

THE COMPANIES ACTS 1948 to 1976
 COMPANY LIMITED BY GUARANTEE AND NOT HAVING
 A SHARE CAPITAL

ARTICLES of ASSOCIATION of HOLY CORNER CHURCH CENTRE LIMITED

PRELIMINARY

1. In these presents, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Association 	This Company.
The Statutes 	The Companies Acts 1948 to 1976, and every other Act for the time being in force concerning companies and affecting the Association.
These presents 	These Articles of Association, as originally framed, or as from time to time altered by Special Resolution.
The Council 	The Council of Management for the time being of the Association.
Office 	The registered office of the Association.
Seal 	The Common Seal of the Association.
The United Kingdom 	Great Britain and Northern Ireland.
Month 	Calendar month.
Year 	Calendar year.
In writing	... Written or produced by any substitute for writing, or partly one and partly another.

The/

The expression "Secretary" shall include any person appointed by the Council to perform any of the duties of the Secretary.

Save as aforesaid, any words or expressions defined in the Statutes shall if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of members with which the Association proposes to be registered is One hundred and fifty, but the Council may from time to time register an increase of members.
3. The members of the Association shall be ^(one) the subscribers to the Memorandum of Association ^(two) ~~and~~ such other persons ^{as shall make application} from among the membership of the Edinburgh congregations of Morningside Baptist Church, Christ Church Morningside, Morningside Congregational Church and North Morningside Church their immediate successors or any congregations with which they may merge or unite (hereinafter called "the said congregations" ^{and (three)}) as the Council shall admit to membership. Such other persons -
4. The Council shall have an absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to assign any reason for its decision but nothing herein contained shall entitle the Council to discriminate in any way between applicants by reason of race colour or creed.
 - (a) Where any person desires to be admitted to membership of the Association he must sign and deliver to the Association an application for membership framed in such terms as the Council shall require.
 - (b) The privileges of membership shall cease on death.
 - (c)/

- (c) Any member may resign from the Association by giving notice in writing to the Secretary at any time and paying with such notice any unpaid subscriptions which may be due down to the date of such resignation.
- (d) Any member may be removed from the Association by a resolution of the Council passed by a majority of at least three-fourths of the members present and voting at a meeting of the Council of which not less than fourteen days' previous notice specifying the intention to propose such resolution shall have been sent to the member whose removal is in question and to all the members of the Council Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the member whose removal is in question at least seven days before the meeting and he shall be entitled to be heard by the Council at the meeting. On a member being removed under this Article he shall forfeit all privileges of membership, but the Council shall return the due proportion of such member's current subscription having regard to the unexpired period for which it is paid.

GENERAL MEETINGS

5. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Association and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Council. All other General Meetings shall be called Extraordinary General Meetings.
6. The Council may whenever they think fit, and shall on requisition in accordance/

accordance with the Statutes, proceed to convene an Extraordinary General Meeting. A requisition in writing by not less than twenty members having at the date of deposit of the requisition a right to attend and vote at General Meetings shall be deemed to be a requisition in accordance with the Statutes so far as these provisions relate to the number of members required to requisition an Extraordinary General Meeting.

NOTICE of GENERAL MEETINGS

7. An Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution shall be called by twenty-one days' notice at the least, and any other General Meeting by fourteen days' notice at the least, exclusive in either case of the day on which the notice is served or deemed to be served and of the day for which it is given. Such notice shall be deemed to be served if given by the following advertisement, namely (i) by public intimation on two consecutive Sundays from the pulpit of each of the said congregations prior to the date of such meeting, (ii) by Notice posted in the vestibule or on the Notice Board of each of the said congregations and also (iii) by Notice posted in the premises if any occupied by the Association and by leaflets or billets made available there. The accidental omission to give any part of such notice to or the non-receipt of notice by any persons entitled to be so notified shall not invalidate the proceedings of any General Meeting.

8. Every notice calling a General Meeting shall specify the place and the day and hour of the meeting and in the case of an Annual General Meeting shall also specify the meeting as such. If other than routine business is to be transacted, the notice shall specify the general nature of such business; and, if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement/

statement to that effect.

9. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say :-
- (A) Reading, considering and adopting the balance sheet and income and expenditure account and reports of the Council and the Auditors, and other related documents.
 - (B) Appointing Auditors.
 - (C) Appointing members of the Council and other officers in the place of those retiring by rotation or otherwise.

PROCEEDINGS at GENERAL MEETINGS

10. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Ten members present in person shall be a quorum for all purposes.
11. The Chairman of the Council, failing whom the Vice-Chairman, shall preside as Chairman at every General Meeting but, if there be no such Chairman or Vice-Chairman or if at any meeting neither shall be present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to preside. If at any meeting no member of the Council is present and willing to preside, the members present shall choose one of their number so to do.
12. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted/

transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except where the meeting has been adjourned for thirty days or more when notice of the adjourned meeting shall be given as in the case of an original meeting.

VOTES of MEMBERS

13. No member shall, unless the Council otherwise determine, be entitled to vote at any General Meeting unless all moneys presently payable by him to the Association have been paid. Subject as aforesaid every member shall have one vote. Votes may be exercised personally or, with prior permission of the Council, by proxy in writing.

COUNCIL

14. Subject as hereinafter provided the Council shall be not less than ten in number but shall ordinarily be around fifteen in number. The first members of Council shall be appointed by a majority of the subscribers to the Memorandum of Association and their number shall be within the said limit. The Association may from time to time by Ordinary Resolution increase or reduce the minimum or maximum number of members of Council.
15. No person other than a member may be appointed a member of Council.

APPOINTMENT and RETIREMENT of MEMBERS of COUNCIL

16. The office of a member of Council shall be vacated in either of the following events:-
- (a) if he resign.
 - (b) if he cease to be a member.

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17. At the first Annual General Meeting all the member of Council shall retire from office but shall be eligible for re-election. At each subsequent Annual General Meeting one-third of the members of Council for the time being, or if their number is not a multiple of three, the number nearest to but no greater than one-third shall retire from office. A member of Council retiring shall retain office until the close or adjournment of the meeting.
18. The members of Council to retire in every year shall be those who have been longest in office since their last election or appointment, but as between persons who became or were last re-elected members of Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring member of Council shall, unless the Council decide otherwise, be eligible for re-election.
19. The Association at the meeting at which a member of Council retires under any provision of these presents shall fill up the vacated office by electing a person thereto, and in default the retiring member of Council shall be deemed to have been re-elected unless -
- (A) at such meeting it is expressly resolved not to fill up such vacated office or a resolution for his re-election is put to the meeting and lost; or
 - (B) he has given to the Association notice in writing of his unwillingness to be re-elected; or
 - (C) he has attained any retiring age applicable to him as a member of Council; or
 - (D) the default is due to the moving of a resolution in contravention of the next following Article.

20. A motion for the appointment of two or more persons as members of Council by a single resolution shall not be made at any General Meeting unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it, and any resolution moved in contravention of this provision shall be void.
21. The Association may by Ordinary Resolution, for which special notice shall not be required, remove any member of Council before the expiration of his period of office, and may by a like resolution appoint another person in his place. The Association may also by Ordinary Resolution appoint any person to be a member of Council either to fill a casual vacancy or as an additional member of Council.
22. The Council shall have power at any time and from time to time to appoint any person to be a member of Council either to fill a casual vacancy or as an additional member of the Committee, but so that the total number of members of Council shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any person so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of members of the Council who are to retire by rotation at such meeting.

PROCEEDINGS of the COUNCIL

23. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes, and in the case of an equality of votes the Chairman shall have a second or casting vote. Any member of Council may, and the Secretary on the requisition of a member of Council shall, at any time summon a meeting of the Council.

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24. The quorum necessary for the transaction of the business of the Council shall be fixed by the Council and unless so fixed at any other number shall be five. A meeting of the Council at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Council. .
25. The continuing members of Council may act notwithstanding any vacancies, but, if and so long as the number of members of Council is reduced below the minimum number fixed by or in accordance with these presents, the continuing members or member of Council may act for the purpose of filling up such vacancies or of summoning General Meetings of the Association, but for no other purpose. If there be no members or member of Council able or willing to act, then any two members of the Association may summon a General Meeting for the purpose of appointing members of the Council.
26. The Council may elect a Chairman and a Vice-Chairman from among their number and determine the period for which each is to hold office. If no Chairman or Vice-Chairman shall have been appointed, or if at any meeting neither be present within five minutes after the time appointed for holding the same, the members of Council present may choose one of their number to be Chairman of the meeting.
27. A resolution in writing signed by all the members of Council for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of Council duly convened and held, and may consist of several documents in the like form, each signed by one or more of the members of Council.

28. The Council may delegate any of their powers to sub-committees consisting of such member or members of their body as they think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Council.

POWERS of the COUNCIL

29. The affairs of the Association shall be managed by the Council who may pay all expenses incurred in forming and registering the Association and may exercise all such powers of the Association as are not by the Statutes or by these presents required to be exercised by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes, and to such regulations (not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Association in General Meeting, but no regulation so made by the Association shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article.
30. The Council shall have power from time totime to adopt and make, alter or revoke, byelaws for the regulation of the Association and otherwise for the furtherance of the purposes for which the Association is established, provided that such byelaws are not repugnant to the Memorandum or Articles of Association. Any resolution of the Council for the adoption, making, alteration or revocation of such byelaws shall be subject to confirmation by Ordinary Resolution of the Association at the next Annual General Meeting and, if it be not so confirmed, shall cease/

cease to have effect at the conclusion of that meeting. All such byelaws for the time being in force shall be binding upon all members until the same shall cease to have effect as hereinbefore provided or shall be varied or set aside by an Ordinary Resolution of the Association. No member shall be absolved from such byelaws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the Committee to make byelaws on other matters the following shall be deemed to be matters which may be governed by byelaws within the meaning of this Article, that is to say :-

- (a) As to the annual, quarterly or other subscriptions or payments to be payable by the members of the Association.
- (b) As to the manner in which membership of the Association may be terminated or shall determine.
- (c) As to the rights and privileges to be accorded to, and the qualifications, reservations and conditions to be imposed on, members of the Association.
- (d) As to committees of members in connection with various branches of the Association's activities and as to the appointment, removal qualification, disqualification, duties, functions, powers and privileges of members of such committees.

Provided always that no byelaws as to the manner in which membership may be terminated shall have any validity or effect unless it provides that any member whose membership is proposed to be terminated shall be given a proper opportunity of attending and being heard at any meeting to which such proposal is to be submitted.

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THE SEAL

31. The Council shall provide for the safe custody of the Seal, which shall only be used with the authority of the Council or a sub-committee authorised in that behalf by the Council. Every instrument to which the Seal is affixed shall be signed by a member of the Council and countersigned by a second member of the Council or by the Secretary.

ACCOUNTS

32. Accounting records sufficient to show and explain the Association's transactions and otherwise complying with the Statutes shall be kept at the Office, or at such other place within Great Britain as the Council think fit, and shall at all times be open to inspection by the Officers of the Association. Subject as aforesaid no member of the Association or other person shall have any right of inspecting any account or book or document of the Association except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the Council.
33. A copy of every balance sheet and income and expenditure account which is to be laid before the Association in General Meeting (including every document required by law to be comprised therein or attached thereto) shall not less than twenty-one days before the date of the meeting be (i) posted in the vestibule or on the Notice Board of each of the said congregations and also (ii) posted in the premises if any occupied by the Association and made available to members there. In addition a copy of such balance sheet or income and expenditure account shall be sent by post to each member of the Association who requests in writing that he should receive a copy thereof prior to said meeting. The accidental omission to give any part of such notice to or the non-receipt of notice by/

by any person entitled to be so notified shall not invalidate the proceedings of any such General Meeting.

AUDIT

34. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

NOTICES

35. Any notice or document may be served by the Association on any member either personally or by sending it through the post in a prepaid letter addressed to such member at the registered address appearing in the register of members or to such other address as he may supply to the Association for the giving of notices to him, and any notice so served by post shall be deemed to have been duly served notwithstanding that such member be then dead or bankrupt and whether or not the Association have notice of his death or bankruptcy.

INDEMNITY

36. Subject to the provisions of the Statutes and of the Memorandum of Association every member of the Council, Auditor, Secretary or other officer of the Association shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

WINDING UP

37. Upon the winding up of the Association the provisions of Clause 4 and Clause 7 of the Memorandum of Association shall have effect and be observed as if the same were repeated herein.

NAME/

