



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

Company No. 286639

The Registrar of Companies for Scotland hereby certifies that

ENGENDER

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

Given at Companies House, Edinburgh, the 24th June 2005



\*NSC286639P\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

12



**Companies House**  
for the record

Please complete in typescript,  
or in bold black capitals.

CHWP000

### Declaration on application for registration

286639

Company Name in full

ENAGNER

I, SUSAN JENNIFER ROBERTSON

of ENGENDER, 26 ALBANY STREET

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

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

Declarant's signature

Sue Robertson

Declared at

28 ALBANY STREET, EDINBURGH

Day Month Year

On 16 06 2005

① Please print name.

before me ①

DAVID ALLAN

Signed

David Allan

Date

16.6.05

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

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

DAVID ALLAN, SOLICITOR + NOTARY PUBLIC, W.S.A.

28 ALBANY STREET, EDINBURGH

Tel 0131 557 8020

DX number

DX exchange



867 88YM56DE 0265  
COMPANIES HOUSE 23/06/05

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

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

or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2



Companies House

for the record

Please complete in typescript,  
or in bold black capitals.

CHFP000

# 30(5)(a)

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

**Company Name in full**

ENGENDER

I, SUSAN JENNIFER ROBERTSON  
of ENGENDER 26 ALBANY STREET

† Please delete as appropriate.

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

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

**Declarant's signature**

Sue Robertson

Declared at

28 ALBANY STREET, EDINBURGH

Day Month Year

on

16 06 2005

• Please print name.

before me •

DAVID ALLAN.

**Signed**

David Allan

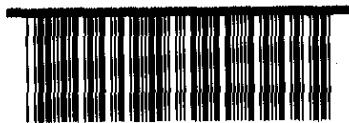
**Date**

16.6.05

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

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

DAVID ALLAN, SOLICITOR & NOTARY PUBLIC  
W.S.A.  
28 ALBANY STREET, EDINBURGH  
Tel 0131 557 8020  
DX number DX exchange



SCT SEYM46DD 0266  
COMPANIES HOUSE 28/06/05

Form revised June 1998

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for companies registered in England and Wales  
or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**

10



Companies House

for the record

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office

Company Name in full

ENGENDER

Proposed Registered Office

(PO Box numbers only, are not acceptable)

BASEMENT, 26 ALBANY STREET

Post town

EDINBURGH

County / Region

Postcode

EH1 3QH

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

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

14

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



SGT SEYM66DF 0264  
COMPANIES HOUSE 23/06/05

SGT SA6UG3Q1 0189  
COMPANIES HOUSE 10/03/05

ge

ENGENDER, BASEMENT,  
26 ALBANY STREET, EDINBURGH  
EH1 3QH Tel 0131-558-9596

DX number

DX exchange

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

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

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

v 08/02

# Company Secretary (see notes 1-5)

## Form 10 Continuation Sheet

CHWP000

Company Name

ENGENDER

NAME \*Style / Title

MS

\*Honours etc

\* Voluntary details

Forename(s)

ISLA MARY

Surname

HENDERSON

Previous forename(s)

Previous surname(s)

FERGUSON

Address †

87 QUEEN ST

BROUGHTY FERRY

Post town

DUDEE

County / Region

Postcode

DD5 1AF

Country

SCOTLAND UK.

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

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

Consent signature

Wm M Henderson

Date

15/01/05

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

Post town

County / Region

Postcode

Country

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

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

*Please list directors in alphabetical order*

MS

\*Honours etc

\* Voluntary details

Forename(s)

LORNA McNeil

**Surname**

AHLQUIST

Previous forename(s)

Previous surname(s)

**Address** <sup>††</sup>

Holymoor, Innellan, Dunbar,

Post town

~~A~~ Dynos

County / Region

Argyll

Postcode

PA237SP

Country

Day      Month      Year

**Date of birth**

2 | 4 | 1 | 2 | 1 | 9 | 5 | 3

**Nationality** American

### Business occupation

Self employed, consultant & facilitator

## Other directorships

NONE

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

### Consent signature

6 above

Date \_\_\_\_\_

15/1/05

**This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).**

**Signed**

**Signed**

**Signed**

**Signed**

**Signed**

**Signed**

**Signed**

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

*Please list directors in alphabetical order*

MS

\* Voluntary details

KATE

ARNOT

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

33, ALMA STREET

FALKIRK

STIRLINGSHIRE

FK2 717

# SCOTLAND

0	7	0	9	1	9	4	7
---	---	---	---	---	---	---	---

SCOTTISH

## RESOURCE WORKER

~~CS~~ RECL SC208570

### Consent signature

K. J. Aret

Date \_\_\_\_\_

15/01/2005

**This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).**

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

*Please list directors in alphabetical order*

MS

\*Honours etc

\* Voluntary details

Forename(s)

JOAN

Surname

BREE

Previous forename(s)

Previous surname(s)

Address <sup>††</sup>

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

92 MONTGOMERY STREET.

Post town

EDINBURGH

County / Region

Postcode

Et 7 5HE

Country

SCOTLAND

Day      Month      Year

**Date of birth**

21051954

### Nationality

BRITISH.

### Business occupation

COMMUNICATIONS OFFICER

## Other directorships

NONE

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

**Consent signature**

7. Bree

Date \_\_\_\_\_

15/01/05

**This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).**

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

*Please list directors in alphabetical order*

MS	*Honours etc	
----	--------------	--

SAMANTHA ANNE

HARDIE

1

SHANNON

25

88 DICKSON ST.

EDINBURGH

EH6 8QQ

SCOTLAND

2	5	0	9	1	9	5	0
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ANGLO-SCOT

PROTECT MANAGER

- ACOSUO 34311359

\_\_\_\_\_

S. A. Harvie

$$15 \mid 1 \mid 04$$

**Signed**

Downloaded from <http://ajph.org/> on November 10, 2015

Date \_\_\_\_\_

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**Signed**

\_\_\_\_\_

Date \_\_\_\_\_

\_\_\_\_\_

**Signed**

\_\_\_\_\_

Date \_\_\_\_\_

\_\_\_\_\_

**Signed**

\_\_\_\_\_

Date \_\_\_\_\_

\_\_\_\_\_

**Signed**

\_\_\_\_\_

Date \_\_\_\_\_

**Signed**

\_\_\_\_\_

Date \_\_\_\_\_

\_\_\_\_\_

**Signed**

\_\_\_\_\_

Date \_\_\_\_\_

\_\_\_\_\_

## Directors (see notes 1-5)

Please list directors in alphabetical order

\* Voluntary details

NAME \*Style / Title

MS

\*Honours etc

Forename(s)

ISLA MARY

Surname

HENDERSON

Previous forename(s)

Previous surname(s)

FERGUSON

Address <sup>††</sup>

87 QUEEN STREET

BROUGHTY FERRY

Post town

DUNDEE

County / Region

Postcode

DD5 1AF

Country

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

Date of birth

Day Month Year

11 4 01 19 34

Nationality

BRITISH

Business occupation

RETIRED

Other directorships

NONE

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

Consent signature

W. M. Henderson

Date

15-01-05

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e. those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

\* Voluntary details

NAME \*Style / Title

MS

\*Honours etc

Forename(s)

HELEN EUGENIA

Surname

KAY

Previous forename(s)

Previous surname(s)

IRVING

Address ††

7 KINGS CRAMOND

Post town

EDINBURGH

County / Region

Postcode

EH4 6RL

Country

SCOTLAND

Date of birth

Day Month Year

03 11 1945

Nationality

BRITISH

Business occupation

RESEARCH

Other directorships

NONE

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

Consent signature

Helen E. Kay

Date

15 January 2005

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date



*Please list directors in alphabetical order*

MS

\*Honours etc

\* Voluntary details

Forename(s)

SUSAN

Surname

MDFFAT

Previous forename(s)

Previous surname(s)

**Address** <sup>††</sup>

23 WELLINGTON STREET

Post town

EDINBURGH

County / Region

LOTHIAN

Postcode

EN7 SEE

Country

SCOTLAND

Day      Month      Year

**Date of birth**

0	7	0	3	1	9	4	7
---	---	---	---	---	---	---	---

### Nationality

BRITISH

**Business occupation:**

SENIOR HEALTH PROMOTION SPECIALIST

## Other directorships

NONE

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

### Consent signature

Susan Moffat

Date \_\_\_\_\_

15.1.05

**This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).**

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

**Signed**

Date \_\_\_\_\_

*Please list directors in alphabetical order*

M5

\_\_\_\_\_

MARSHA

SCOTT

\_\_\_\_\_

\_\_\_\_\_

352 CASTLEHILL

EDINBURGH

# MIDLOTHIAN

EH1 2NF

OK

2	1	0	9	1	9	5	3
---	---	---	---	---	---	---	---

USA

# HEALTH OFFICER

NONE

**Consent signature**

Date \_\_\_\_\_

15/1/05

**Signed**

**Signed**

**Signed**

**Signed**

**Signed**

**Signed**

**Signed**

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

## Directors (see notes 1-5)

Please list directors in alphabetical order

\* Voluntary details

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

NAME \*Style / Title

MS

\*Honours etc

Forename(s)

LESLEY ANNE KEITH

Surname

SUTHERLAND

Previous forename(s)

-

Previous surname(s)

-

Address ††

290 MILTON ROAD EAST

Post town

EDINBURGH

County / Region

MIDLOTHIAN

Postcode

EH15 2PQ

Country

SCOTLAND

Date of birth

Day Month Year

07 11 1950

Nationality

SCOTTISH

Business occupation

ASSISTANT DIRECTOR

Other directorships

CENTRE FOR SCOTTISH PUBLIC POLICY<sup>SC</sup> 123923

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

Consent signature

Lesley Sutherland

Date

15/01/05

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## Company Secretary (see notes 1-5)

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

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

☐

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

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MS	*Honours etc	
Forename(s)		KATHLEEN MARY		
Surname		DAVIES		
Previous forename(s)		—		
Previous surname(s)		—		
Address <sup>††</sup>		15 AVONDALE PLACE		
Post town		EDINBURGH		
County / Region		MIDLOTHIAN	Postcode	EH3 5HX
Country		SCOTLAND		

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

☐

Day Month Year

Date of birth

24 08 1945

Nationality

BRITISH

Business occupation

EDITOR

Other directorships

NONE

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

Consent signature

Kathleen M. Davies

Date

26/1/05

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	MS		<b>*Honours etc</b>						
<b>* Voluntary details</b>	<b>Forename(s)</b>	JACQUELINE								
	<b>Surname</b>	SCOTT								
	<b>Previous forename(s)</b>	—								
	<b>Previous surname(s)</b>	—								
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	<b>Address ††</b>	2 HAINING VALLEY STEADING								
		WHITECROYS								
	<b>Post town</b>	BY LINLITHGOW								
	<b>County / Region</b>		<b>Postcode</b>	EH49 6LN						
	<b>Country</b>	SCOTLAND								
	<b>Date of birth</b>	Day	Month	Year	<b>Nationality</b>					
		3	1	0	1	1	9	5	7	BRITISH
	<b>Business occupation</b>	(EXECUTIVE) DIRECTOR								
	<b>Other directorships</b>	COMMUNITY ENTERPRISE LIMITED SC107265 RESIGNED JAN '05								
	I consent to act as director of the company named on page 1									
	<b>Consent signature</b>				<b>Date</b>	15/1/05				

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

Date

15/1/05

Signed

J. Bree

Date

15/1/05

Signed

W. Henderson

Date

15-01-05

Signed

K. J. Arnold

Date

15/01/2005

Signed

Susan Moffat

Date

15.1.05

Signed

Date

15/01/05

Signed

Date

15/01/05

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Ms		*Honours etc	
* Voluntary details	Forename(s)	SUE			
	Surname	ROBERTSON			
	Previous forename(s)				
	Previous surname(s)				
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	34 SAUGHTON HALL DRIVE			
	Post town	EDINBURGH			
	County / Region		Postcode	EH 12 5TN	
	Country				
	Date of birth	Day	Month	Year	Nationality
		12	07	1950	BRITISH
	Business occupation	DIRECTOR, VOLUNTARY ORGANISATION			
	Other directorships	SCOTTISH OUT OF SCHOOL CARE NETWORK SC 200662			
		THE FURNITURE PROJECT (TAYSIDE) SC 203869			
		THE FURNITURE PROJECT (DUNDEE) SC 262747			
		I consent to act as director of the company named on page 1			
	Consent signature	Sue Robertson		Date	15/1/05

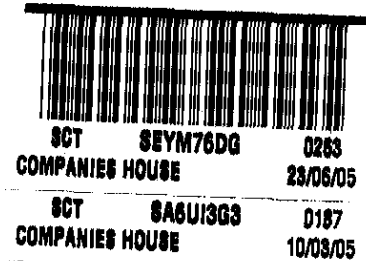
This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed	Lesley Sutherland	Date	15/01/05
	Signed	S. A. Manhe	Date	15/01/05
	Signed	Akh & Ky	Date	15/01/05
	Signed	Ca celm	Date	15/01/05
	Signed	Sue Robertson	Date	15/1/05
	Signed	Kate Annan Davis	Date	26/1/05
	Signed		Date	

**THE COMPANIES ACT 1985  
AS AMENDED BY THE COMPANIES ACT 1989**

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

**MEMORANDUM OF ASSOCIATI**

**OF  
ENGENDER**



1. The name of the company shall be **ENGENDER**
2. The Registered Office of **ENGENDER** will be situated in Scotland.
3. The Object of **ENGENDER** is to
  - To advance the education of the general public about matters relating to the relative position of men and women in Scottish society
  - To promote the equality of women with men
  - To relieve poverty among women
  - To promote, encourage and facilitate the activities of charities and charitable activities and work with women in Scotland and elsewhere.
4. **ENGENDER** shall have the following powers exercisable in furthermore of the foregoing objects but not for any other purpose:-
  - 4.1 To raise, spend and hold funds
  - 4.2 To employ staff
  - 4.3 To purchase, lease or otherwise acquire and hold any heritable or real or personal property, any rights, privileges or licences necessary, convenient or desirable for the objects of **ENGENDER** and construct, alter and maintain any houses or buildings or other property required for such purposes and to sell, manage, improve, develop, repair, lease or otherwise deal with all or any part of the undertaking, property, rights or privileges of **ENGENDER** as may be thought expedient in promoting the objects of **ENGENDER**.
  - 4.4 To accept subscriptions, bequests, grants and donations (whether of heritable, real or personal estate) and whether subject to any special trust or not for all or any of the purposes of **ENGENDER**.
  - 4.5 To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of **ENGENDER** whether by way of donations, annual subscriptions, grants, loans or otherwise and, without prejudice to the generality of the foregoing, to request donations or other contributions to **ENGENDER** from any persons for whom a service is provided.
  - 4.6 To invest the monies of **ENGENDER** not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject to such requirements as may be required by law.
  - 4.7 To draw, make, accept, execute and endorse cheques, promissory notes, bills of exchange and other negotiable instruments.

- 4.8 To pay from funds of ENGENDER costs, charges and expenses of and necessary for formation of and registration of ENGENDER.
- 4.9 To print and publish or commission any newsletter, articles, periodicals, books, or leaflets necessary for the promotion of the objects of ENGENDER.
- 4.10 To effect such insurance against risks of all kinds as may be considered necessary by the Management Committee.
- 4.11 To purchase or otherwise acquire and take over all or any part of any undertaking which ENGENDER may lawfully acquire or take over the property, assets, liabilities and engagements of any one or more charitable companies, societies, associations or bodies having objects similar to those of ENGENDER and to amalgamate with any such companies, societies, associations or bodies.
- 4.12 To act in concert, or make any arrangements, with any company, corporation, central government department, local or public authority, society or other body, person or organisation now or hereafter constituted, with a view to promoting any objects of ENGENDER.
- 4.13 To manufacture, buy, sell, rent, let on hire and deal all articles and commodities, of whatsoever nature, as may be deemed suitable for promoting the objects of ENGENDER.
- 4.14 To administer and distribute funds raised in furtherance of the above objects.
- 4.15 To undertake and execute charitable trusts, gratuitously or otherwise, the undertaking whereof may be incidental to the attainment of the objects of the Company or any of them
- 4.16 To do all such other lawful things as may be incidental or conducive to the attainment of any of the above objects in any part of the world.

And it is declared that in this clause where the context so admits, "property" means property, heritable or moveable, real or personal, wherever situated.

- 5.1 Subject to clause 5.2:
- a) The income and property of ENGENDER shall be applied solely towards the promotions of its objects as set out in this Memorandum of Association;
  - b) No part of the income and property of ENGENDER shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to members of ENGENDER.
  - c) No individual management Committee member shall be appointed to any office of ENGENDER in respect of which a salary or fee is paid; and
  - d) No benefit in money or money's worth shall be given by ENGENDER to any Management Committee member for their services as a committee member except repayment of out of pocket expenses.
- 5.2 ENGENDER shall, notwithstanding the provisions of clause 5.1 be entitled:
- a) To pay reasonable and proper remuneration to any Management Committee member or member of ENGENDER for any services actually rendered to ENGENDER;
  - b) To pay interest on any money lent by any member of ENGENDER at a rate per annum not exceeding whichever is the higher of six per cent per annum or two per cent over the base rate of the bank used by ENGENDER (or such a rate as is substituted therefore);

- c) To pay reasonable rent at a rate not exceeding the open market rent for premises let to ENGENDER by any Management Committee member or member of ENGENDER; and
  - d) To purchase assets from, or sell assets to, any Management Committee member or member of ENGENDER providing such purchase is at market value.
6. The liability of members is limited to £1.
  7. Every member of ENGENDER undertakes to contribute to the assets of ENGENDER in the event of its being wound up while he or she is a member or within one year thereafter for payment of the debts and liabilities of ENGENDER contracted before ceasing to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves such amount as may be required not exceeding one pound.
  8. If upon the winding up or dissolution (except in the case of a reconstruction or amalgamation between charitable trusts having similar objects) of ENGENDER there remains after satisfaction of all its proper debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of ENGENDER but shall be given or transferred to some other charitable body or bodies (whether incorporated or unincorporated), having objects similar to the objects of ENGENDER, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is herein before imposed on ENGENDER, such charitable body or bodies to be determined by the members of ENGENDER at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some other object which the law regards as charitable.

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

Names and Address's of subscribers:

SUSAN MOFFAT  
23 WELLINGTON ST.  
EDINBURGH EH7 5EE

*Susan Moffat*

SUE ROBERTSON  
34 SAUGHTONHALL DRIVE  
EDINBURGH EH12 5TN

*Sue Robertson*

JOAN BREE  
92 MONTGOMERY STREET  
EDINBURGH EH7 5HE

*J. Bree.*

ISLAMARY HENDERSON  
87 QUEEN ST B/FERRY DUNDEE DD5 1AF

*Islamary Henderson*

Marsha Scott  
352 (3FI) Castlehill, Edinburgh EH1 2NF

*Marsha Scott*

ANNE MEIKLE  
92 LANGSIDE AVENUE  
GLASGOW G41 2TR

~~AMLE~~

KATE ARNOT  
33, ALMA STREET  
FALKIRK  
FK2 7TH

K. J. Arnot

LESLEY SUTHERLAND  
290 MILTON ROAD EAST  
EDINBURGH EH15 2P

Lesley Sutherland

Sam Hardie  
WOW  
137 Buccleuch St  
Edinburgh  
EH6 9NF

So. A. Hardie

LORNA AULQUIST  
Hollyrood, Inverlan, Dupess  
Argyll PA23 7SP

Lorna Aulquist

Helen Kay  
7 Kings Cramond  
Edinburgh EH4 6RL

Helen Kay

JACQUILINE SCOTT  
2 HAINING VALLEY STEADING  
WHITECROBS

Jacqueline Scott

BY LINLITHGOW  
EH49 6LN

KATHLEEN M DAVIES  
15 AVONDALE PLACE  
EDINBURGH EH3 5HX

Kathleen Davies

Dated ~~Twenty sixth~~ day of January 2005

Witness to the above signatures:-

M D THOMAS  
ENGINEER  
26 ALBANY STREET  
EDINBURGH  
EH1 3QH

M D Thomas

**THE COMPANIES ACT 1985  
AS AMENDED BY THE COMPANIES ACT 1989**

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

**ARTICLES OF ASSOCIATION  
ENGENDER**

**INTERPRETATION**

1. In these Articles:-

"the Act" means the Companies Act 1995 including any statutory modification or re-enactment thereof for the time being in force.

"ENGENDER" means the above named company.

"the Articles" means these Articles of Association of ENGENDER.

"Management Committee member" means any person appointed to perform the duties of a Director of ENGENDER, in accordance with the Act.

"Secretary" means the Secretary of ENGENDER or any other person appointed to perform the duties of the Secretary of ENGENDER, including joint, assistant or deputy Secretary.

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

"Convener" means the person duly appointed to take the chair at a meeting.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles became binding on ENGENDER.

**MEMBERSHIP**

2. The number of members with which ENGENDER is registered is unlimited.
3. The subscribers to the Memorandum of Association of ENGENDER and such other persons as shall be admitted to membership in accordance with these Articles shall be members of ENGENDER.
  - 4.1 Membership is open to
  - 4.2 any woman and
  - 4.3 any non- statutory/non governmental women's organisation or organisation whose work is predominantly involved with women's issues or any organisation which has a section predominantly involved with women's interests, and which nominates a woman as its representative. Members must subscribe to the objects of Engender and have paid an annual membership subscription.
5. The annual subscription for each category of membership shall be such sum as may from time to time be determined by ENGENDER in general meeting.

## **GENERAL MEETINGS**

6. The first Annual General Meeting of ENGENDER shall be held within eighteen months of its incorporation and subsequent Annual General meetings shall be held once in each calendar year thereafter. Subject to the foregoing, Annual General Meetings of ENGENDER shall be held at such a time (not being more than 15 months after the holding of the preceding Annual General Meeting) and at such a place as the Management Committee shall determine.
7. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
8. An Extraordinary General Meeting shall be convened by the Management Committee whenever it thinks fit or on requisition by members (under section 368 of the Act) or on requisition by a resigning auditor (under section 392A of the Act).

## **NOTICE OF GENERAL MEETINGS**

9. At least 21 days clear notice of every Annual General Meeting and of every Meeting convened to pass a Special Resolution, and at least 14 days clear notice of every other General Meeting shall be given in writing by the Secretary to each member, member of the Management Committee and the Auditors.
10. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive such notice shall not invalidate the proceeding at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Management Committee in the place of those retiring, and the appointment, and the fixing of the remuneration, of the Auditors.
12. No business shall be transacted at any General Meeting unless a quorum is present; 3 persons entitled to vote upon the business transacted, each being a member shall be a quorum, or such other number as ENGENDER shall from time to time determine.
13. If the quorum required under the preceding article is not present within half an hour after the time appointed for the Meeting, or if during a Meeting such a quorum ceases to be present, the Meeting shall stand adjourned to such time and place and within 21 days of the original notice as may be fixed by the Convener of the meeting. At least 7 days clear notice shall be given of any reconvened meeting. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the Meeting, the members present shall be a quorum.
14. The Convener of ENGENDER, or in her absence the Deputy Convener shall preside as Convener at every General Meeting of ENGENDER. If neither the Convener or any Deputy Convener is present and willing to act within fifteen minutes of the time appointed for holding the Meeting, the ordinary members present shall choose some other member of the Management Committee or, if no such member shall be present and willing to act, they shall choose some other attending member of ENGENDER to act as Convener.
15. The Convener may, with the consent of any Meeting at which a quorum is present (and if so directed at the Meeting), adjourn the Meeting from time to time and place to place, but no business shall be transacted at any adjourned Meeting which differs from the business

of the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

16. At all General Meetings a resolution put to vote of the Meeting shall be decided on by a show of hands by a majority of the members present in person and entitled to vote.
17. Every member shall have one vote.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the Convener of the meeting shall be entitled to a casting vote in addition to any other vote she may have.
19. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the Convener of the meeting whose decision shall be final and conclusive.

### **MANAGEMENT COMMITTEE**

20. The Management Committee shall consist of not more than twenty and not less than 5 elected members, of whom not less than 60% shall be individual members. Until the first Annual General Meeting of ENGENDER, the management committee shall consist of the subscribers hereof and such other persons as shall be appointed by them and agree to act in this capacity.
21. Any member who wishes to be considered for election as a member of the Management Committee at an Annual General Meeting shall lodge with ENGENDER a written notice of his or her willingness to be elected (in such form as the Management Committee require), signed by him or her, at any time up to commencement the Annual General Meeting.
22. The Management Committee may at any time appoint any member as a member of the Management Committee (providing he or she is willing to act) either:-
  - a) To fill a vacancy created by any member of the Management Committee vacating office. Any person so appointed shall retain his or her office until the next AGM when they will be eligible for election
  - b) An additional member of the Management Committee. Any member so appointed shall retain his or her office only until the next Annual General Meeting, but he or she shall then be eligible for election.
23. No person who is not a member of ENGENDER shall in any circumstances be eligible to hold office as a member of the Management Committee, but may attend as a non-voting observer
24. ENGENDER may from time to time in General Meeting increase or decrease the number of members of the Management Committee, and may make the appointments for effecting such increase.
25. In addition to the foregoing retirement provisions, the office of a member of the Management Committee shall be vacated if:-
  - a) She or the constituent organisation becomes bankrupt or makes any arrangement or composition with his or her or its creditors;
  - b) She becomes incapable for medical reasons of fulfilling the duties of his or her office and such a capacity is expected to continue for a period of more than six months;
  - c) She or the constituent organisation ceases to be a member of ENGENDER;
  - d) She becomes an employee of ENGENDER;

- e) She resigns office by notice in writing to ENGENDER;
- f) She fails to attend two meetings of the Management Committee in any year without providing an explanation acceptable to the Management Committee and the management Committee resolve to remove him or her from office.

#### **APPOINTMENT OF OFFICE BEARERS**

- 26. At the first meeting after the AGM the committee will appoint the offices of Convener, Deputy Convener, Treasurer, Company Secretary and such other posts as the Management Committee may consider appropriate.
- 27. The appointment of any Management Committee member as an office holder shall terminate if he or she ceases to be a member of the Management Committee or if he or she resigns from such office by notice to ENGENDER.
- 28. If the appointment of any office bearer terminates under the preceding article, the members of the Management Committee may at their next meeting appoint another management Committee member to fill the vacancy; any person so appointed shall (subject to article 45) hold office until the conclusion of the first Annual General meeting which follows such appointment.

#### **DIRECTORS INTERESTS**

- 29. Any member of the Management Committee who is in any way, whether directly or indirectly, interested in a contract with ENGENDER shall declare the nature of his or her interest at a meeting of the Management Committee in accordance with the provisions of section 199 of the Act. Any member of the Management Committee who receives remuneration from ENGENDER shall absent himself or herself from that part of the meeting at which any item related to his or her remuneration is discussed and shall not be counted towards a quorum for any such meeting.

#### **POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE**

- 30. The business of ENGENDER shall be carried out by the Management Committee who shall be responsible for employing staff to carry out the foregoing on their behalf the policy of ENGENDER and for the administration management of ENGENDER. The Management Committee generally may exercise all such powers of ENGENDER and control the affairs and property of the network and do on its own behalf all such acts as may be exercised and done by ENGENDER, and as are not by statute or by these Articles required to be exercised or done by the service in General meeting; subject nevertheless to the provisions of the Act and of these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the ENGENDER in General Meeting. No regulation, however, made by the ENGENDER in General Meeting shall invalidate any prior act of the Management Committee which would have been valid had that regulation not been made.
- 31. The Management Committee shall appoint and employ such officers and staff as they consider necessary, and shall (subject to the provisions of the Memorandum of Association) regulate their duties and fix their salaries.
- 32. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the service, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Management Committee shall from time to time determine.
- 33. The Management Committee shall ensure that Minutes are made in books provided for the purpose:-

- a) Of all appointments of officers and staff made by the Management Committee;
- b) Of the names of the members of the Management Committee present at each meeting thereof; and
- c) Of all resolutions and proceedings at all meetings of the Management Committee.

### **PROCEEDINGS OF THE MANAGEMENT COMMITTEE**

- 34. The Management Committee shall meet not less than five times in each year, and may adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a simple majority of the votes. In the case of an equality of votes, the Convener of the meeting shall have a second or casting vote.
- 35. The quorum necessary for the transaction of the business of the Management Committee shall be 4, of whom at least one shall be an office bearer.
- 36. The Convener, or in her absence, the Deputy Convener present shall preside at meetings of the Management Committee. In the absence of both the Convener and the Deputy Convener, the members of the Management Committee shall choose one of those present to be the Convener of the meeting.
- 37. The continuing members of the Management Committee may act notwithstanding any vacancy in their body, but if their number is reduced below the lowest number fixed in accordance with article 34 hereof, the continuing members of the Management Committee may act for the purpose of increasing the number of its members to that number, or of summoning a General Meeting of ENGENDER but for no other purpose.
- 38. The Management Committee shall have the power to set up sub-committees as it may think appropriate from time to time, and may determine their terms of reference, powers, duration and composition. No sub-committee shall have the power to bind ENGENDER without prior approval of the Management Committee.
- 39. All acts done by any meeting of the Management Committee or of any subsidiary committee or group, or by any person acting as a member of the foregoing, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that he or she was disqualified, be as valid as if every such person had been appointed and was duly qualified to be a member of the relevant committee.
- 40. The Management Committee may also delegate to the Convener or any of its members such of their powers as they consider desirable to be exercised by her.

### **ACCOUNTS**

- 41. The Management Committee shall cause proper books of account to be kept with respect to:-
  - a) All sums of money received and expended by ENGENDER and the matters in respect of which the receipt and expenditure takes place;
  - b) All sales and purchases of goods by ENGENDER; and
  - c) The assets and liabilities of ENGENDER.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of ENGENDER's affairs and to explain its transactions.

- 42. The books of account shall be kept at the registered office of ENGENDER or subject to sections 222(1) and 222(2) of the Act, at such other place as the Management Committee

shall think fit, and shall be open to the inspection of the members of the Management Committee.

43. The Management Committee shall from time to time determine whether and to what extent and at what times and places the accounts and books of ENGENDER shall be open to the inspection of the members not being members of the Management Committee. No member, not being a member of the Management Committee shall have any right of inspecting any account or book or document of ENGENDER except as conferred by statute or authorised by the Management Committee or by the service in General Meeting.
44. The Management Committee shall from time to time in accordance with the Act, cause to be prepared and to be laid before ENGENDER at its Annual General Meeting such profit and loss accounts, balance sheets and reports as required by the Act.
45. Once at least in every year the accounts of ENGENDER shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by the auditors.
46. The Auditors shall be appointed and their duties regulated in accordance with Sections 37 and Chapter V of Part VII of the Act.
47. A notice may be served by ENGENDER upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the Register of Members.
48. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.
49. Clause 8 of the Memorandum of Association of ENGENDER shall have effect as if the provisions thereof were repeated in these Articles.

Names and addresses of subscribers:

SUSAN MOFFAT  
23 WELLINGTON ST  
EDINBURGH EH7 5EG

*Susan Moffat*

Joan BREE  
92 MONTGOMERY STREET  
EDINBURGH EH7 5TE

*J. Bree.*

SUE ROBERTSON  
34 SAUGHTONHALL DRIVE  
EDINBURGH EH12 5TN

*Sue Robertson*

Ms MARY HENDERSON  
87 QUEEN ST B/FERRY DUNDEE DD5 1AF

*Mary Henderson*

Marsha Scott  
352 Castlehill, Edinburgh EH1 2NF

*Marsha Scott*

LESLEY SUTHERLAND  
290 MILTON ROAD EAST  
EDINBURGH EH15 2PQ

Lesley Sutherland

Sam Hardie  
WOW  
137 Buccleuch St  
EH8 9NE

So. A-Hardie.

LORNA AHLQUIST  
HOLYROOD, Inverleith  
DUNDEE, ARGYLL PA23 7SP

Lo Ahlquist

Helen Kay  
7 Kings Cramond,  
Edinburgh EH4 6RL

Helen Kay

JACQUELINE SCOTT  
2 HAINING VALLEY STEADING  
WHITECROSS  
BT LINLITHGOW EH49 6LN

JMS

KATE ARNOT  
33, ALMA STREET  
FALKIRK FK2 7TH

K. J. Arnot

ANNE MEIKLE  
92 LANGSIDE AVENUE  
GLASGOW G41 2TR.

AME

Dated twenty-sixth day of January 2005

Witness to the above signatures:-

M D THOMAS  
ENGENDER  
26 ALBANY STREET  
EDINBURGH EH1 3QH

M D Thomas