



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
COMMUNITY INTEREST COMPANY**

Company Number **489491**

The Registrar of Companies for Scotland hereby certifies that:

THE RE:ORGANISATION CLYDESDALE CIC

is this day incorporated under the Companies Act 2006 as a Community Interest Company; is a private company, that the company is limited by guarantee; and the situation of the registered office is in Scotland.



NSC489491Q

Given at Companies House on **22nd October 2014**.



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

00012/63
IN01

Application to register a company



Companies House

A fee is payable with this form.
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form to register a
private or public company.

✗ **What this form is NOT for**
You cannot use this form to register
a limited liability partnership.
If this is the case, please use form LL IN01.

TUESDAY



SCT *S31Y291Z* 21/10/2014 #384
COMPANIES HOUSE

Part 1 Company details

A1

Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option:

www.companieshouse.gov.uk/info

Please show the proposed company name below.

Proposed company
name in full ①

The RE:Organisation Clydesdale CIC

For official use

SC489491

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

① Duplicate names

Duplicate names are not permitted.
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at:
www.companieshouse.gov.uk

A2

Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body.

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response.

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at:
www.companieshouse.gov.uk

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

- ☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative.

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible
to apply for this. For more details,
please go to our website:
www.companieshouse.gov.uk

A4

Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked):

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website:
www.companieshouse.gov.uk

IN01

Application to register a company

A5

Situation of registered office ●

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☐ England and Wales
- ☐ Wales
- ☒ Scotland
- ☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

A6

Registered office address ●

Please give the registered office address of your company.

Building name/number 22

Street Station Road

Post town Carlisle

County/Region Lanarkshire

Postcode M L 8 5 A D

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

A7

Articles of association ●

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only one box.

- ☐ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box.

- ☐ Private limited by shares
- ☐ Private limited by guarantee
- ☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

③ For details of which company type can adopt which model articles, please go to our website: www.companieshouse.gov.uk

A8

Restricted company articles ●

Please tick the box below if the company's articles are restricted.

☐

④ **Restricted company articles**
Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.companieshouse.gov.uk

IN01

Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address ③**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3**Signature ④**

I consent to act as secretary of the proposed company named in Section A1.

Signature

Signature

X

X

④ Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1

Corporate secretary appointments ①

Please use this section to list all the corporate secretary appointments taken on formation.

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

C2

Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

- Yes Complete **Section C3 only**
- No Complete **Section C4 only**

C3

EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ③

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

C4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

C5

Signature ⑤

I consent to act as secretary of the proposed company named in **Section A1**.

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate secretary of the proposed company.

IN01

Application to register a company

Director**D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E5.

Title*	
Full forename(s)	Margaret Elizabeth
Surname	Botham
Former name(s) ②	
Country/State of residence ③	Scotland
Nationality	British
Date of birth	d1 d2 m0 m8 y1 y9 y5 y8
Business occupation (if any) ④	Business Owner

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ⑥**

I consent to act as director of the proposed company named in Section A1.

Signature

Signature

X



X

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director**D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E5.

Title*	
Full forename(s)	Andrew McIntyre
Surname	Smith
Former name(s) ②	
Country/State of residence ③	Scotland
Nationality	British
Date of birth	d ² d ⁷ m ⁰ m ⁴ y ¹ y ⁹ y ⁶ y ⁹
Business occupation (if any) ④	Member

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⑤**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	The Company's Registered Address
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3**Signature ⑥**

I consent to act as director of the proposed company named in Section A1.

Signature

Signature

X 

X

⑥ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

E1 Corporate director appointments ①

Please use this section to list all the corporate directors taken on formation.

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

E2 Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

- Yes Complete **Section E3 only**
- No Complete **Section E4 only**

E3 EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered ②

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ③

If applicable, the registration number

③ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

E5 Signature ④

I consent to act as director of the proposed company named in **Section A1**.

Signature

Signature

X

X

④ Signature

The person named above consents to act as corporate director of the proposed company.

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling.

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate
nominal value ④

④ Total aggregate nominal value
Please list total aggregate values in
different currencies separately. For
example: £100 + €100 + \$10 etc.

① Including both the nominal value and any
share premium.② Number of shares issued multiplied by
nominal value of each share.

③ Total number of issued shares in this class.

Continuation PagesPlease use a Statement of Capital continuation
page if necessary.

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2.

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company

Class of share	
Prescribed particulars ①	

① Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

- **Yes** Complete the sections below.
 → **No** Go to **Part 5** (Statement of compliance).

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

1 Name

Please use capital letters.

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) ①	Margaret Elizabeth
Surname ①	Botham
Address ②	22 Station Road, Carluke Lanarkshire
Postcode	M L 8 5 A D
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	Andrew McIntyre
Surname ①	Smith
Address ②	22 Station Road, Carluke Lanarkshire
Postcode	M L 8 5 A D
Amount guaranteed ③	£1

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

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Application to register a company

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name

Please use capital letters.

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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Application to register a company

Part 5**Statement of compliance**

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?



- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers).
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent).

H1**Statement of compliance delivered by the subscribers ①**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2	Statement of compliance delivered by an agent Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.	
Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div style="border: 1px solid black; display: inline-block; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; display: inline-block; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; display: inline-block; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; display: inline-block; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; display: inline-block; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; display: inline-block; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; display: inline-block; width: 15px; height: 15px;"></div> <div style="border: 1px solid black; display: inline-block; width: 15px; height: 15px;"></div>	
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.	
Agent's signature	Signature X	X

IN01

Application to register a company

**Presenter information**

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

Contact name **Karina MacRitchie**

Company name **Senscot Legal**

Address **43 Bath Street**

Post town **Glasgow**

County/Region **Scotland**

Postcode **G 2 1 H W**

Country **United Kingdom**

DX

Telephone **0141 332 8084**

**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A6).
☐ At the agents address (Given in Section H2).

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

**How to pay**

A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.companieshouse.gov.uk

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

The Companies Act 2006

Community Interest Company Limited by Guarantee

Memorandum of Association

of

THE RE:ORGANISATION CLYDESDALE CIC

SENSCOT LEGAL

43 Bath Street, Glasgow, G2 1HW
T: 0141 332 8084 F: 0141 331 0749
W: www.se-legal.net

The Companies Act 2006
Community Interest Company Limited by Guarantee
Memorandum of Association
of
THE RE:ORGANISTION CLYDESDALE CIC

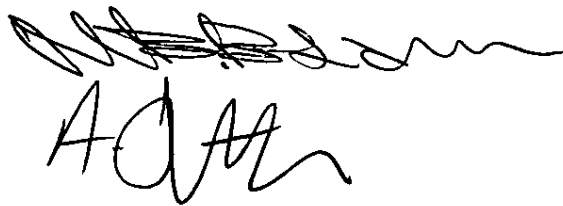
Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Company.

Name of each subscriber

Authentication by each subscriber

Margaret Elizabeth Botham

Andrew McIntyre Smith

The block contains two handwritten signatures. The first signature, for Margaret Elizabeth Botham, is a cursive script that appears to read 'Margaret Botham'. The second signature, for Andrew McIntyre Smith, is a stylized cursive signature that appears to read 'A. McIntyre Smith'. Both signatures are written in black ink.

Dated:

14 Oct 2014

THE COMPANIES ACT 2006
COMMUNITY INTERST COMPANY LIMITED BY GUARANTEE
ARTICLES of ASSOCIATION
of
THE RE:ORGANISTION CLYDESDALE CIC

SENSCOT LEGAL

43 Bath Street, Glasgow, G2 1HW
T: 0141 332 8084 F: 0141 331 0749
W: www.se-legal.net

THE COMPANIES ACT 2006

COMMUNITY INTEREST COMPANY LIMITED BY GUARANTEE

ARTICLES of ASSOCIATION

of

THE RE:ORGANISTION CLYDESDALE CIC

Defined terms

- 1 The interpretation of these Articles is governed by the provisions set out in the Schedule at end of the Articles.

Community Interest Company

- 2 The Company is to be a Community Interest Company.

Asset Lock

- 3 The Company shall not transfer any of its assets other than for full consideration.

- 4 Provided the conditions in Article 6 are satisfied, Article 4 shall not apply to:

4.1 the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and

4.2 the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

- 5 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company.

- 6 If:

6.1 the Company is wound up under the Insolvency Act 1986; and

6.2 all its liabilities have been satisfied

then any residual assets shall be given or transferred to any Asset Locked Body which has similar objects to that of the Company as the directors shall determine with the consent of the Regulator.

Not for Profit

- 7 The Company is not established or conducted for private gain; any profits or assets are to be applied solely for the benefit of the community.

Objects

- 8 The objects of the Company are to carry on activities which benefit the community and in particular (without limitation) to:
- 8.1 the advancement of environmental improvement through the provision of recycling and up-cycling goods, reducing waste and resources and encouraging sustainability;
 - 8.2 advance citizenship and community development through the use of local resources and people, in order to improve and promote social, environmental and personal resources and communities;
 - 8.3 relieve poverty and those in need by reason of financial hardship or other disadvantage through the creation of meaningful and local employment opportunities;
 - 8.4 promote and/or provide training in skills, particularly such skills as will assist the obtaining of paid employment to develop personal skills and experiences and to improve the wellbeing of communities;
 - 8.5 to advance such similar purposes, promote, establish, operate and/or support others in and develop any other projects, initiatives or activities for the benefit of the community as the directors may consider appropriate.

Powers

- 9 The Company may carry out any activity and do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

Liability of members

- 10 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for:
- 10.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a member;
 - 10.2 payment of the costs, charges and expenses of winding up; and
 - 10.3 adjustment of the rights of the contributories among themselves.

General structure

11 The structure of the company consists of:-

- 11.1 the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves
- 11.2 the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

Qualifications for membership

- 12 The subscribers to the Memorandum are the first members of the Company. Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.
- 13 Membership is open to all and no application for membership will be refused on other than reasonable grounds. There will be no discrimination on grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex; sexual orientation, political or other opinion.

Application for membership

- 14 Every person who wishes to become a member shall deliver to the company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.
- 15 No person shall be admitted a member of the Company unless he or she is approved by the Directors.
- 16 The Directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.
- 17 If an application has been refused, an appeal may be made in writing to the Directors, who shall consider the appeal at its next meeting after the appeal is received, and who shall respond in writing to the applicant within 21 days of the meeting. The Director's decision on such appeals is final.

Membership subscription

- 18 Members subscription may be implemented at the discretion of the Company. The members decide on the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of an ordinary resolution to that effect passed at an annual general meeting.

Register of members

- 19 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

- 20 Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.

Expulsion from membership

- 21 Any person may be expelled from membership by special resolution (see article 35), providing the following procedures have been observed:-
- 21.1 at least 14 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion; and
 - 21.2 the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

- 22 Membership is not transferable to anyone else.
- 23 Membership is terminated if:
- 23.1 the member dies or ceases to exist;
 - 23.2 otherwise in accordance with the Articles; or
 - 23.3 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution will nevertheless remain liable to pay to the Company any subscription or other sum owed by him or her.

General meetings (meetings of members)

- 24 The directors shall convene an annual general meeting in each year.
- 25 Not more than 15 months shall elapse between one annual general meeting and the next.
- 26 The business of each annual general meeting shall include:-

26.1 a report by the chair on the activities of the company

26.2 the election/re-election of directors.

27 The directors may convene an extraordinary general meeting at any time.

28 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

29 At least 14 clear days' notice must be given of general meetings.

30 The reference to "clear days" in article 29 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

31 A notice calling a meeting shall specify the date, time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 34) (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.

32 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.

33 Notice of every general meeting shall be given

33.1 in hard copy form

33.2 in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or

33.3 (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

34 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 a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 29 to 33; 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.

1. The first part of the report is a general introduction.

2. The second part is a description of the project.

3. The third part is a description of the results.

4. The fourth part is a discussion of the results.

5. The fifth part is a conclusion.

6. The sixth part is a list of references.

7. The seventh part is a list of appendices.

8. The eighth part is a list of figures.

9. The ninth part is a list of tables.

10. The tenth part is a list of symbols.

11. The eleventh part is a list of abbreviations.

12. The twelfth part is a list of acronyms.

13. The thirteenth part is a list of definitions.

14. The fourteenth part is a list of footnotes.

15. The fifteenth part is a list of references.

16. The sixteenth part is a list of appendices.

17. The seventeenth part is a list of figures.

18. The eighteenth part is a list of tables.

19. The nineteenth part is a list of symbols.

20. The twentieth part is a list of abbreviations.

21. The twenty-first part is a list of acronyms.

22. The twenty-second part is a list of definitions.

23. The twenty-third part is a list of footnotes.

24. The twenty-fourth part is a list of references.

25. The twenty-fifth part is a list of appendices.

26. The twenty-sixth part is a list of figures.

27. The twenty-seventh part is a list of tables.

35 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,

35.1 to alter its name

35.2 to alter any provision of these articles or adopt new articles of association.

36 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 against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 29 to 33.

Procedure at general meetings

37 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be fixed from time to time by the Directors.

38 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.

39 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

40 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.

41 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.

42 A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures

43 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):

43.1 shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or

43.2 shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require);

providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

- 44 An instrument of proxy which does not conform with the provisions of article 43, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 45 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 46 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.
- 47 The termination of a proxy's authority by the member appointing him does not invalidate the vote given or ballot demanded, unless the company receives notice of the termination before the commencement of the meeting or adjourned meeting. Such notice should be received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications).
- 48 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
- 49 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 persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); 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.
- 50 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.

Written resolutions

- 51 A resolution agreed to in writing (including by e-mail) by all the Directors will be as valid as if it had been passed at an AGM or Board meeting; the date of the resolution will be taken to be the date on which the last member agreed to it and it must be unanimous

Categories of director

- 52 For the purposes of these articles:

"Member Director" means a director (drawn from the membership of the company);

"Co-opted Director" means a (non-member) director appointed or re-appointed by the directors; and

"Executive Director" means a director appointed in pursuance of article 55.

Eligibility

- 53 A person shall not be eligible for election/appointment as a Member Director unless he/she is a member of the company; a person appointed as a Co-opted Director need not, however, be a member of the company.
- 54 Except in the case of an Executive Director, a person shall not be eligible for election/appointment as a director if he/she is an employee of the company.

Executive Director

- 55 For the purposes of these articles, the Executive Director is a Director who is also an employee of the organisation, in the role of Chief Executive or similar executive position. The Executive Director will not receive remuneration for being a Director but will be entitled to retain all remuneration, and pension and/or other benefits, paid or provided to them in their capacity as employees of the organisation, provided that: -
- 55.1 the Board agrees that it is in the interests of the Company for the services to be provided by the service provider for this amount;
 - 55.2 the maximum amount of remuneration is set out in a written agreement(s) and is reasonable in the circumstances;
 - 55.3 only a minimum of the Directors will receive remuneration under the agreement(s) once entered into;
 - 55.4 the Director receiving the remuneration does not partake in any discussions regarding that remuneration.

Election, retiral, re-election: Member Directors

- 56 At each annual general meeting, the members may elect any member (providing he/she is willing to act) to be a director (a "Member Director").
- 57 The directors may at any time appoint any member (providing he/she is willing to act) to be a director (a "Member Director").

Appointment/re-appointment: Co-opted Directors

- 58 In addition to their powers under article 56 and 57, the directors may at any time appoint any non-member of the company (providing he/she is willing to act) to be a director (a "Co-opted Director") either on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors.
- 59 At each annual general meeting, all of the Co-opted Directors shall retire from office – but shall then be eligible for re-appointment.

Appointment: Executive Directors

- 60 An Executive Director shall be appointed as the Board sees fit and he or she will continue to hold office as a director of the company as an employee of the company unless and until he/she ceases (for whatever reason) to hold that post.

Termination of office

- 61 A director shall automatically vacate office if:-

- 61.1 he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;
- 61.2 he/she becomes 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;
- 61.3 (in the case of a Member Director) he/she ceases to be a member of the company;
- 61.4 he/she becomes an employee of the company;
- 61.5 he/she resigns office by notice to the company;
- 61.6 he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office;
- 61.7 he/she is in breach of the Company's Code of Conduct;
- 61.8 He/she has been convicted of fraud or other crime involving dishonesty or misappropriation of funds;
- 61.9 His/her conduct or behaviour negatively impacts on the company and damages its reputation;
- 61.10 He/she is sequestered or subject to bankruptcy or insolvency proceedings as an individual or as a company director;
- 61.11 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

Register of directors

- 62 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

Office bearers

- 63 The directors may elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.

- 64 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.
- 65 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

- 66 Subject to the provisions of the Act and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.
- 67 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

- 68 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred from voting on the question of whether or not the company should enter into that arrangement.
- 69 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.
- 70 Provided:
- 70.1 he/she has declared his/her interest; and
- 70.2 he/she has not voted on the question of whether or not the company should enter into the relevant arrangement
- a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 70) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
- 71 For the avoidance of doubt, Executive Directors will be employees of the company, and will be entitled to retain all remuneration, and pension and/or other benefits, paid or provided to them in their capacity as employees of the company.
- 72 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 directors' meetings

- 73 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 74 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 75 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors.
- 76 In all proceedings of Directors each Director must not have more than one vote.
- 77 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 78 Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 79 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
- 80 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 81 A person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
- 82 For the avoidance of doubt, an Executive Director shall not be entitled to vote in relation to any matter concerning his/her terms and conditions of employment.
- 83 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.

Delegation to sub-committees

- 84 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.

85 Any delegation of powers under article 85 may be made subject to such conditions as the directors may impose and may be revoked or altered.

86 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Minutes

87 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

88 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

89 The directors shall prepare annual accounts, complying with all relevant statutory requirements.

90 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or authorised by ordinary resolution of the company.

Notices

91 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may 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 *or* (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.

92 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

93 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Indemnity

94 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) 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; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), 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 any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

- 95 The company shall be entitled to purchase and maintain for any director 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, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
"Address"	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
"Articles"	the Company's articles of association;
"asset-locked body"	means (i) a community interest company, a charity or a Permitted Industrial and Provident Society; or (ii) a body established outside the United Kingdom that is equivalent to any of those;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than Scotland England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
"Clear Days"	in relation to the period of a notice, 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;
"community"	is to be construed in accordance with accordance with Section 35(5) of the Company's (Audit) Investigations and Community Enterprise) Act 2004;
"Companies Acts"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
"Company"	The Re-Organisation Clydesdale CIC;

"Conflict of Interest"		any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;
"Director"		a director of the Company, and includes any person occupying the position of director, by whatever name called;
"Document"		includes, unless otherwise indicated, any Document sent or supplied in Electronic Form;
"Electronic Form"	and	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
"Electronic Means"		
"Hard Copy Form"		has the meaning given to it in the Companies Act 2006;
"Memorandum"		the Company's memorandum of association;
"paid"		means paid or credited as paid;
"participate"		in relation to a Directors' meeting;
"Permitted Industrial Provident Society"	and	an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
"Proxy"		has the meaning given in Article 44;
"the Regulator"		means the Regulator of Community Interest Companies;
"Secretary"		the secretary of the Company (if any);
"specified"		means specified in the memorandum and articles of association of the Company for the purposes of this paragraph;
"transfer"		includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property; and
"Writing"		the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Company.

CIC 36

Declarations on Formation of a Community Interest Company¹

*Please
complete in
typescript,
or in bold
black
capitals.*

Company Name in full

The RE:Organisation Clydesdale CIC

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

1. We/I, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community². [Insert a short description of the community, or section of the community, which it is intended that the company will benefit below]³

The company's activities will provide benefit to ...

The activities will result in the creation of training opportunities which teaches valuable skills and increases employability. The increase in employability contributes to a more stable economy. The creation of employment within the CIC itself and through the training. The recycling will improve the environment by diverting as much material from landfill as possible and by creating valuable jobs and training opportunities for people in South Lanarkshire.

Through the activities, there will be the benefit of increased confidence, moral and results in those individuals having pride in their homes and communities. By providing these activities the result is better tenants in social housing which leads to a reduction of antisocial behaviour and overall better communities to work and live in. Through the provision of employment opportunities there is a reduction in deprivation, improving health and wellbeing and reducing dependence on welfare benefits. The activities will increase the number of skilled and motivated workers in the labour market.

COMPANY NAME

The RE:Organisation Clydesdale CIC

SECTION B: Community Interest Statement – Activities & Related Benefit

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your proposed company is eligible to become a community interest company. It would be useful if you were to explain how you think your company will be different from a commercial company providing similar services or products for individual or personal gain.

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? (The community will benefit by...)
<p>To build a commercially dynamic, sustainable company to create an inclusive workplace offering long term unemployed and other disadvantaged adults and meaningful employment</p> <p>Developing a training element to offer the opportunity to learn the full range of skills required in up-cycling and manufacturing, and potentially increase our workforce.</p>	<p>offer cost-benefits to society and social added value to investors and merge employment and health improvements for disadvantaged people. By creating jobs and training opportunities make the local people more employable and reduce unemployment levels and turn the area into thriving communities. There is a reduction in the welfare costs to the government. Being in meaningful employment opportunities also provides health benefits to employees which in turn leads to reduced use of health services and provides a pathway to economic self-sufficiency. It makes the community in which it operates safer, by disrupting cycles of poverty, crime, anti-social behaviour, addiction and homelessness. It also aims to assist those in poverty and help unemployed people - particularly young people and women - make a valuable contribution to the local rural economy whilst developing confidence, employability skills and social networking opportunities.</p> <p>An increase in skills, personally and professionally, there is an increase in confidence and self-esteem and a greater employability. By taking positive steps to improve their own lives, they in turn, improve the lives of others and the communities in which they live. The staff will acquire new skills, increasing their contribution to the business and building their self-esteem and are motivated to achieve more within their employment</p>

<p>To up-cycle and re-purpose furniture and bric a brac for sale and the provision of leisure classes in up-cycling locally in the evening.</p> <p>Establish working relationships with local tradesmen to assist in delivering interior design and handyman services</p>	<p>By reducing the amount of goods that are put to landfill reduces solid waste in landfills and demonstrates sustainability and environmentalism, and reduces our overall carbon footprint. The activities converts waste products into value-added products and provides employment. The venture will help develop a sense of ownership and pride in tenanted properties amongst new tenants, particularly new tenants, vulnerable family units and young people in their first tenancies.</p> <p>The activities help people maximise use of resources. Social resources include building relationships within the community; using personal skills, knowledge and imagination. Environmental resources: reducing waste, energy, the need to manufacture for new goods. Economic resources: by re-investing profit in the community, using vacant commercial units in the town centre, stimulating and encouraging the development of micro-businesses in the rural area. For employment opportunities, the target beneficiaries are women and young people. The service - providing support to turn a house into a home - is aimed at further target groups: young people leaving care; those leaving prison; those leaving homelessness; and those in poverty. The goods offered for sale will benefit all local communities by offering a choice of household furniture items not available now.</p>
<p>If the company makes any surplus it will be used for...</p> <p>Reinvestment into the company to achieve its aims and objectives</p>	

(Please continue on separate sheet if necessary.)

COMPANY NAME

The RE:Organisation Clydesdale CIC

SECTION C:

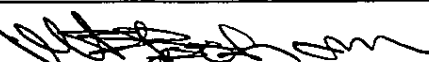
1. We/I, the undersigned, declare that the company in respect of which this application is made will not be:

- (a) a political party;
- (b) a political campaigning organisation; or
- (c) a subsidiary of a political party or of a political campaigning organisation.⁴

SECTION D:

Each person who will be a first director of the company must sign the declarations.

Signed



Date

14/10/14

Signed



Date

14/10/14

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

CHECKLIST

This form must be accompanied by the following documents:

- (a) Memorandum of Association
- (b) Articles of Association, which comply with requirements imposed by section 32 of the Act and Part 3 of the Regulations or which are otherwise appropriate in connection with becoming a community interest company
- (c) Form IN01- you need to indicate that the proposed company is adopting bespoke articles.
- (d) Any completed continuation sheets
- (e) A cheque for £35 made payable to Companies House

You do not have to give any contact information in the box opposite but if you do, it will help the Registrar of Companies 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.

Tel	
DX Number	DX Exchange

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

For companies registered in England and Wales: Companies House, Crown Way, Cardiff, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland: Companies House, 4th Floor, Edinburgh Quay 2, 139
Fountainbridge, EH3 9FF DX 235 Edinburgh

For companies registered in Northern Ireland: Companies House, 2nd Floor, The Linenhall, 32-38
Linenhall Street, Belfast, BT2 8BG

NOTES

¹ This form will be placed on the public record. Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to the Registrar of Companies with the other documents.

² The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations.

³ E.g. "the residents of Oldtown" or "those suffering from XYZ disease".

⁴ A company is not eligible to be formed as a community interest company if it will be an "excluded company". If you are not sure whether the company which you wish to form falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and of the related terms "election", "governmental authority", "public authority" and "referendum") in Regulation 2 of the Regulations before completing this form.