

FILE COPY



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

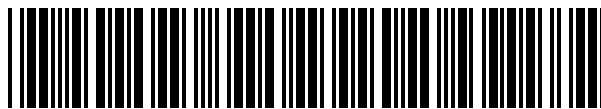
Company Number **728538**

The Registrar of Companies for Scotland, hereby certifies that

INDEPENDENT CATHOLIC SAFEGUARDING COMPANY LTD.

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

Given at Companies House, Edinburgh, on **4th April 2022**



NSC7285380



Companies House



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



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **04/04/2022**

XB17WGO3

Company Name in full: **INDEPENDENT CATHOLIC SAFEGUARDING COMPANY LTD.**

Company Type: **Private company limited by guarantee**

Situation of Registered Office: **Scotland**

Proposed Registered Office Address: **C/O BALFOUR & MANSON 56-66 FREDERICK STREET
EDINBURGH
UNITED KINGDOM EH2 1LS**

Sic Codes: **94990**

Company Director *1*

Persons with Significant Control (PSC)

Statement of no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

Statement of Guarantee

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:

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

Name: **LEO CUSHLEY**

Address **64 AITKEN STREET
AIRDRIE
ML6 6LT**

Amount Guaranteed **GBP1**

Name: **BRIAN MCGEE**

Address **64 AITKEN STREET
AIRDRIE
ML6 6LT**

Amount Guaranteed **GBP1**

Name: **JOE TOAL**

Address **64 AITKEN STREET
AIRDRIE
ML6 6LT**

Amount Guaranteed **GBP1**

Name: **BILL NOLAN**

Address **64 AITKEN STREET
AIRDRIE
ML6 6LT**

Amount Guaranteed **GBP1**

Name: **JOHN KEENAN**

Address **64 AITKEN STREET
AIRDRIE
ML6 6LT**

Amount Guaranteed **GBP1**

Name: **HUGH GILBERT**

Address **64 AITKEN STREET
AIRDRIE**

ML6 6LT

Amount Guaranteed

GBP1

Name:

STEPHEN ROBSON

Address

**64 AITKEN STREET
AIRDRIE
ML6 6LT**

Amount Guaranteed

GBP1

Statement of Compliance

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

<i>Name:</i>	LEO CUSHLEY
<i>Authenticated</i>	YES
<i>Name:</i>	BRIAN MCGEE
<i>Authenticated</i>	YES
<i>Name:</i>	JOE TOAL
<i>Authenticated</i>	YES
<i>Name:</i>	BILL NOLAN
<i>Authenticated</i>	YES
<i>Name:</i>	JOHN KEENAN
<i>Authenticated</i>	YES
<i>Name:</i>	HUGH GILBERT
<i>Authenticated</i>	YES
<i>Name:</i>	STEPHEN ROBSON
<i>Authenticated</i>	YES

Authorisation

<i>Authoriser Designation:</i>	subscriber	<i>Authenticated</i>	YES
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COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of Association of

INDEPENDENT CATHOLIC SAFEGUARDING COMPANY LTD.

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
LEO CUSHLEY	Authenticated Electronically
BRIAN MCGEE	Authenticated Electronically
JOE TOAL	Authenticated Electronically
BILL NOLAN	Authenticated Electronically
JOHN KEENAN	Authenticated Electronically
HUGH GILBERT	Authenticated Electronically
STEPHEN ROBSON	Authenticated Electronically

Dated: 04/04/2022

Company Number:

The Companies Act 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

Independent Catholic Safeguarding Company Ltd.

Incorporated on

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

Independent Catholic Safeguarding Company Ltd.

1. PRELIMINARY

- 1.1 The model articles of association for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008 No. 3229) (the "Model Articles") shall apply to the Company save in so far as they are excluded or modified hereby and such Model Articles and the articles set out below shall be the Articles of Association of the Company (the "Articles").
- 1.2 In these Articles, any reference to a provision of the Companies Act 2006 shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 1.3 Model Articles 3, 7(2), 9(2), 17, 19, 22(1) and 30(4) do not apply to the Company.
- 1.4 The headings used in these Articles are included for the sake of convenience only and shall be ignored in construing the language or meaning of these Articles.
- 1.5 In these Articles, unless the context otherwise requires, references to nouns in the plural form shall be deemed to include the singular and vice versa, references to one gender include all genders and references to persons include bodies corporate and unincorporated associations.

2. DEFINED TERMS

- 2.1 Model Article 1 shall be varied by the inclusion of the following definitions:

"secretary" means the secretary of the Company, if any, appointed in accordance with Article 11.1 or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary; and

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the Company is registered.

3. LIABILITY OF MEMBERS

- 3.1 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 is a member or within one year after he ceases to be a member, for -
 - (a) payment of the Company's debts and liabilities contracted before he ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

4. OBJECTS

- 4.1 The Company's objects, which relate to oversight of safeguarding policy and practice in the Catholic Church in Scotland, are:-
 - (a) to take account of the perspectives of victims and survivors of abuse in the development of safeguarding policy and practice;

- (b) to promote the safeguarding standards contained in 'In God's Image' and to advise the Bishops' Conference of any proposed amendments to 'In God's Image';
- (c) to monitor, review and report on compliance with these safeguarding standards and to make recommendations on improving practice;
- (d) to lead safeguarding learning in all Catholic jurisdictions in Scotland;
- (e) to develop processes to deal with whistle-blowing and with complaints about responses to safeguarding allegations in all Catholic jurisdictions in Scotland; and
- (f) to manage communications on aspects of national safeguarding policy and practice in the Catholic Church in Scotland.

5. METHOD OF APPOINTING DIRECTORS

Any person who is willing to be appointed to act as a director, and is permitted by law to do so, may be appointed a director by ordinary resolution, following the recommendations of the Board Chair who shall be appointed directly by the members.

6. DIRECTORS' GENERAL AUTHORITY

- 6.1 The directors of the Company have control over the affairs and property of the Company and are responsible for management of the Company's business. The directors have authority to exercise any powers of the Company which are necessary and/or incidental to the promotion of any or all of the objects of the Company set out at Article 4.1.

7. NO DISTRIBUTION TO MEMBERS

- 7.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set out at Article 4.1 and no part of such property and income may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.
- 7.2 Nothing in this Article 7 prevents any payment in good faith by the Company:-
- (a) of reasonable rent for premises demised or let by any member of the Company;
 - (b) to any director of expenses under Model Article 20; or
 - (c) of any premium in respect of any such insurance as is permitted by Model Article 39.
- 7.3 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company generally, but shall be given or transferred to:
- (a) a body or bodies having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company by virtue of this Article 6;
 - (b) if and so far as effect cannot be given to the provisions of paragraph (a), then to a body or bodies the objects of which are the promotion of charity and anything incidental or conducive thereto;

such body or bodies to be determined by the members of the Company at or before the time of dissolution (whether or not a recipient body is a member of the Company).

8. PROCEEDINGS OF DIRECTORS

- 8.1 The maximum and minimum number of directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one. Whenever the minimum number of directors is one, the general rule about decision-making by the directors

does not apply, and the sole director may take decisions without regard to any of the provisions of the Articles (including Model Article 11(2)) relating to directors' decision-making.

- 8.2 Subject to Article 8.3, notwithstanding the fact that a proposed decision of the directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that director may participate in the decision-making process for both quorum and voting purposes.
- 8.3 If the directors propose to exercise their power under section 175(4)(b) of the Companies Act 2006 to authorise a director's conflict of interest, the director facing the conflict is not to be counted as participating in the decision to authorise the conflict for quorum or voting purposes.
- 8.4 Subject to the provisions of the Companies Act 2006, and provided that (if required to do so by the said Act) he has declared to the directors the nature and extent of any direct or indirect interest of his, a director, notwithstanding his office:-
- (a) may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer or an employee of, or a party to any transaction or arrangement with, or otherwise interested in, any subsidiary of the Company or body corporate in which the Company is interested; and
 - (c) is not accountable to the Company for any remuneration or other benefits which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no transaction or arrangement is liable to be avoided on the ground of any such remuneration, benefit or interest.

9. UNANIMOUS DECISIONS

- 9.1 Model Article 8(2) is amended by the deletion of the words "copies of which have been signed by each eligible director" and the substitution of the following "where each eligible director has signed one or more copies of it" in its place. Model Article 8(2) shall be read accordingly.

10. TERMINATION OF DIRECTOR'S APPOINTMENT

- 10.1 In addition to the events terminating a director's appointment set out in Model Article 18, a person ceases to be a director as soon as that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors make a decision to vacate that person's office.

11. SECRETARY

- 11.1 The directors may appoint a secretary to the Company for such period, for such remuneration and upon such conditions as they think fit; and any secretary so appointed by the directors may be removed by them.

12. TERMINATION OF MEMBERSHIP

- 12.1 A member may withdraw from membership of the Company by giving notice to the Company in writing; and upon receipt by the Company of such notice, that member's membership is terminated immediately.

13. WRITTEN RESOLUTION OF MEMBERS

- 13.1 (a) Subject to Article 13.1(b), a written resolution of members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the Company.
- (b) The following may not be passed as a written resolution and may only be passed at a general meeting:-

- (i) a resolution under section 168 of the Companies Act 2006 for the removal of a director before the expiration of his period of office; and
- (ii) a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office.

13.2 On a written resolution every member has one vote.

14. NOTICE OF GENERAL MEETINGS

- 14.1 (a) Every notice convening a general meeting of the Company must comply with the provisions of:-
- (i) section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting; and
 - (ii) section 325(1) of the Companies Act 2006 as to the giving of information to members regarding their right to appoint proxies.
- (b) Every notice of, or other communication relating to, any general meeting which any member is entitled to receive must be sent to each of the directors and to the auditors (if any) for the time being of the Company.

15. QUORUM AT GENERAL MEETINGS

- 15.1 (a) If and for so long as the Company has one member only who is entitled to vote on the business to be transacted at a general meeting, that member present at the meeting in person or by proxy or, in the event that the member is a corporation, by corporate representative, is a quorum.
- (b) If and for so long as the Company has two or more members entitled to vote on the business to be transacted at a general meeting, two of such members, each of whom is present at the meeting in person or by proxy or, in the event that any member present is a corporation, by corporate representative, are a quorum.
- (c) Model Article 27(1) is modified by the addition of a second sentence as follows:-
- "If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefor or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved."

16. VOTING AT GENERAL MEETINGS

- 16.1 On a vote on a resolution at a general meeting on a show of hands or on a poll, every member present in person, by proxy or (being a corporation) by corporate representative has one vote.
- 16.2 Polls must be taken at the general meeting at which they are demanded and in such manner as the chairman directs.

17. DELIVERY OF PROXY VOTES

- 17.1 Model Article 31(1) is modified, such that a "proxy notice" (as defined in Model Article 31(1)) and any authentication of it demanded by the directors must be received at an address specified by the Company in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote; and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid.

18. COMMUNICATIONS

- 18.1 Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.

- 18.2 A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Company.
- 18.3 (a) If the Company sends or supplies notices or other documents by first class post and the Company proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting.
- (b) If the Company sends or supplies notices or other documents by electronic means and the Company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.
- (c) If the Company sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.
- (d) For the purposes of this Article 18.3, no account shall be taken of any part of a day that is not a working day.

19. COMPANY SEALS

- 19.1 Model Article 35(1) is modified, such that any common seal of the Company may be used by the authority of the directors or any committee of directors.
- 19.2 Model Article 35(3) is modified by the deletion of all words which follow the "," after the word "document" and their replacement with "the document must also be signed by:-
- (a) one authorised person in the presence of a witness who attests the signature; or
- (b) two authorised persons".

20. RULES

- 20.1 (a) The directors may make such rules as they consider necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership. In particular, and without prejudice to the generality of the foregoing, the directors may make rules regulating:-
- (i) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- (ii) the procedure at general meetings and meetings of the directors and committees of the Company (in so far as such procedure is not governed by these Articles); and
- (iii) any and all other matters as are commonly the subject matter of company rules.
- (b) The directors must adopt such means as they consider sufficient to bring to the notice of members of the Company all rules made under this Article.
- (c) Any rules made by the directors under this Article will be valid and binding as against all members of the Company for so long as such rules are in force.
- (d) The Company in general meeting may alter or repeal any rules made by the directors in accordance with this Article.

- 20.2 Nothing in this Article permits the directors of the Company to make any rules which are inconsistent with or affect or repeal anything in these Articles or in any resolution passed by members of the Company or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies.