

**Version 1**

THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

---

## **Trellis Scotland**

**MEMORANDUM OF ASSOCIATION**

---

## Version 1

THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

---

# Trellis Scotland

## MEMORANDUM OF ASSOCIATION

---

### Name

- 1 The name of the company to be formed under this Memorandum is **Trellis Scotland** (and in this Memorandum it is called 'the Company').

### Registered office

- 2 The registered office of the Company shall be situated in Scotland.

### Area of benefit

- 3 The area over which the Company shall operate shall be Scotland (in this Memorandum called 'the Area of Benefit').

### Objects

- 4 The purposes for which the Company is established (in this Memorandum referred to as 'the Objects') shall be wholly charitable. The word 'charitable' wherever it appears in this Memorandum shall have the same meaning as in section 505 of the Income and Corporation Taxes Act 1988, including any statutory modification or re-enactment of that Act for the time being in force.
- 5 In particular the Objects shall be to advance education for the public benefit and to promote the welfare of those in the community who are disabled or other condition of need including, but not limited to those facing drug and alcohol addictions, acquired brain injuries, homelessness and related problems, children with support needs resulting from mental and physical health problems. In furtherance thereof, but not otherwise, the Company shall seek to:
  - i) Develop and promote sustainable methods of networking of Therapeutic Gardening Projects;
  - ii) Provide and/or co-ordinate training of Therapeutic Gardening Projects, their practitioners and other interested parties;
  - iii) Provide an advice and information function for Therapeutic Gardening Projects;
  - iv) Provide a development and support function for existing Therapeutic Gardening Projects;

## Version 1

- v) Encourage and foster the creation and establishment of new Therapeutic Gardening Projects;
- vi) Raise awareness of the work of Therapeutic Gardening Projects and influence decision makers;
- vii) Promote best practice and conduct research amongst Therapeutic Gardening Projects and their practitioners;
- viii) Work in partnership with local communities, groups, projects, government, and agencies to ensure the delivery of the above.

### **Powers**

- 6 In furtherance of the Objects, but not for any other purpose, the Company and its Board of Directors shall have the following powers:
- 6.1 to raise funds and to invite and receive contributions from any person or body by way of subscription, donation or otherwise provided that the Company shall have the right to refuse any offer, gift or bequest in whole or in part if it thinks fit and provided also that the Company shall comply with all relevant statutory regulations;
  - 6.2 to charge fees for goods or services produced or supplied by the Company as necessary in order to recover its costs;
  - 6.3 to enter into contracts with other bodies and to provide or receive goods or services on such contracts;
  - 6.4 to operate bank or building society accounts in the name of the Company and to carry out all lawful financial transactions in respect of such accounts;
  - 6.5 to borrow and raise money on loan or advance in such manner and upon such security as the Company shall think fit;
  - 6.6 to invest in the name of the Company any of its funds not immediately required for the furtherance of the Objects in such investments, or upon such securities and property as the Company may think fit and to dispose of and vary such investments and securities, provided that the Company shall obtain any consents and comply with any conditions that may be required by law;
  - 6.7 to spend the funds of the Company in such manner as it thinks most beneficial for the achievement of the Objects;
  - 6.8 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, alter or improve any buildings which the Company may think fit;
  - 6.9 to insure to full value against loss or damage any property owned by or in the possession or use of the Company and to pay the premiums for

## Version 1

such insurance and any costs connected with ascertaining the value of the property from the funds of the Company;

- 6.10 to sell, let, mortgage, or otherwise dispose of all or any of the real or personal property of the Company;
- 6.11 to employ and pay such staff (who shall not be Directors of the Company) as are necessary for carrying out the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- 6.12 to employ, engage, commission, hire or retain the services of professional or technical advisors and to pay all reasonable and proper fees, charges, retainers, expenses and other costs for services rendered by them to the Company;
- 6.13 to insure and indemnify all employees and voluntary workers of the Company against loss, accident, death, personal injury, professional liability and all such other risks incurred in the performance of their duties to a value which the Company shall think fit (but which shall at least be to any minimum value required by law) and to pay the premiums for such insurance from the funds of the Company;
- 6.14 to commission, undertake or contribute to research, surveys and audits and to publish or distribute the findings of research or other information in support of the Objects provided that in doing so the Company shall not undertake unlawful political campaigning;
- 6.15 to provide, support or assist in the provision of exhibitions, meetings, conferences, seminars, lectures or other similar activities provided that in doing so the Company shall not undertake unlawful political campaigning;
- 6.16 to establish or support the establishment of any charitable trusts, associations or institutions formed for all or any of the Objects;
- 6.17 to subscribe to, become a member of, amalgamate or cooperate with other charities, voluntary bodies or other bodies not formed for the purposes of profit, and to cooperate with statutory bodies in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
- 6.18 to establish or help the establishment of any trading company or subsidiary (which shall be wholly owned by the Company) and to receive funds from any such company or subsidiary by way of deed of covenant, gift aid or dividend and to invest funds of the Company in any such company or subsidiary provided that such investment shall only take the form of properly secured loans and provided also that the Company complies with any conditions or obtain any consents required by law.

## Version 1

- 6.19 to instigate or defend legal proceedings relating to the Company, its property, its employees and voluntary workers and its Directors, and to meet legal costs (where these are not recoverable from other parties) from the funds of the Company;
- 6.20 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation, incorporation, registration, maintenance and administration of the Company;
- 6.21 to do all other lawful things necessary for the achievement of the Objects.

### **Income and property**

- 7 The income and property of the Company shall be used solely for the promotion of the Objects. Subject to the exceptions of clause 8 no part of the income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Company and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or benefit in money or money's worth from the Company.
- 8 Clause 7 shall not prevent the payment in good faith by the Company of:
  - 8.1 the usual professional charges for business done by any Director who is engaged in a profession, or by her partner or firm, when instructed by the Company to act in a professional capacity on its behalf; provided that at no time shall a majority of the Directors benefit under this provision and provided also that a Director shall withdraw from any meeting at which her appointment or payment, or that of her partner or firm, is under discussion;
  - 8.2 reasonable and proper payment for any services rendered to the Company by any member, officer or servant of the Company who is not a Director;
  - 8.3 interest on money lent by any member or Director of the Company at a reasonable and proper rate per year not exceeding the published base lending rate of a clearing bank to be chosen by the Directors;
  - 8.4 fees, remuneration or other benefit in money or money's worth to any other company of which a Director may also be a member holding not more than one hundredth part of the issued capital of that company;
  - 8.5 reasonable and proper rent not exceeding the open market value for premises let to the Company by any member or Director;

## Version 1

- 8.6 reasonable payments to reimburse any Director for out-of-pocket expenses incurred by her in the course of carrying out her duty as a Director.

### **Limited liability**

- 9 The liability of the members of the Company is limited.
- 10 Every member of the Company undertakes to contribute such amount as may be required, not exceeding £1 (one pound), to the Company's assets if it should be wound up while she is a member or within one year after she ceases to be a member, for payment of the Company's debts and liabilities contracted before she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories amongst themselves.

### **Disposal of assets upon dissolution**

- 11 If the Company is wound up or dissolved and after all its debts and liabilities have been met there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charity or charities having objects similar to the Objects chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.

**Version 1**

Signatures, names and addresses of subscribers:

Iain Mackintosh  
Director

Fiona Thackeray  
Secretary

Dated this 13th day of March, **2013**

Witness to the above signatures:

Jenny Simpson  
Information Officer