



THE STRATHAVEN TOWN MILL ARTS & HERITAGE CENTRE

THE TOWN MILL, STONEHOUSE ROAD, STRATHAVEN, ML10 6LF

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF STRATHAVEN TOWN MILL ARTS AND HERITAGE CENTRE

1. The Company's name is "STRATHAVEN TOWN MILL ARTS AND HERITAGE CENTRE".
2. The Company's registered office is to be situated in Scotland.
3. The Company's charitable purposes (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 the Taxes Acts) are (and shall not be altered without the prior consent of the Office of the Scottish Charity Regulator):
 - 3.1 To promote and encourage the practice and enjoyment of the Arts in Strathaven and District to promote an interest in the heritage of the area and to foster a community spirit in support of these aims.
 - 3.2 In furtherance of the above charitable purposes but not further or otherwise the Company shall have the following powers:
 - 3.2.1 To organise, manage and present whether by itself or with the assistance of local or national bodies art exhibitions, concerts, stage plays, demonstrations, lectures and performances and other presentations of an artistic or historic nature.
 - 3.2.2 To encourage, assist and support local amateurs and local organisations of a like artistic cultural or educational nature.
 - 3.2.3 To secure the establishment, maintenance and management of the Strathaven Town Mill Buildings and any other premises which may suitable as or as part of an Arts Centre for the benefit of the people of Strathaven and District.

- 3.2.4 To associate with national, local, voluntary, corporate and charitable bodies and individuals in furtherance of the above objects.
- 3.2.5 To do all other acts as deemed necessary for the attainment of the objects.
- 3.2.6 Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the charitable purposes of the Company in such manner and on such security as the Company may think fit.
- 3.2.7 To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and provided also that the Company shall only undertake such trading activities in raising funds for the above mentioned charitable purposes as may be lawful.
- 3.2.8 To lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company.
- 3.2.9 To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- 3.2.10 To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.
- 3.2.11 To invest the moneys of the Company not immediately required for the furtherance of its charitable purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- 3.2.12 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its charitable purposes.
- 3.2.13 Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its charitable purposes.
- 3.2.14 Subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the charitable purposes of the Company.
- 3.2.15 To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows or widowers and other dependants.
- 3.2.16 To make payments towards insurance for any director, officer or auditor against any liability in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law).

- 3.2.17 To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland) whose charitable purposes are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body.
- 3.2.18 To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the charitable purposes of the Company.
- 3.2.19 To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.
- 3.2.20 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- 3.2.21 To do all such other lawful things as are necessary for the attainment of the above charitable purposes or any of them.
- 3.2.22 Provided that:
- 3.2.22.1 In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- 3.2.22.2 The charitable purposes of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- 3.2.22.3 The Company shall not sell, mortgage, charge or lease any property which it holds without such authority, approval or consent as may be required by law, and as regards any such property the board of directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such board of directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by law by any court or body over such board of directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
4. The income and property of the Company shall be applied solely towards the promotion of its charitable purposes as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company nor shall any payments be made to directors save as expressly permitted by the Articles of Association of 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 is a member, or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he 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. 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, but shall be given or transferred to some other charitable institution or institutions having charitable purposes similar to the charitable purposes 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 under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object ('charitable body', 'charitable institution', 'charitable organisation' and 'charity' shall mean a body in the Scottish Charity Register which is also regarded as a charity in relation to the applications of the Taxes Acts).



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ARTICLES OF ASSOCIATION OF STRATHAVEN TOWN MILL ARTS AND HERITAGE CENTRE

1. PRELIMINARY

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052), The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No.3373), the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007 No. 2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007 No. 2826) so far as it relates to private companies limited by shares (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.
- 1.2 In these Articles the expression "the Act" means the Companies Act 1985, "the 2006 Act" means the Companies Act 2006, the "2005 Act" means the Charities and Trustee Investment (Scotland) Act 2005 and "the Accounts Regulations" means the Charities Accounts (Scotland) Regulations 2006 but so that any reference in these Articles to any provision of the Act, the 2005 Act, the 2006 Act or the Accounts Regulations 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 Regulations 2 to 35 inclusive, 54, 55, 57, 59, 82, 101, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Company.
- 1.4 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 the Taxes Acts.
- 1.5 In regulation 1 of Table A the definition of "the holder" shall be omitted.

2. MEMBERS

- 2.1 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. No person shall be admitted a member of the Company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him.
- 2.2 Subject to the provisions of any rules or bye laws made pursuant to these Articles a member may at any time withdraw from the Company by giving at least 7 clear days' notice to the Company. Membership shall not be transferable and shall cease on death. A person shall cease to be a Member: (a) by resignation effected by notice in writing to the Company; (b) if he shall not send a reply within three months after a notice has been sent to him by the Company or the Secretary asking him if he is desirous of resigning; (c) on death or, in the case of a corporate Member, on dissolution; or (d) if he is removed from membership by resolution of the Trustees on the ground that in the Trustees' reasonable opinion the Member's continued membership is harmful to the Company (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 14 clear days after receiving notice).

3. GENERAL MEETINGS

- 3.1 The directors may, in their sole discretion, convene in any year a general meeting, designated as an "annual" general meeting, at such date, time and place as the directors may determine, for such purposes as the rules and bye laws may specify (if any) or otherwise for such purposes as the directors determine.
- 3.2 In regulation 38 of Table A:
- 3.3.1 In paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right" and
- 3.3.2 The words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence.
- 3.3.3 The following shall be added after the words "shall specify the meeting as such": "Provided that the notice shall contain particulars of any persons who are to be proposed for appointment or re-appointment as directors at the meeting."

4. PROCEEDINGS AT GENERAL MEETINGS

- 4.1 If a quorum is not present within half an hour from the time appointed for a meeting, or if during a meeting such a quorum ceases to be present, the meeting if convened on the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
- 4.2 Regulation 41 of Table A shall not apply to the Company.
- 4.3 The words "and at any separate meeting of the holders of any class of shares in the Company" shall be omitted from regulation 44 of Table A.

4.4 In regulation 45 of Table A the second and third sentences shall be omitted and the following words substituted therefor:

"When a meeting is adjourned for 21 days or more at least 7 clear days' notice shall be given specifying the time and place of the adjourned meeting. The provisions of regulation 38 of Table A (as amended by these Articles) with respect to the notice to be given of the business to be conducted at a meeting shall apply to such notice of an adjourned meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting".

4.5 Paragraph (d) of regulation 46 of Table A shall be omitted.

5. VOTES OF MEMBERS

5.1 On a show of hands and on a poll every member present in person or by proxy shall have one vote.

5.2 In the case of an equality of votes, either on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

6. APPOINTMENT OF DIRECTORS

6.1 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution, and until so fixed shall be no maximum number of directors and the minimum number of directors shall be three.

6.2 The first directors shall be those persons appointed as directors of the Company on its incorporation in accordance with section 13(5) of the Act. Thereafter the directors shall be appointed in accordance with the provisions of these Articles.

6.3 The directors may appoint any individual aged 16 years or over to be a director, either to fill a vacancy amongst the director or as an additional director, provided that the appointment does not cause the number of directors to exceed any maximum number for the time being in force pursuant to the provisions of these Articles.

6.4 Regulation 64 of Table A shall not apply to the Company.

6.5 Regulations 65 to 69 inclusive of Table A (alternate directors) shall not apply to the Company. The regulations of Table A which apply to the Company shall be construed as if reference to alternate directors were omitted therefrom.

6.6 The second sentence of regulation 77 of Table A shall be omitted.

7. PAYMENTS TO DIRECTORS, DIRECTORS' EXPENSES, GRATUITIES AND PENSIONS

7.1 No director may be appointed to any paid employment with the Company.

7.2 No director may receive any fees or remuneration for any services provided to the Company save as expressly permitted by these Articles.

7.3 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits PROVIDED THAT they must not themselves receive any benefits by reason of the exercise of such powers.

- 7.4 Directors may receive reasonable out-of-pocket expenses incurred in relation to attending board meetings or otherwise performing their responsibilities as directors.
- 7.5 A director may be remunerated for providing services to the Company otherwise than as a director if, but only if, the following conditions are met:
- 7.5.1 Before any agreement is entered into, the directors are satisfied that it is in the interests of the Company for the services in question to be provided by the director in question and that the maximum remuneration proposed is reasonable in all the circumstances;
 - 7.5.2 The maximum amount of the remuneration is set out in a written agreement between the director in question and the Company, such agreement to specify the services to be provided;
 - 7.5.3 Less than half the directors are at any time entitled to remuneration for services pursuant to any agreement or agreements made in accordance with the provisions of this Article.
- 7.6 Regulations 83 to 86 (inclusive) in Table A shall be read and construed in accordance with the provisions of articles 7.1 and 7.2 above and regulation 87 in Table A shall not apply to the Company.
- 7.7 The words "of any class of shares or" shall be omitted from regulation 83 of Table A.
- 7.8 The words "or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary" shall be omitted from regulation 87 of Table A.

8. PROCEEDINGS OF DIRECTORS

- 8.1 A director may vote at any meeting of the directors or of any committee of the directors on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has directly or indirectly any kind of interest whatsoever and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting. Whenever a director has a personal interest in a matter to be discussed at a meeting of the directors or a committee the directors concerned must: (a) declare an interest as or before discussion begins on the matter; (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information; (c) not be counted in the quorum for that part of the meeting; and (d) withdraw during the vote and have no vote on the matter.

- 8.2 Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

9. ACCOUNTING RECORDS, ACCOUNTS AND REPORTS, RETURNS

- 9.1 The provisions of this Article shall be read and construed subject to the provisions of the Act, the 2005 Act and the Accounts Regulations.
- 9.2 The directors shall cause accounting records to be kept. The accounting records shall be kept at the registered office of the Company or at such other place or places as the directors think fit, and shall always be open to the inspection of the officers of the Company.

- 9.3 The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection of members of the Company not being directors, and no member (not being a director) shall have any right of inspecting any accounting record or other record or document of the Company except as conferred by statute or authorised by the directors or by the Company by ordinary resolution.
- 9.4 Annual accounts and reports shall be prepared, approved by the directors, audited or independently examined (if required by law), circulated to the members of the Company and filed at Companies House and with the Office of the Scottish Charity Regulator within 9 months of the accounting reference date of the Company (or within such other period as may be specified by statutory provisions from time to time).
- 9.5 In every year a company annual return shall be filed with Companies House as required by section 363 of the Act and a charity annual return shall be filed with the Office of the Scottish Charity Regulator as required by the 2005 Act and any relevant regulations made pursuant to the 2005 Act.

10. AUDIT OR INDEPENDENT EXAMINATION OF ACCOUNTS

- 10.1 If required by the Act, the 2005 Act or the Accounts Regulations, auditors or independent examiners shall be appointed and their duties carried out as may be specified by statutory provisions from time to time.

11. MINUTES

- 11.1 The words "of the holders of any class of shares in the Company" shall be omitted from regulation 100 of Table A.

12. NOTICES

- 12.1 The second sentence of regulation 112 of Table A shall be omitted.
- 12.2 The words "or of the holders of any class of shares in the Company" shall be omitted from regulation 113 of Table A.

13. COMMUNICATION BY MEANS OF A WEBSITE

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

14. THE SEAL

- 14.1 If the Company has a seal the directors shall provide for its safe custody and it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director. Regulation 101 in Table A shall not apply to the Company.

15. PROTECTION FROM LIABILITY

- 15.1 For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office. Subject to the

provisions of the Act and the 2006 Act and without prejudice to any protection from liability which may otherwise apply:

- 15.1.1 the directors shall have power to purchase and maintain for any director of the Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), such insurance as may be lawful of the Company; and
- 15.1.2 every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.

15.2 Regulation 118 in Table A shall not apply to the Company.

16. RULES OR BYE LAWS

16.1 The directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such rules or bye laws regulate:

- 16.1.1 the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
- 16.1.2 the conduct of members of the Company in relation to one another, and to the Company's servants.
- 16.1.3 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.
- 16.1.4 the procedure at general meetings and meetings of the directors and committees of the Company in so far as such procedure is not regulated by these presents.
- 16.1.5 and, generally, all such matters as are commonly the subject matter of company rules.

16.2 The Company in general meeting shall have power to alter or repeal the rules or bye laws and to make additions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such rules or bye laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no rule or bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

16.3 The directors may delegate their powers and functions to committees or sub-committees. Every such committee shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. The directors may co-opt on to committees persons who are not Members of the Company, PROVIDED THAT the number of such other persons does not exceed a minority of the quorum for meetings of such

committees. All acts and proceedings of such committees shall be reported as soon as possible to the directors.

16.4 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and entitled to vote, and in the case of an equality of votes the chairman shall have a second or casting vote.

17. COMPANY NOT FORMED FOR PROFIT

17.1 Regulations 4 and 7 of the Memorandum of Association relating to the income and property of the Company and to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

17.2 Nothing in the Memorandum of Association or herein shall prevent any payment in good faith by the Company;

17.2.1 of reasonable and proper remuneration to any member, officer or employee of the Company (not being a director) for any services rendered to the Company;

17.2.2 of reasonable and proper consideration for the purchase by the Company of any property, asset or interest therein from any member, director or employee of the Company;

17.2.3 of interest on money lent by any member, director or employee of the Company at a reasonable and proper rate per annum;

17.2.4 of reasonable and proper rent or other periodic payment for property let or occupied by the Company to any member, director or employee of the Company, or

17.2.5 to any director of reasonable out-of-pocket expenses.