



Aberdeenshire *housing partnership*

**THE COMPANIES ACTS 1985 and 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
of
ABERDEENSHIRE HOUSING PARTNERSHIP**

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ABERDEENSHIRE HOUSING PARTNERSHIP

- 1 The name of the company is "Aberdeenshire Housing Partnership" ("the Company").
- 2 The registered office of the Company will be situated in Scotland.
- 3 The objects for which the Company is established are wholly charitable (within the meaning and for the purposes of section 505 of the Income and Corporation Taxes Act 1988 or any statutory amendment, extension, modification or re-enactment thereof for the time being in force) and are to carry on for the benefit of the Scottish community the following activities within the United Kingdom:-
 - 3.1 providing, constructing, improving or managing, or encouraging or facilitating the provision, construction, improvement or management of, affordable housing for persons in necessitous circumstances.
 - 3.2 providing, constructing, improving or managing for persons who are aged or infirm or disabled or handicapped (whether mentally or physically), and in need thereof, affordable housing and any associated amenities specially designed or adapted to meet the disabilities and requirements of such persons; and
 - 3.3 providing services of any description in arranging or carrying out works of maintenance, repair or improvement to their houses, and encouraging or facilitating the carrying out of such works for persons in necessitous circumstances who require those services.
- 4 In furtherance only of the foregoing objects of the Company, and not further or otherwise, the Company shall have the following powers: -
 - 4.1 to seek recognition by the Inland Revenue as having the status of a charity,
 - 4.2 to empower tenants and local communities to assume a pro-active role in the provision and control of housing within the Scottish community of ;
 - 4.3 to provide solutions to any housing problems and thereby create greater flexibility and accessibility in the housing market;

- 4.4 to consider the provision of housing having regard to the social and economic regeneration of the Scottish Community;
- 4.5 to purchase, develop, take on lease or otherwise acquire and hold (including, without prejudice to the foregoing generality, to acquire from any local authority by any means, including pursuant to a large scale voluntary transfer or any small scale transfer or series of transfers (intermediate or otherwise) of such authority), sell, lease, mortgage, charge, hire or otherwise deal with or dispose of any lands, buildings, equipment, goods and other property, whether freehold, heritable, leasehold, moveable, real or personal, tangible or intangible or otherwise, and any rights or privileges necessary or convenient for the purposes of the Company and to erect, construct, lay clown, enlarge, alter and maintain and from time to time renew any buildings necessary or convenient for the purposes of the Company;
- 4.6 to apply for and hold all necessary permissions, licences and authorities which are necessary or desirable for or in connection with the carrying out of the Company's activities and to submit to voluntary registration with Communities Scotland or its successor organisation;
- 4.7 to make appeals for money, to receive and accept by way of gifts, donations, covenants, legacies, bequests, grants, subscriptions or otherwise money and property of any nature or description for the purpose of furthering the objects of the Company;
- 4.8 to undertake and organise schemes for the raising of money, other financial support and assistance in kind and appeals both public and private and resulting therefrom, to receive and accept by way of gifts, donations, legacies, bequests, grants, sponsorship, subscriptions or otherwise money, assistance in kind and property, both heritable and moveable, for the purpose of furthering the objects of the Company and to accept the same either unconditionally or subject to such conditions as may be agreed but so that no such conditions shall be inconsistent with the objects of the Company;
- 4.9 to provide and arrange facilities for travel, accommodation and catering for persons involved in the Company's activities;
- 4.10 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques, warrants, debentures and other negotiable or transferable instruments;

- 4.11 to undertake and execute any charitable trusts, gratuitously or otherwise, the undertaking whereof may be incidental to the attainment of the objects of the Company or any of them;
- 4.12 to print, publish, buy and sell books, magazines and other publications relating to or for the purposes of the Company, to hold conferences, meetings, lectures and exhibitions for the consideration and discussion of matters concerning or affecting or incidental to the objects of the Company and to issue reports of proceedings of conferences and meetings and generally to collect, collate, exchange and publish information and advice in furtherance of the objects of the Company;
- 4.13 to receive and raise money for the purposes of the Company by borrowing on such terms and whether by way of legal or equitable mortgage, fixed or floating charge or otherwise on such security as may be thought fit and by guarantees, gifts or donations in response to public or private appeals or otherwise in relation to such gifts or donations to accept the same either conditionally or subject to such conditions as may be agreed but so that no such conditions shall be inconsistent with the objects of the Company;
- 4.14 to amalgamate with or affiliate to the Company or acquire the assets of any company, society, institution, public body (including any local authority) or other person having any objects similar to those of the Company and that in such manner and on such terms and conditions as may be found expedient and as may be approved by the Company in general meeting, and/or to sell or otherwise dispose of the whole or any part of the property, undertaking and assets of the Company to any such company, society, institution, public body (including any local authority) or other person and that in such manner and on such terms and conditions as may be approved by the Company in general meeting;
- 4.15 to lend or advance money or give credit with or without security to such persons and companies and on such terms as may be thought fit and to guarantee and/or give security for the payment of money by, or the performance of obligations of any kind (including without prejudice to the generality hereof the payment or repayment of principal, interest, dividends and premiums on, and any other monies due in respect of, any stocks, shares, debentures, debenture stock or other securities or borrowings) by, the Company;

- 4.16 to invest and reinvest the funds and assets of the Company not immediately required in such securities, shares, stocks, debentures, loan stock, other investments or property, whether freehold, heritable, leasehold, moveable, real or personal, tangible or intangible or otherwise as the Company shall think fit;
- 4.17 to form a guarantee fund or funds and to receive guarantees from public bodies, corporations, firms or other person, whether members of the Company or not, guaranteeing sums of money for the purposes of, or in connection with, the carrying out of the objects of the Company or promoting any entertainment function or event pursuant to the objects of the Company or any of them and defraying the expense incurred in promoting any such entertainment function or event or any loss resulting Therefrom and that on such terms as the members of the board of the Company may think fit, and which guarantee may be in favour of the Company or of any bank corporation, firm or person who shall lend money to the Company;
- 4.18 to operate, carry on and supply any ancillary businesses or services necessary or desirable in connection with the Company's activities,
- 4.19 to grant, pay or provide or procure the grant, payment or provision of donations, allowances, pensions or emoluments to and to procure the establishment and maintenance of or to participate in, or contribute to any non-contributory or contributory pension or superannuation fund or arrangement or life assurance scheme or arrangement for the benefit of any persons who are or shall have been, at any time, in the employment or service of the Company for the spouses and surviving spouses, I families or dependants of such persons; to establish, subsidise, subscribe to or support or procure the establishment or subsidy of or subscription to any institution, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid and to do or procure to be done any of the matters foresaid by the Company either alone or in conjunction with any other Company or person;
- 4.20 to make payments for or towards the insurance of any persons in respect of the performance of their duties to the Company, including without prejudice to the foregoing generality, to make payments for or towards insuring against any liability of any directors, officers or employees of the Company from time

- to time arising from their management or direction of (or otherwise arising in respect of the performance of their duties to) the Company;
- 4.21 to employ or engage alt such officers, employees, consultants, advisers and agents as may be required for the purposes of the Company;
- 4.22 to enter into any agreements and/or arrangements with any government or authority, national, supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions, or privileges that may seem to further any or all of the Company's objects or any of them;
- 4.23 to enter into partnership or into any arrangement for joint, shared or mutual promotion, investment or development, union of interests, reciprocal concessions or co-operation with any person, partnership or company carrying on, engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or any business capable of being conducted so as to directly or indirectly further the objects of the Company and to take or otherwise acquire and hold shares or stock in or securities of, and to make grants to or otherwise assist any such person, partnership or company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares, stock or securities;
- 4.24 to make such charge for any of its services as the Company thinks fit including without prejudice to the foregoing generality interest charges on loans made by the Company;
- 4.25 to carry on any other activity which may seem to the Company capable of being conveniently carried on in connection with any activity which the Company is authorised to carry on or may seem to the Company calculated directly or indirectly to benefit the Company or to enhance the value of or render profitable any of the Company's properties or rights;
- 4.26 to pay all or any expenses incurred in connection with tile promotion, formation, incorporation, conduct and winding up of the Company or to contract with any person to pay the same;
- 4.27 to promote or establish or concur in promoting or establishing any other company for any purpose which may, directly or indirectly, benefit or advance the objects or interests of the Company and to acquire and hold as investments of the Company or otherwise deal with as may be considered fit any shares, stock, debentures, debenture stock or securities or any such company; and

4.28 to do all such other acts and things as may be incidental or conducive to the attainment of the objects of the Company or any of them.

Provided that -

- (i) 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;
- (ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organizations of employers;
- (iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Company shall not sell, mortgage, charge or lease or otherwise dispose of any interest in the same without such authority, approval or consent as may be required by law, and as regards any such property the members of the board 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 members of the board 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 the Court of Session, the Chancery Division or the Charity Commissioners over such members of the board 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; and
- iv) each and every Clause (including this Clause 4) of this Memorandum and each and every Article of the Articles of Association of the Company shall be read and interpreted as if there were embodied therein an overriding qualification to the effect that no expenditure of income by the Company shall be permitted for the purpose of carrying out any activities which are not wholly charitable within the meaning of section 505 of the Income and Corporation Taxes Act 1988, or any statutory amendment, extension, modification or re-enactment thereof for the time being in force, and that in all cases in which activities permitted by the objects of the Company are in their nature capable of being exercised for purposes

which are not charitable or only partially so, as well as for the purposes which are wholly charitable, the powers exercisable by the Company in furtherance of its objects shall be held to limit such activities to those which will not prejudice the charitable status of the Company in terms of the said section 505.

In this Clause 4 unless the context otherwise requires: references to members of the board of the Company shall for the purposes of the Companies Act 1985 be deemed to be references to directors of the Company (tills interpretation applying equally to Clause 6 hereof) and references to persons shall include companies and other bodies corporate, firms, associations, societies, institutions, organisations, clubs, funds, trusts, local authorities and other statutory, local and public bodies and authorities.

5 In furtherance of its objects the Company shall as landlord or managing agent have proper regard to the requirements of public accountability, to the proper use of the public or other monies loaned, granted or gifted to or held by it, to the welfare of the tenants or occupiers of the dwellings provided or managed by it.

6 The Company shall not trade for profit. Accordingly, the income and property of the Company whencesoever derived shall be applied solely towards the promotion of its objects as set forth in this Memorandum 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 and no member of the board of the Company shall be appointed to any office of the Company paid by remuneration or other benefit in money or monies worth from the Company

Provided that nothing herein shall prevent any payment in good faith by the Company:-

- (a) of reasonable and proper remuneration to any member, agent, officer or employee of the Company (not being a member of the board of the Company except as specified above) for any services rendered to the Company;
- (b) of interest (at such rate as shall be determined by the board of the Company) on money lent to the Company;
- (c) of reasonable and proper rent for premises let by any member of the Company or any of the members of the board of the Company; and
- (d) of reasonable and proper out-of-pocket expenses to any member, agent, officer or employee of the board of the Company.

- 7 The liability of the members is limited.
- 8.1 Every member of the Company undertakes to contribute 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, such amount as may be required not exceeding one pound (£1);
- 8.2 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 objects similar to the objects of the Company and which prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution. If and in so far as effect cannot be given to the foregoing provisions, the said property shall be given or transferred to some other charitable object determined as aforesaid.

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