

9C 234255



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

of

Cumbræ Community Development Company

1. The company's name is "Cumbræ Community Development Company".
2. The company's registered office is to be situated in Scotland
3. The company's objects are
 - (1) To relieve poverty among the residents of the Island of Cumbræ ("the Operating Area").
 - (2) To provide or assist in the provision within the Operating Area of facilities for recreation and other leisure time occupation available to the public at large with a view to improving their conditions of life.
 - (3) To promote for the public benefit the preservation of (whether wholly or in part) of buildings and other structures of historic and/or architectural significance located within the Operating Area.
 - (4) To advance education among the residents of the Operating Area, particularly among young people and the unemployed
 - (5) To relieve employment within the Operating Area for the public benefit in such ways as may be thought fit, including assistance to find employment
 - (6) To provide or assist in the provision of housing for people in necessitous circumstances within the Operating Area
 - (7) To promote and/or provide training in skills of all kinds, particularly such skills as will assist residents of the Operating Area in obtaining paid employment.
 - (8) To preserve, restore and improve the environment within the Operating Area through (i) protection and/or preservation of the natural environment and (ii) the provision, maintenance and/or improvement of public open space and other public amenities and other environmental and townscape regeneration projects, and in doing so, to seek wherever appropriate (but subject to appropriate safeguards to ensure that the public benefit so arising clearly outweighs any private benefit thereby conferred on private landowners) to

carry out works of reclamation, remediation, restoration and other operations to facilitate the use for those purposes of land whose use has been prevented or restricted because of previous use.

- (9) To relieve ill health and promote good health, particularly among residents of the Operating Area.
- (10) To promote, establish, operate, and/or support other schemes of a charitable nature for the benefit of the residents of the Operating Area

In pursuance of those aims (but not otherwise), the company shall have the following powers:

- (a) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.
- (b) To carry on any other activities which further any of the above objects.
- (c) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company
- (d) To establish, operate and/or support workspace projects
- (e) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.
- (f) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- (g) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company
- (h) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- (i) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- (j) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- (k) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex members of staff and their dependants.

(l) To engage such consultants and advisers as are considered appropriate from time to time.

(m) To effect insurance of all kinds (which may include officers' liability insurance)

(n) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).

(o) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.

(p) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the company's objects

(q) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities

(r) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them)

(s) To oppose, or object to, any application or proceedings which may prejudice the company's interests

(t) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co operation or mutual assistance with any charitable body.

(u) To do anything which may be incidental or conducive to the furtherance of any of the company's objects

And it is declared that

(i) in this clause, "property" means any property, heritable or moveable, wherever situated

(ii) in this clause, and throughout this memorandum of association,

(A) the expression "charity" shall mean a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 96 of the Charities Act 1993

(B) the expression "charitable purpose" shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of sections 505 and 506 of the Income and Corporation Taxes Act 1988,

(iii) any reference in this memorandum of association to a provision of any legislation shall include any statutory modification or re enactment of that provision in force

from time to time

4. (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3 of this memorandum of association).

(b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.

(c) No director of the company shall be appointed as a paid employee of the company, no director shall hold any office under the company for which a salary or fee is payable

(d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out of pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature and which in any event must be awarded only following an open tender process) actually rendered to the company

5 The liability of the members is limited.

6. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves

7(a) If on the winding up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company; that property shall instead be transferred to some other charitable body or bodies (whether incorporated or unincorporated) operating in the Operating Area whose objects are similar (wholly or in part) to the objects of the company and whose constitution restricts the distribution of income and assets among members to an extent as least as great as does clause 4 of this memorandum.

(b) The body or bodies to which property is transferred under clause 7 (a) shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time

(c) To the extent that effect cannot be given to the provisions of clauses 7(a) and 7(b), the relevant property shall be applied to some other charitable object or objects

8 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and addresses of subscribers

**Robert Thomson Ross Hailstones
1D West Bay Road
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Isle of Cumbrae
KA28 0EZ**

Retired

**Francis Patrick Corcoran
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Isle of Cumbrae
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Retired

**Kenneth Dalton
19A West Bay Road
Millport
Isle of Cumbrae
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Electrical Contractor

**Norman John Burt
2 Woodlands Street
Millport
Isle of Cumbrae
KA28 0DX**

Bookmaker

Dated 15 JULY 2002

Witness to the above signatures:

**Thomas Liddle
17 Bute Terrace
Millport
Isle of Cumbrae
KA28 0BA**

Retired