THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

LARKHALL & DISTRICT VOLUNTEER GROUP

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Adopted on 10th November 2020

Anne Alston, Chairperson

Jim McCann, Trustee

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Constitution

1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

Defined terms

2 These Articles shall be interpreted according to the Schedule to the Articles.

Objects

3 The organisation's objects are

To reduce physical and social isolation and increase health and wellbeing for adults in Lanarkshire, by providing a range of inclusive and accessible services and activities.

4 The Company's objects are restricted to those set out in article 3 (but subject to article 5). The Company may add to (subject to first obtaining the consent of OSCR), remove or alter the statement of the Company's objects in article 4. On any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

5 The Company may carry out any activity and do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

Restrictions on use of the Company's assets

6 The Company is not established for private gain. Any surplus or assets shall be applied for the benefit of the public and towards promoting the Company's objects, subject to article 7. Accordingly:

6.1 The income and property of the company shall be applied solely towards promoting the company's objects;

6.2 No part of the income and property of the company shall be paid or transferred (directly or indirectly) to the Directors of the Company, whether by way of dividend, bonus or otherwise (subject to article 7);

6.3 If on the winding-up of the Company any assets remain after satisfaction of all the Company's debts and liabilities, such assets shall not be paid to or distributed among the members of the Company but shall instead be transferred to some other charity or charities whose objects are similar to the objects of the Company;

6.4 The charity or charities to which property is transferred under article 6.2 shall be determined by the Company at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at that time.

6.5 To the extent that effect cannot be given to the provisions of articles 6.2 and 6.3, the relevant assets shall be applied to some other similar or charitable purpose or purposes.

7 The Company shall, notwithstanding the provisions of article 6, be entitled:

7.1 to pay a rent not exceeding the market rent for premises let to the Company by any member of the Company;

7.2 to make any transfer or payment to a member where such transfer or payment is made in direct furtherance of the purposes of the Company;

7.3 reasonable payment in return for particular services (not being of a management nature) actually rendered to the company;

7.4 to reimburse out of pocket expenses to Directors of the Company.

General Structure

9. The structure of the Company consists of the Directors who are also the Company's only members and comprise the Board. The Board have important powers and take decisions on changes to the constitution itself, hold regular meetings, and generally control the activities of the Company. For example, without prejudice to the generality of the foregoing, the Board is responsible for monitoring and controlling the financial position of the Company.

Liability of Members

10. Each Member (that is also a Director) undertakes that if the Company is wound up while he or she is a Member (or within one year after he or she ceases to be a Member), they will contribute - up to a maximum of £1 - to the assets of the Company, to be applied towards:

10.1 payment of the Company's debts and liabilities contracted before he or she ceases to be a Member;

10.2 payment of the costs, charges and expenses of winding up; and

10.3 adjustment of the rights of the contributories among themselves.

11 The Directors have certain legal duties under the Companies Acts and clause 10 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

Directorship

12 The subscribers to the Memorandum are the first members/Directors of the Company.

13 All members of the Company shall also be Directors.

14 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by ordinary resolution on the basis he or she has experience or skills which could be of assistance to the Board.

15 The Directors shall appoint as many directors as required to carry out its purposes but the minimum number of directors shall be 3.

Register of Directors and People with Significant Control

16 The Directors shall maintain a register of:

16.1 Directors, setting out the full name and address of each Director, the date on which he or she was admitted to Directorship, and the date on which any person ceased to be a Director.

16.2 People with Significant Control (the PSC Register) – setting out for each person the name, service address, usual country/state of residence, nationality, date of birth, usual residential address, date on which the individual became registrable and the nature of control.

Withdrawal from Directorship

17 Any person who wishes to withdraw from Directorship shall sign, and lodge with the Company, a written notice to that effect; on receipt of the notice by the Company, he or she shall cease to be a Director.

Termination of office

18 A Director shall automatically vacate office if:

18.1 he or she ceases to be a Director through the operation of any provision of the Companies Acts or becomes prohibited by law from being a Director;

18.2 he/she becomes debarred under any statutory provision from being a charity trustee;

18.3 he or 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;

18.4 he or she ceases to be a member of the Company;

18.5 he or she resigns office by notice to the Company;

18.6 he or 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

18.7 at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in light of such views.

Termination/transfer

19 Directorship shall cease on death.

20 A Director may not transfer his/her Directorship to any other person.

21 If a director ceases to be a member for any reason, he or she also ceases to be a Director.

General meetings (members' meetings)

22 The Directors may call a general meeting at any time.

23 If being held, the business of an annual general meeting shall include:

23.1 a report by the chair on the activities of the Company;

23.2 the financial position of the organisation.

24 The Directors must convene an extraordinary general meeting if there is a valid requisition by member/Directors (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

25 At least 14 Clear Days' notice must be given of general meetings.

26 A notice calling a meeting shall specify the date, 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 (or a resolution requiring special notice) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

27 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.

28 Notice of every general meeting shall be given:

28.1 in hard copy form;

28.2 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) in electronic form; or

28.3 (subject to the Company notifying member/Directors of the presence of the notice on the website and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

29 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 a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 25 to 28; 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 member/Directors absent from the meeting.

30 In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the Company, by special resolution:

30.1 to alter its name;

30.2 to alter any provision of these Articles or adopt new articles of association;

30.3 to voluntarily wind up the Company.

31 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), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 25 to 28.

Written resolutions

32 A resolution agreed to in writing (including by e-mail) by all the Directors will be as valid as if it had been passed at a general meeting; the date of the resolution will be taken to be the date on which the last Director agreed to it.

Procedure at general meetings

33 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for meetings shall be 5.

34 If a member is unable to attend any general meeting, they may attend the meeting remotely by telephone, video-link, and other internet VOIP or teleconferencing mechanisms and they shall be included for the purposes of obtaining a quorum.

35 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.

36 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.

37 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.

38 Every member/Director shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.

39 Any member/Director who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):

39.1 shall lodge with the Company, at the Company's registered office, a written instrument of proxy (in such form as the Directors require), identifying the individual proxy appointed, which should be signed by him/her; or

39.2 shall send by electronic means to the Company, at such electronic address as may have been notified to the member/Directors by the Company for that purpose, an instrument of proxy (in such form as the Directors require);

providing (in either case), the instrument of proxy is received by the Company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

40 An instrument of proxy which does not conform with the provisions of article 39, or which is not lodged or sent in accordance with such provisions, shall be invalid.

41 A Member/Director shall not be entitled to appoint more than one proxy to attend on the same occasion.

42 A proxy appointed to attend and vote at any meeting instead of a member/Director shall have the same right as the member/Director who appointed him/her to speak at the meeting and need not be a member/Director of the Company.

43 The termination of a proxy's authority by the member/Director appointing him does not invalidate the vote given or ballot demanded, unless the Company receives notice of the termination before the commencement of the meeting or adjourned meeting. Such notice should be received by the Company at the Company's registered office (or, where sent by electronic means, was received by the Company at the address notified by the Company to the member/Directors for the purpose of electronic communications).

44 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.

45 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 in person at the meeting and entitled to vote (whether as member/Directors or proxies for member/Directors); 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.

46 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.

Office bearers

47 The Directors may elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.

48 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.

49 A person elected to any office shall cease to hold that office if he or she ceases to be a Director, or if he or she resigns from that office by written notice to that effect.

Powers of Directors

50 Subject to the provisions of the Companies Acts and these Articles, 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.

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

Conduct of Directors

52 Each of the Directors shall, in exercising his/her functions as a Director of the Company, act in the interests of the Company; and, in particular, must:

52.1 seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects;

52.2 promote the success of the Company;

52.3 exercise independent judgement;

52.4 act with the due care and diligence which it is reasonable to expect of a person who is managing his or her own affairs;

52.5 in circumstances giving rise to the possibility of a conflict of interest between the Company and any other party:

52.5.1 put the interests of the Company before that of the other party, in taking decisions as a Director;

52.5.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other Directors with regard to the matter in question.

Conflicts of interest

53 Whenever a Director finds himself or herself in a situation where a personal interest is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors.

54 For the purposes of the preceding article, a Director shall be deemed to have a personal interest in a Company matter if any partner or close relative of his or hers or any firm of which he or she is a partner or any limited company of which he or she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him or her for the purposes of the Companies Acts), has an interest in that matter.

55 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.

56 Whenever a matter is to be discussed at a meeting or decided and a Director has a Conflict of Interest in respect of that matter then, unless the Directors decide otherwise, he or she must:

56.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

56.2 not be counted in the quorum for that part of the meeting; and

56.3 withdraw during the vote and have no vote on the matter.

Procedure at Directors' meetings

57 Any Director may call a meeting of the Directors or request the secretary to call a meeting of the Directors. Notice of the meeting shall be given to all Directors with reasonable notice, normally a minimum of seven days.

58 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.

59 No business shall be dealt with at a meeting of the Directors unless a quorum is present; the quorum for meetings shall be 5.

60 Directors may participate in Board meetings by video or telephone conference or electronic media that enable all Board members to hear each other. Board members participating through any of these media shall be deemed present for the purposes of obtaining a quorum.

61 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.

62 Unless he or she is unwilling to do so, the chair of the Company shall preside as chairperson at every Directors' meeting at which he or 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.

63 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.

Directors may delegate

64 The Directors may delegate any of their powers to any sub-committee consisting of one or more Directors and such other persons as the Directors may determine.

65 Any delegation of powers under article 64 may be made subject to such conditions as the Directors may impose and may be revoked or altered.

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

Secretary

67 The Directors may appoint a company secretary if necessary, and on the basis that the term of office, remuneration (if any) and other terms and conditions attaching to the appointment of the company secretary shall be as determined by the Directors. The company secretary may be removed by the Directors at any time and this must be notified to Companies House.

Minutes

68 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

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

70 The Directors shall prepare annual accounts, complying with all relevant statutory requirements.

Notices

71 Any notice which requires to be given to a member/Director under these Articles shall be given either in writing or by electronic means; such a notice may be given personally to the member/Director *or* be sent by post in a pre-paid envelope addressed to the member/Director at the address last intimated by him/her to the Company *or* (in the case of a member/Director who has notified the Company of an address to be used for the purpose of electronic communications) may be given to the member/Director by electronic means.

72 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.

73 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed 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.

Indemnity

74 Every Director or other officer or auditor of the Company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the Company against any loss or liability which he or 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, (but only to the extent permitted by those sections of the Act), 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 or 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.

75 The Company shall be entitled to purchase and maintain for any Director insurance against any loss or liability which any Director or other officer of the Company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

SCHEDULE

INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	**"Act"**	Companies Act 2006
1.2	**"Address"**	includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
1.3	**"Articles"**	the Company's articles of association;
1.4	**"Board"**	The Directors of the Company;
1.5	**"Clear Days"**	in relation to the period of a notice, 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;
1.6	**"Companies Acts"**	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.7	**"Company"**	Larkhall & District Volunteer Group;
1.8	**"Conflict of Interest"**	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;
1.9	**"Director"**	a director of the Company, and includes any person occupying the position of director, by whatever name called;
1.10	**"Document"**	includes, unless otherwise indicated, any document sent or supplied in Electronic Form;
1.11	**"Electronic Form" and "Electronic Means"**	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.12	**"Hard Copy Form"**	has the meaning given to it in the Companies Act 2006;
1.13	**"Memorandum"**	the Company's memorandum of association;

1.14	**"Permitted Industrial and Provident Society"**	an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006;
1.15	**"Property"**	any property, heritable or moveable, real or personal, wherever situated
1.16	**"Secretary"**	the secretary of the Company (if any);
1.17	**"specified"**	means specified in the memorandum or articles of association of the Company for the purposes of this paragraph;
1.18	**"transfer"**	includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property; and
1.19	**"Writing"**	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. Subject to clause 2 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Acts as in force on the date when these Articles become binding on the Company.