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THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

WHITBURN AND DISTRICT COMMUNITY DEVELOPMENT TRUST

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Company objects, assets and liabilities

1. The company's name is Whitburn and District Community Development Trust.

2. The company's registered office is to be situated in Scotland.

3. The company's objects are:

The promotion for the public benefit or regeneration in areas of social and economic deprivation within Whitburn and District by all or any of the following means:

- To provide in the interest of social welfare, facilities within Whitburn and District for recreation and other leisure time occupations available to the public at large.
- To advance education and in particular to promote opportunities for learning for the benefit of the general public.
- To preserve, restore and improve the environment in Whitburn and District through the provision, maintenance and improvement of public open spaces and other public amenities.
- To relieve poverty particularly among the residents of Whitburn and District.
- To relieve unemployment, particularly among the residents of Whitburn and District for the public benefit in such ways as may be thought fit including assistance to find employment.
- To promote training particularly among the residents of Whitburn and District, and with particular reference to skills which will assist the participants in obtaining paid employment.
- To encourage stimulate and support volunteering principally in Whitburn and District.
- To promote and protect the wellbeing, mental and physical health of the residents of Whitburn and District and to assist in the relief of ill health and provision of health education of such residents.
- To advance education through the provision and supervision of learning orientated activities for school and pre-school children.
- To promote, establish, operate and support other schemes and projects of similar charitable nature for the benefit of the community in Whitburn and District.
- The advancement of the arts, heritage, culture of the local area.
- To provide relief for those in need by reason of age, ill–health, disability, financial hardship or other disadvantage

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

(a) To advise in relation to, prepare, organise, conduct and/or support training courses, and educational and training events and activities of all kinds.

(b) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, multimedia products and display materials, and to create and maintain a website or websites.

(c) To promote, operate, coordinate, monitor and/or support other projects and programmes (which may include workspace projects) which further the aims of the company.

(d) To provide information, advisory, support and/or consultancy services which further the aims of the company.

(e) To liaise with local authorities, central government authorities and agencies, local enterprise companies, charitable/community benefit bodies and others, all with a view to furthering the aims of the company.

(f) To carry on any other activities which further any of the above objects.

(g) 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.

(h) 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.

(i) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.

(j) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.

(k) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.

(l) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.

(m) 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.

(n) 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.

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

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

(q) 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).

(r) 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.

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

(t) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.

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

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

(w) 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.

(x) 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, the word "charitable" shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force and section 7(2) of the Charities and Trustees Investment (Scotland) Act 2005.

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).

(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) 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) whose objects are similar (wholly or in part) to the objects of the company.

(b) The body or bodies to which property is transferred under paragraph (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 paragraphs (a) and (b) of this clause 7, the relevant property shall be applied to some other charitable object or objects.

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

General structure

9. The structure of the company consists of:-

(a) 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 Companies Acts; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves

(b) 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

10. The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 11 to 16.

11. Membership shall be open to any individual aged 16 or over who has his/her main residence in the Operating Area or who are employed or educated within the Operating Area (as defined under article 3).

12. Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

Application for membership

13. Any person who wishes to become a member must sign, and lodge with the company, a written application for membership; the application must be accompanied by a remittance to meet the annual membership subscription.

14. The directors may, at their discretion, refuse to admit any person to membership.

15. The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application.

16. The directors shall, within a reasonable time after a meeting of the directors at which an application for membership is considered, notify the applicant of their decision on the application; if the decision was to refuse admission, the directors shall return to the applicant the remittance lodged by him/her under article 13.

Membership subscription

17. Members shall require to pay an annual membership subscription; unless and until otherwise determined by ordinary resolution, the amount of the annual membership subscription shall be £1 for individual annual membership, £10 one-off payment for individual life membership and £1 one-off payment for 65s and over senior membership.

18. The annual membership subscriptions shall be payable on or before 1st April in each year.

19. The members may vary 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.

20. If the membership subscription payable by any member remains outstanding more than four weeks after the date on which it fell due (and providing he/she has been given at least one written reminder) the directors may, by resolution to that effect, expel him/her from membership.

21. A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

22. 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

23. 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

24. Any person may be expelled from membership by special resolution (see article 32), providing the following procedures have been observed:-

    (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion

    (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

25. Membership shall cease on death.

26. A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

27. The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.

28. Not more than 15 months shall elapse between one annual general meeting and the next.

29. The business of each annual general meeting shall include:-

    (a) a report by the chair on the activities of the company

    (b) consideration of the annual accounts of the company

    (c) the election/re-election of directors, as referred to in articles 57 to 62.

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

31. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A of the Act)

Notice of general meetings

32. At least 21 clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 37) or a resolution requiring special notice under the Act, is to be proposed; all other extraordinary general meetings shall be called by at least 14 clear days' notice.

33. The reference to "clear days" in article 32 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.

34. A notice calling a meeting shall specify the 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 37) (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.

35. 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.

36. Notice of every general meeting shall be given (either 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, by way of electronic communications) to all the members and directors and (if auditors are in office at the time) to the auditors.

Special resolutions and ordinary resolutions

37. 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 an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 32 to 36; 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.

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

    (a) to alter its name

    (b) to alter its articles of association with respect to the company's objects

    (c) to alter any provision of these articles.

39. 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, and (as applicable) the chairperson's casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 32 to 36.

Procedure at general meetings

40. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 5 persons entitled to vote, each being a member or a proxy for a member.

41. 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.

42. 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.

43. 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.

44. 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.

45. A member who wishes to appoint a proxy to vote on his/her behalf at any meeting

    (a) shall lodge with the company, at the company's registered office, not less than 48 hours before the time for holding the meeting, a written instrument of proxy (in such form as the directors require), signed by him/her; or

    (b) shall send to the company at such address as may have been notified to the members by the company for that purpose, an electronic communication containing the appointment of a proxy, providing such electronic communication is received by the company at such address not less than 48 hours before the time for holding the meeting.

46. An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of article 45, or which is not lodged or sent in accordance with such provisions, shall be invalid; a member shall not be entitled to appoint more than one proxy to attend the same meeting.

47. A proxy need not be a member of the company.

48. 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.

49. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

50. 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 at the meeting and entitled to vote, whether as members or as 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.

51. 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.

Categories of director

52. For the purposes of these articles

"Member Director" means a director (drawn from the membership of the company) appointed under articles 57 to 62.

"Co-opted Director" means a (non-member) director appointed or re-appointed by the directors under articles 63 and 64.

Maximum/minimum number of directors

53. The maximum number of directors shall be 10; out of that number, no more than 8 shall be Member Directors and no more than 2 shall be Co-opted Directors.

54. The minimum number of directors shall be 3.

Eligibility

55. 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.

56. A person shall not be eligible for election/appointment as a director if he/she is an employee of the company.

Election, retiral, re-election: Member Directors

57. At each annual general meeting, the members may (subject to article 53) elect any member (providing he/she is willing to act) to be a director (a "Member Director")

58. The directors may (subject to article 53) at any time appoint any member (providing he/she is willing to act) to be a director (a "Member Director").

59. At the first annual general meeting, one third (to the nearest round number) of the Member Directors shall retire from office; the question of which of them is to retire shall be determined by some random method.

60. At each annual general meeting (other than the first)

(a) any Member Director appointed under article 58 during the period since the preceding annual general meeting shall retire from office

(b) out of the remaining Member Directors, one third (to the nearest round number) shall retire from office.

61. The directors to retire under paragraph (b) of article 60 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.

62. A director who retires from office under article 59 or 60 shall be eligible for re-election.

Appointment/re-appointment: Co-opted Directors

63. In addition to their powers under article 58, the directors may (subject to article 53) 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 been nominated on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors.

64. At each annual general meeting, all of the Co-opted Directors shall retire from office – but shall then be eligible for re-appointment under article 63.

Termination of office

65. A director shall automatically vacate office if:-

    (a) 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

    (b) he/she becomes debarred under any statutory provision from being involved in the administration or management of a charity

    (c) 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

    (d) (in the case of a Member Director) he/she ceases to be a member of the company

    (e) he/she becomes an employee of the company

    (f) he/she resigns office by notice to the company

    (g) 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; or

    (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

Register of directors

66. 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

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

68. 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.

69. 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

70. Subject to the provisions of the Act, and the articles of association, 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.

71. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

72. 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 (in terms of article 83) from voting on the question of whether or not the company should enter into that arrangement.

73. 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 section 317 of the Act), has a personal interest in that arrangement.

74. Provided he/she has declared his/her interest - and 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 73) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

75. No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director.

76. 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

77. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.

78. 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.

79. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be 3.

80. 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.

81. 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.

82. 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.

83. 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.

84. For the purposes of article 83, 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.

85. 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.

86. The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 83 to 85.

Delegation to sub-committees

87. 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.

88. Any delegation of powers under article 87 may be made subject to such conditions as the directors may impose and may be revoked or altered.

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

Operation of bank accounts

90. The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company; at least one out of the two signatures must be the signature of a director. The two signatories to any transaction must not be related to each other.

Secretary

91. The company secretary shall be appointed by the directors for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the company secretary may be removed by them at any time.

Minutes

92. 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

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

94. The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

95. 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 as authorised by the directors or as authorised by ordinary resolution of the company.

Notices

96. Any notice to be given in pursuance of these articles shall be in writing; the company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address; alternatively, in the case of a member who has notified the company of an address to be used for the purpose of electronic communications, the company may give any notice to that member by way of an electronic communication.

97. 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.

98. Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any electronic communication was 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.

Winding-up

99. If the company is wound up, the liquidator shall give effect to the provisions of article 7.

Indemnity

100. Every director or other officer or auditor of the company shall be indemnified 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, 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.

101. The indemnity contained in article 100 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled.

Interpretation

102. In these articles:

"the Act" means the Companies Act 2006; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time

"electronic communication" has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.

103. Reference in these articles to the singular shall be deemed to include the plural.