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THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM
& ARTICLES OF ASSOCIATION
of
VOICES OF EXPERIENCE

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COMPANY LIMITED BY GUARANTEE
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MEMORANDUM of ASSOCIATION
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VOICES OF EXPERIENCE

- 1 The company's name is "Voices of Experience".
- 2 The company's registered office is to be situated in Scotland.
- 3 [The company's objects are:
 - (1) To advance the health and to relieve the needs of people who have, or have had, mental health problems by providing, or encouraging the provision of, services which will improve their conditions of life and also facilitate their full integration into society;
 - (2) To advance community development through the facilitation of communication and exchange of experiences, information and support between and among people who have, or have had, mental health problems and other support organisations, to develop the capacity of such people to more fully engage with their communities and to participate in civil society.
 - (3) To advance education in relation to mental health issues;
 - (4) To promote, establish, operate and /or support other similar projects and programmes which are in furtherance of charitable purposes.]

In pursuance of those aims (but not otherwise), the company shall have the following powers:-

- 3.1 [*insert details of main activities*]
- 3.2 To provide and/or assist in the provision of information, advisory and support services which advance the objects of the company.
- 3.3 To advise in relation to, prepare, organise, conduct and/or present educational and training courses, programmes and events of all kinds.
- 3.4 To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other

publications, audio and video recordings, multi-media products and display materials, and to create and maintain a website or websites.

- 3.5 To promote, support (whether financially or otherwise) and/or conduct, other projects and initiatives of all kinds which further any of the above objects.
- 3.6 To carry on any other activities which further any of the above objects.
- 3.7 To promote companies whose activities may further one or more of the above objects or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- 3.8 To acquire and take over the whole or any part of the undertaking and liabilities of anybody holding property or rights which are suitable for the company's activities.
- 3.9 To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- 3.10 To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- 3.11 To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- 3.12 To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- 3.13 To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- 3.14 To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- 3.15 To engage such consultants and advisers as are considered appropriate from time to time.
- 3.16 To effect insurance of all kinds (which may include officers' liability insurance).
- 3.17 To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).

- 3.18 To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.
- 3.19 To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- 3.20 To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- 3.21 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- 3.22 To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- 3.23 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity.
- 3.24 To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

And it is declared that

- (i) in this clause, "property" means any property, heritable or moveable, wherever situated
 - (ii) in this clause, and throughout this memorandum of association,
 - (A) the expression "charity" shall mean a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
 - (B) 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 sections 505 and 506 of the Income and Corporation Taxes Act 1988;
 - (iii) any reference in this memorandum of association to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.
- 4.1 The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3).
 - 4.2 No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.

- 4.3 No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
- 4.4 No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to 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/she/it is a member or within one year after he/she/it ceases to be a member, for payment of the company's debts and liabilities contracted before he/she/it 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.
- 7.1 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company; that property shall instead be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the company.
- 7.2 The charity or charities to which property is transferred under paragraph 7.1 shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time.
- 7.3 To the extent that effect cannot be given to the provisions of paragraphs 7.1 and 7.2, the relevant property shall be applied to some other charitable purpose or purposes.
- 8 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and addresses of subscribers

1.

2.

3. etc.

Dated

Witness to the above signatures:-

THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

ARTICLES of ASSOCIATION

of

VOICES OF EXPERIENCE

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General structure

- 1 The structure of the company consists of:-
- (a) The **FULL MEMBERS** - who have the right to attend general meetings and have important powers under the articles of association and the Companies Acts; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves
 - (b) The **DIRECTORS** - who hold regular meetings during the period between annual general meetings, and generally control and supervise

the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

Qualifications for membership

- 2 The members of the company shall consist of the subscribers to the memorandum of association and such other persons and bodies as are admitted to Full Membership under articles 4 to 12; for the avoidance of doubt, Associate Members shall not be members of the Company within the meaning of the Companies Acts.

Categories of membership

- 3 For the purposes of these articles
- 3.1 “**Full Member**” means a member admitted under paragraphs 4.1 - 4.3; “**Full Membership**” shall be construed accordingly;
- 3.2 “**Associate Member**” means a member admitted under paragraph 4.4; “**Associate Membership**” shall be construed accordingly;
- 4 Membership shall be open to
- 4.1 any individual who lives, works or studies in Scotland, who is 16 years of age or over and has, or has had, personal lived experience of mental health problems;
- 4.2 any corporate body which provides services in Scotland to individuals with mental health problems, is led by current or former users of its services and operates under fair and inclusive working policies;
- 4.3 any individual who has been nominated for membership by an unincorporated body which provides services in Scotland to individuals with mental health problems, is led by current or former users of its services and operates under fair and inclusive working policies; and
- 4.4 any body or individual (whether in a personal capacity or on the basis that he/she has been nominated for membership by an incorporated body) who/which has an interest in the aims and activities of the company but who is not eligible or does not wish to be admitted to Full Membership.
- 5 No more than one individual nominated under paragraph 4.3 by each unincorporated body may be a member of the company at any given time.
- 6 Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

Application for membership

- 7 Any individual eligible for Full Membership under paragraph 4.1 who wishes to become a Full Member must sign, and lodge with the company, a written application for membership stating the category of membership applied for; the application must be accompanied by a remittance to meet the annual membership subscription.
- 8 Any corporate body eligible for Full Membership under paragraph 4.2 which wishes to become a Full Member must sign, and lodge with the company, a written application for membership stating the category of membership applied for, signed by an appropriate officer of that body; the application must be accompanied by a remittance to meet the annual membership subscription.
- 9 Any individual nominated by an unincorporated body eligible for Full Membership under paragraph 4.3 who wishes to become a member must sign, and lodge with the company, a written application for membership stating the category of membership applied for, signed by an appropriate office bearer of the unincorporated body which is nominating him/her for membership; the application must be accompanied by a remittance to meet the annual membership subscription.
- 10 Any body or individual who wishes to become an Associate Member under paragraph 4.4, must sign, and lodge with the company, a written application for membership stating the category of membership applied for (and if nominated by an unincorporated body; signed by an appropriate office bearer).
- 11 The directors may, at their discretion, refuse to admit any person or body to membership.
- 12 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application (and accompanying remittance); the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application and, if the decision was to refuse admission, shall return to the applicant the remittance lodged by him/her/it under articles 7, 8 or 9.

Membership subscription

- 13 The amount of the annual membership subscription (if any) applicable to each category of member (and such that the directors may, for this purpose, split the members into such categories as they may deem appropriate from time to time) shall, in respect of the period from the date of incorporation of the company until the first annual general meeting, be determined by the directors from time to time and, as from the first annual general meeting of the company, shall be determined by ordinary resolution passed at each annual general meeting. For the avoidance of any doubt, no membership subscription shall be payable by Associate Members.

- 14 The annual membership subscription shall be due on each accounting reference date of the company and shall (subject to article 17) be taken to cover the period from one accounting reference date to the date falling immediately prior to the next accounting reference date.
- 15 The directors shall give to the Full Members at least two weeks' notice of each accounting reference date; each notice shall specify the amount of the membership subscription which will be due and shall state the possible consequence (under the following article) of failure to make payment.
- 16 If the company has not received a Full Member's annual membership subscription within three months after the accounting reference date on which notice was given to the member under article 15 (or by such later date as the directors may determine), the directors may by resolution expel that individual or body from Full Membership.
- 17 Any person who ceases (for whatever reason) to be a Full Member shall not be entitled to any refund of the Full Membership subscription.

Register of members

- 18 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she/it was admitted to membership, the category of membership to which he/she/it was admitted, and the date on which any person or body ceased to be a member; in the case of a member who was admitted under paragraph 4.3, the entry against his/her name must also be signed by an appropriate office bearer of the unincorporated body which is nominating him/her for membership.

Withdrawal from membership

- 19 Any person or body who/which wishes to withdraw from membership shall sign (in the case of a corporate body through an appropriate officer), and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she/it shall cease to be a member.

Expulsion from membership

- 20 Any person or body may be expelled from membership by special resolution (see article 51), providing the following procedures have been observed:-
 - 20.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - 20.2 the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

- 21 Membership shall cease on death or (in the case of a corporate body) on receivership, liquidation, dissolution or striking-off of the body which constituted the member.
- 22 An unincorporated body which has nominated an individual for membership may withdraw its nomination at any given time by written notice to the company to that effect; on receipt of the notice by the company, the individual in question shall automatically cease to be a member of the company.
- 23 A member may not transfer his/her/its membership to any other person or body.

General meetings (meetings of members)

- 24 The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
- 25 Not more than 15 months shall elapse between one annual general meeting and the next.
- 26 The business of each annual general meeting shall include:-
 - 26.1 a report by the chair on the activities of the company
 - 26.2 a report by the Treasurer on the financial position of the company
 - 26.3 consideration of the annual accounts of the company
 - 26.4 the election/re-election of directors, as referred to in articles 65 to 72.
- 27 Subject to articles 24, 25 and 28, the directors may convene a general meeting at any time.
- 28 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the 2006 Act) or a requisition by a resigning auditor (under section 518 of the 2006 Act).

Notice of general meetings

- 29 At least 14 clear days' notice of a general meeting must be given to all the members, directors and (if auditors are in office at the time) to the auditors.
- 30 The reference to "clear days" in article 29 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

- 31 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; (b) if a special resolution (see article 51) (or a resolution requiring special notice under the Companies Acts) is to be proposed, state that fact, giving the exact terms of the resolution; and (c) contain a statement informing members of their right to appoint a proxy.
- 32 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 33 Notice of every general meeting shall be given
- 33.1 in hard copy form
- 33.2 (where the individual or body to whom/which notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
- 33.3 (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the 2006 Act) by means of a website.

Procedure at general meetings

- 34 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 20 persons entitled to vote, each being a Full Member, (in the case of a member which is a corporate body) its duly authorised representative or a proxy for a Full Member; Associate Members shall not be counted in determining whether a quorum is present.
- 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 Chairperson shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the Chairperson is not present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the Vice Chairperson shall (if present and willing to act) preside as chairperson of the meeting.
- 37 If neither the Chairperson nor the Vice Chairperson is present or willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson at the meeting or, if there is only one director present and willing to act, he/she shall be the chairperson of the meeting.
- 38 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.

- 39 Every Full Member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally, (in the case of a Full Member which is a corporate body) by its duly authorised representative present at the meeting or by proxy.
- 40 A Full Member which is a corporate body shall be entitled to authorise an individual to attend and vote at general meetings; he/she will then be entitled to exercise the same powers on behalf of the body which he/she represents as that body could have exercised if it had been an individual Full Member of the company.
- 41 Every Associate Member shall be entitled to attend and speak at general meetings, but shall not be entitled to vote.
- 42 A Full Member who wishes to appoint a proxy to vote on his/her/its behalf at any meeting
- 42.1 shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her (or, in the case of a corporate body, by an appropriate officer of that body); or
- 42.2 shall send by electronic means to the company, at such electronic address as may have been notified to the members 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.
- 43 For the avoidance of doubt, in calculating the 48-hour period referred to in article 42, no account shall be taken of any day that is not a working day.
- 44 An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of article 42, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 45 A Full Member shall not be entitled to appoint more than one proxy to attend the same meeting.
- 46 A proxy need not be a Full Member of the company.
- 47 A proxy appointed to attend and vote at any meeting instead of a Full Member shall have the same right as the Full Member who appointed him/her to speak at the meeting.
- 48 The chairperson of a general meeting shall not be entitled to a casting vote if an equality of votes arises in relation to any resolution.

- 49 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 at the meeting and entitled to vote, whether as Full Members, representatives of Full Members which are corporate bodies or as proxies for Full Members); 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.
- 50 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Special resolutions and ordinary resolutions

- 51 For the purposes of these articles, a “special resolution” means (without prejudice to articles 54 to 57) 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 29 to 33; 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 members absent from the meeting.
- 52 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Companies Acts allow the company, by special resolution,
- 52.1 to alter its name
 - 52.2 to alter its memorandum of association with respect to the company’s objects
 - 52.3 to alter any provision of these articles or adopt new articles of association.
- 53 For the purposes of these articles, an “ordinary resolution” means (without prejudice to articles 54 to 57) 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 29 to 33.

Written resolutions

- 54 A written resolution can be passed by the Full Members of the company (having been proposed by either the Full Members or the directors in accordance with the procedures detailed in Chapter 2 of Part 13 of the 2006 Act) and will have effect as if passed by the Full Members of the company in general meeting; a written resolution is passed when the required majority of eligible members have signified their agreement to it by sending to the company (in hard copy or electronic form) an authenticated document which

identifies the resolution to which it relates and which indicates the Full Member's agreement to it (agreement to which cannot thereafter be revoked).

55 For the purposes of the preceding article:-

55.1 the reference to "eligible members" is to those Full Members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (a) the date on which copies of the written resolution are sent or submitted to the Full Members in accordance with the procedures detailed in Chapter 2 of Part 13 of the 2006 Act; or (b) if copies are sent or submitted to Full Members on different days, the first of those dates);

55.2 the reference to "required majority" is to the majority required to pass an ordinary or a special resolution under the Companies Acts, as follows:-

55.2.1 in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with article 54) by members representing a simple majority of the total voting rights of eligible members;

55.2.2 in order to pass a special resolution by way of written resolution, it must be passed (in accordance with article 54) by members representing not less than 75% of the total voting rights of eligible members and the resolution must specifically state that it was proposed as a special resolution.

56 For the avoidance of doubt, a resolution to remove a director (under section 168 of the 2006 Act) or a resolution to remove an auditor (under section 510 of the 2006 Act) cannot be proposed as a written resolution under article 54.

57 For the purposes of article 54, a proposed written resolution will lapse if it is not passed before the end of a period of 28 days beginning with the circulation date (as defined in article 55), and the agreement of any member to a written resolution will be ineffective if signified after the expiry of that period.

Categories of director

58 For the purposes of these articles

58.1 "**Member Director**" means a director (drawn from the Full Membership of the company) elected/appointed under articles 65 to 72;

58.2 "**Co-opted Director**" means a director appointed by the directors under articles 73 and 74.

Maximum/minimum number of directors

- 59 The maximum number of directors shall be 15; out of that number, no more than 12 shall be Member Directors and no more than three shall be Co-opted Directors.
- 60 The minimum number of directors shall be five, of whom a majority must be Member Directors.

Eligibility

- 61 A person shall not be eligible for election/appointment as a Member Director unless he/she is a Full Member of the company or has been nominated for election/appointment as a director by a Full Member which is a corporate body; a person appointed as a Co-opted Director need not, however, be a Full Member of the company.
- 62 A person shall not be eligible for election/appointment as a director if he/she is an employee of the company.
- 63 A person who has served as a director for a period of 6 years shall automatically vacate office on expiry of that 6-year period and shall then not be eligible for re-election until a further year has elapsed.
- 64 For the purposes of article 63:
- 64.1 the period from the date of the formation of the company to the first annual general meeting shall be deemed to be a period of one year, unless it is of less than six months' duration (in which case it shall be disregarded);
 - 64.2 the period between the date of appointment of a director and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is of less than six months' duration (in which case it shall be disregarded);
 - 64.3 the period between one annual general meeting and the next shall be deemed to be a period of one year;
 - 64.4 if a director ceases to hold office but is re-appointed as a director within a period of six months, he/she shall be deemed to have held office as a director continuously.

Election, retiral, re-election: Member Directors

- 65 At each annual general meeting, the Full Members may (subject to article 59) elect any Full Member (providing he/she is willing to act) to be a director (a "**Member Director**").
- 66 The directors may (subject to article 59) at any time appoint any Full Member (providing he/she is willing to act) to be a director (a "**Member Director**").

- 67 A Full Member which is a corporate body may (subject to article 68) nominate any individual for election/appointment as a director; he/she will then be deemed to be a Full Member of the company for the purposes of articles 65 and 66.
- 68 No more than one individual nominated under article 67 may serve as a director at any given time.
- 69 At the first annual general meeting, one third (to the nearest round number) of the Member Directors shall retire from office; the question of which of them is to retire shall be determined by some random method.
- 70 At each annual general meeting (other than the first)
- 70.1 any Member Director appointed under article 66 during the period since the preceding annual general meeting shall retire from office;
- 70.2 out of the remaining Member Directors, one third (to the nearest round number) shall retire from office.
- 71 The directors to retire under paragraph 70.2 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.
- 72 A director who retires from office under article 69 or 70 shall (subject to article 63) be eligible for re-election.

Appointment/re-appointment: Co-opted Directors

- 73 In addition to their powers under article 66, the directors may (subject to article 59) at any time appoint any individual (providing he/she is willing to act) to be a director (a “**Co-opted Director**”) either on the basis that he/she has been nominated by a body or bodies with which the company has close contact in the course of its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors.
- 74 At each annual general meeting, all of the Co-opted Directors shall retire from office – but shall then be eligible for re-appointment under article 73.

Termination of office

- 75 A director shall automatically vacate office if:-
- 75.1 he/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;
- 75.2 he/she becomes debarred under any statutory provision from being a charity trustee within the meaning of the Charities and Trustee Investment (Scotland) Act 2005;

- 75.3 he/she is sequestered;
 - 75.4 he/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;
 - 75.5 (in the case of a Member Director) he/she ceases to be a Full Member of the company or (if he/she was nominated by a corporate body) the corporate body which nominated him/her ceases to be a Full Member of the company;
 - 75.6 he/she becomes an employee of the company;
 - 75.7 he/she resigns office by notice to the company;
 - 75.8 he/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;
 - 75.9 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 91);
 - 75.10 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under sub-sections 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 75.11 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the 2006 Act.
- 76 A resolution under paragraph 75.9 or 75.10 shall be valid only if:-
- 76.1 the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;
 - 76.2 the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote;
 - 76.3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Register of directors

- 77 The directors shall maintain a register of directors, setting out full details of each director, the name of the corporate member which nominated each director (if applicable), the date on which he/she became a director, and the date on which any person ceased to hold office as a director.

Office Bearers

- 78 The directors shall elect from among themselves a Chairperson, Vice Chairperson and Treasurer, and such other office bearers (if any) as they consider appropriate.
- 79 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.
- 80 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

- 81 Subject to the provisions of the Companies Acts, the memorandum of association 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.
- 82 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

- 83 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 99) from voting on the question of whether or not the company should enter into that arrangement.
- 84 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her under section 252 of the 2006 Act), has a personal interest in that arrangement.
- 85 Provided
- 85.1 he/she has declared his/her interest
- 85.2 he/she has not voted on the question of whether or not the company should enter into the relevant arrangement and
- 85.3 the requirements of article 87 are complied with,
- a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 84) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

- 86 No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director.
- 87 Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then
- 87.1 the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - 87.2 the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
 - 87.3 less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
- 88 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Conduct of directors

- 89 It is the duty of each director of the company to take decisions (and exercise his/her other powers and responsibilities as a director) in such a way as he/she considers, in good faith, will be most likely to promote the success of the company in achieving its objects (as outlined in clause 3 of the memorandum of association) and will be in the best interests of the company, and irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question.
- 90 Without prejudice to the principle set out in article 89, each of the directors shall have a duty, in exercising functions as a charity trustee, to act in the interests of the company; and, in particular, must:-
- 90.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its purposes;
 - 90.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 90.3 in circumstances giving rise to the possibility of a conflict of interest between the company and any party responsible for the appointment of that director:-
 - 90.3.1 put the interests of the company before that of the other party;
 - 90.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from

participating in any deliberation or decision of the other directors with regard to the matter in question;

- 90.4 ensure that the company complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 91 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors from time to time; for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Procedure at directors' meetings

- 92 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 93 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.
- 94 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be 5.
- 95 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.
- 96 Unless he/she is unwilling to do so, the Chairperson shall preside as chairperson at every directors' meeting at which he/she is present; if the Chairperson is unwilling to act as chairperson of a meeting of directors or is not present within fifteen minutes after the time appointed for the meeting, the Vice Chairperson shall (if present and willing to act) preside as the chairperson of the meeting.
- 97 If neither the Chairperson nor the Vice Chairperson is present and willing to act as chairperson of the meeting within fifteen minutes of the time appointed for holding the meeting, the directors present may appoint one of their number as chairperson of the meeting.
- 98 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.
- 99 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the

company; he/she must withdraw from the meeting while an item of that nature is being dealt with.

- 100 For the purposes of article 99, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
- 101 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 102 The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 99 to 101.

Delegation to sub-committees

- 103 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
- 104 Any delegation of powers under article 103 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 105 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

- 106 The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company; at least one out of the two signatures must be the signature of a director.

Secretary

- 107 The directors may (notwithstanding the provisions of the 2006 Act) appoint a company secretary, 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.

Minutes

- 108 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

- 109 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 110 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
- 111 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

Notices

- 112 Any notice to be given in pursuance of these articles shall be in writing.
- 113 The company may give any notice in pursuance of these articles to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her/its registered address or by leaving it at that address; alternatively, in the case of a member who has notified the company of an electronic address to be used for this purpose, the company may give any notice to that member by electronic means.
- 114 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.
- 115 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.
- 116 A member may give any notice to the company either by sending it by post in a pre-paid envelope addressed to the company at its registered office or by leaving it, addressed to the company secretary, at the company's registered office or (where the company has notified the member of an electronic address to be used for this purpose) by way of electronic means.

Winding-up

- 117 If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

Indemnity

- 118 Every director or other officer or auditor of the company shall be indemnified out of the assets of the company (to the extent permitted by sections 232, 234, 235, 532 and 533 of the 2006 Act) against any loss or liability which

he/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 2006 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/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.

- 119 For the avoidance of doubt, the company shall be entitled to purchase and maintain for any director insurance against any loss or liability which he/she 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 2006 Act (negligence etc. of a director).

Interpretation

- 120 In these articles

120.1 “the 2006 Act” means the Companies Act 2006;

120.2 “the Companies Acts” means the Companies Acts 1985 to 2006.

- 121 Any reference in these articles to a statutory provision shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.
- 122 Reference in these articles to the singular shall be deemed to include the plural.

Names and addresses of subscribers

1.

2.

3. etc.

Dated

Witness to the above signatures:-