institution, wishing to become a member shall lodge with the company a written application for membership in such form as the directors require, signed by an authorised representative of that body.
- 2.2.3 Any incorporated body wishing to become a member shall lodge with the company a written application for membership in such form as the directors require, signed by one of its authorised officers.
- 2.2.4 An application for membership shall be accompanied by a remittance for the full amount of the annual membership subscription in force at that time.
- 2.2.5 Each applicant for membership shall lodge such evidence in support of their application as the directors require.
- 2.2.6 Each application for membership shall be considered by the directors at the first meeting, which is held after the receipt by the company of the written application (and, if appropriate, supporting evidence) required under the preceding article.
- 2.2.7 The directors shall notify each applicant of their decision as to whether or not to admit them to membership as soon as possible after the meeting at which the application is considered and shall enter the name of that person in the Register of Members of the Company whereupon that person shall become a member.

2.3 Cessation of membership

- 2.3.1 A member of the company shall automatically cease to be a member of the company if they become an employee of the company or on their death.
- 2.3.2 The directors shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall be given reasons for the expulsion, and shall have a right to be heard before any final decision is made.

2.4 Membership subscription

- 2.4.1 The amount of any annual membership subscription shall be determined by the directors, and may from time to time be amended, and the change notified at an annual general meeting or extraordinary general meeting.
- 2.4.2 The annual subscription shall be due on each accounting reference date of the company.

2.5 Withdrawal from membership

- 2.5.1 Any individual or body wishing to withdraw from membership shall lodge with the company, a written notice of retiral in such form as the directors require, signed by them or on behalf of the organisation, institution or agency, by one of the duly authorised officers.
- 2.5.2 An individual or body ceasing to be a member shall not be entitled to any refund of the annual membership subscription.

3. MEETINGS

3.1 General meetings

- 3.1.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 3.1.2 An extraordinary general meeting shall be convened by the directors on requisition by members (under section 368 of the Act) or on requisition by a resigning independent examiners (under section 391 of the Act).
- 3.1.3 Subject to the preceding article and to the requirements under section 366 of the Act as to the holding of annual general meetings, the directors may convene general meetings whenever they think fit.

3.2 Notice of general meetings

- 3.2.1 An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by at least twenty one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-
 - (a) In the case of an annual general meeting, by all members entitled to attend and vote thereat; and
 - (b) In the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.
- 3.2.2 A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.
- 3.2.3 A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
- 3.2.4 Notice of every general meeting shall be given to all the members and directors and to the independent examiners.
- 3.2.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

3.3 Proceedings at general meetings

- 3.3.1 No business shall be transacted at any meeting unless a quorum is present; one quarter of the membership, entitled to vote upon the business to be transacted, each being a member or a proxy for a member shall be a quorum. Members participating in the meeting by electronic means (telephone, video conferencing or other such means) will be included in the quorum.
- 3.3.2 If the quorum required under the preceding article 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.
- 3.3.3 The chairperson of the board, or in his or her absence some other director nominated by the directors shall preside as chairperson of the meeting; if neither the chairperson nor

such other director be present and willing to act as chairperson within half an hour of the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to act as chairperson or, if there is only one director present and willing to act, that director shall be chairperson.

- 3.3.4 If no director willing to act as chairperson is present within half an hour after the time appointed for holding the meeting, the members present shall elect one of their number to be chairperson.
- 3.3.5 The chairperson may, with the consent of the 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.
- 3.3.6 No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
- 3.3.7 Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
- 3.3.8 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by the chairperson or by at least two members having the right to vote at the meeting and a demand by a person as proxy for a member shall be deemed to be a demand by such member.
- 3.3.9 Subject to and in accordance with the provisions of sections 381A, 381B and 381C of the Act, a resolution in writing consented to and signed by or on behalf of each member who would have been entitled to vote upon it, if it had been proposed at a general meeting at which he was present, (which consent and signature may be evidenced by letter, telex, cable, electronic mail, facsimile or otherwise as the Board may from time to time resolve to permit) shall be as effectual as if it had been passed at a general meeting duly convened and held.

4. SPECIAL RESOLUTIONS AND ORDINARY RESOLUTIONS

- 4.1 For the purpose 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 or an extraordinary general meeting, providing proper notice has been given of the meeting and of the intention to propose the resolution, has been given in accordance with article 3.2. 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 against the resolution.
- 4.2 In addition, the matters expressly referred to in these articles, the provisions of the Act allows the company, by special resolution to:
 - 4.2.1 Alter its name
 - 4.2.2 Alter its memorandum of Association with respect to the company's objects (subject to the provisions of the Act)
 - 4.2.3 Alter any provisions of these articles or adopt new articles of association

5. VOTES OF MEMBERS

- 5.1 Every full member or organisation member shall have one vote which (whether on a show of hands or a secret ballot) must be given personally, and in the case of an incorporated body via its authorised representative present at the meeting. On a poll, members present in person shall or by proxy or by representative shall have one vote.
- 5.2 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 in addition to any other vote he may have.

6. THE DIRECTORS

6.1 Powers and duties of the directors

- 6.1.1 The business of the company shall be governed by the board of directors who may exercise all such powers of the company as are not required to be exercised by the company in general meeting.
- 6.1.2 The board shall comprise a minimum of 3 members and a maximum of 10 members. No more than 3 of these shall be co-opted members.
- 6.1.3 These members shall be elected at the annual general meeting following proposal and seconding by a full member of the association. Should nominations exceed vacancies, election shall be by secret ballot.
- 6.1.4 Directors shall be elected in the first instance to serve for a three-year term and are eligible for re-election after that period.
- 6.1.5 The directors shall appoint office bearers at the first business meeting following the AGM, to carry out specific duties throughout their term of office as the directors see fit.
- 6.1.6 The directors shall have the power to fill casual vacancies throughout the year by co-opting members to serve for the remaining part of the year until the following AGM, where they must seek election in the prescribed manner. These co-opted members shall have full voting rights.
- 6.1.7 The directors shall have the power to appoint sub-committees and working parties as may be necessary to help further the objects of the service. The directors shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such sub-committees shall be reported back to the directors on a pre-determined basis.
- 6.1.8 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.

6.2 Rules or by-laws

The directors may from time to time make such rules or by-laws as they deem necessary or expedient or convenient for the proper conduct and management of the company, and for the purpose of prescribing the classes of and any conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such rules or by-laws regulate the conduct of members of the company in relation to one another and to the company's servants, the procedure at general meetings and meetings of the directors and committees of the company insofar as such procedure is not regulated by these articles.

6.3 Meetings of directors

- 6.3.1 Subject to the provision of these articles, the directors may regulate their proceedings as they think fit.
- 6.3.2 Any two directors may call a meeting of the directors or request the Secretary to call a meeting of the directors.
- 6.3.3 No notice of a meeting of directors need be given to a director who is absent from the United Kingdom.
- 6.3.4 Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.
- 6.3.5 The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed at any other number, this figure shall be one-third of the total amount of directors in that year, unless that number is less than 2. In this case no decisions may be taken unless it were to convene an emergency meeting. Members participating in the meeting by electronic means (telephone, video conferencing or other such means) will be included in the quorum.
- 6.3.6 Any decision which the Directors take
- a) must be either a unanimous decision or a majority decision, and
 - b) may, but need not, be taken at a meeting of Directors e.g. can be taken by electronic means outwith a meeting where a decision is urgently required
- 6.3.7 A unanimous decision is taken
- a) when all Directors indicate to each other that they share a common view on a matter, and
 - b) need not involve any discussion between Directors
- 6.3.8 Majority Decision
- The Directors take a majority decision where
- a) Every Director has been made aware of a matter to be decided by the Directors
 - b) All the Directors who indicate they wish to discuss or vote on the matter have had a reasonable opportunity to communicate their views on it to each other and
 - c) A majority of those Directors vote in favour of a particular conclusion on this matter
- 6.3.9 In cases of severe illness or a Director being out of the country and not contactable, and having regard to the urgency and importance of the matter to be decided, paragraph 74 does not require communication with any such Director.
- 6.3.10 The directors shall arrange for minutes to be made and a record kept of:

- (a) all appointments of office made by the committee
- (b) all the names of the persons present at each directors meeting
- (c) all the resolutions and decisions of all meetings of the company and of the directors' meetings.

6.4 Conflicts of interest

A director shall not be entitled to vote in respect of any material decisions in which he or she has an interest, by way of being a director or employee of an associated company, institution, or agency, or as an individual, or on any matter arising therefrom.

6.5 Disqualification and removal of directors

A director shall vacate office if

- 6.5.1 they cease to be a director by virtue of any provision of the Act or these articles, or become prohibited by law from being a director.
- 6.5.2 they become bankrupt.
- 6.5.3 they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months.
- 6.5.4 they become an employee of the company.
- 6.5.5 they or the organisation appointing them as their representative cease to be a member of the company.
- 6.5.6 they resign office by notice to the company.
- 6.5.7 they are absent (without permission of the directors) from more than three successive meetings of directors and the directors resolve to remove them from office.
- 6.5.8 the company by ordinary resolution of which special notice has been given in accordance with section 379 of the Act, remove the director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the company and such director.

7. FINANCE

- 7.1 All monies raised by or on behalf of the association shall be used to further the aims of the association and for no other purpose.
- 7.2 A bank account or accounts shall be operated in the name of the service with a bank or building society as the directors shall from time to time decide.
- 7.3 All cheques and other negotiable instruments and all receipts for moneys paid to the company shall be signed or otherwise executed as the case may be in such manner as the directors shall from time to time determine, providing that all cheques shall be signed by not less than two authorised signatories.
- 7.4 No fees or remuneration shall be paid to the directors, apart from those out-of-pocket expenses necessary to carry out their duties as directors.

- 7.5 The treasurer or a person authorised by the directors, shall ensure that all financial dealings and recordings are undertaken according to legal and policy guidelines.
- 7.6 The accounts shall be examined at least once a year by the independent examiners appointed at the annual general meeting.
- 7.7 A properly examined statement of the accounts for the preceding financial year shall be submitted to the membership, by the committee, at the annual general meeting.

8. **SECRETARY**

The directors shall appoint (and may remove) any person to fulfil the duties of company secretary for such term, at such remuneration and upon such conditions as they may think fit, in accordance with the Act, provided that if a director is appointed they shall not be paid.

9. **INDEMNITY**

Subject to the provisions of the Act every director or member or officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

10. **DISSOLUTION**

Clause 7 of the memorandum of association relating to the winding-up and dissolution of the company shall have effect as if the provisions thereof were repeated in these articles.

As revised at AGM, 18.11.2020