

THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

MEMORANDUM of ASSOCIATION

of

VOLUNTARY ACTION SCOTLAND

- 1 The company's name is "Voluntary Action Scotland".
- 2 The company's registered office is to be situated in Scotland.
- 3 The company's objects are
 - 1) To advance community development including (i) rural or urban regeneration, and (ii) the promotion of civic responsibility, volunteering, the voluntary sector and the effectiveness or efficiency of charities.
 - 2) To advance such other purposes as are charitable in the law of Scotland for the time being in force as the company from time to time determines.
 - 3) To co-operate with any other society or organisation for the furtherance of the above objects and to bring together statutory, voluntary and business organisations in joint effort to further or promote the above objects.

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

- (a) To provide all or any communication, promotion, information, networking and support services as are required by local infrastructure organisations and consortia supporting the voluntary, community and social economy sectors as well as bringing such together in common effort and by co-delivering services with them as they require.
- (b) To prepare, print, publish, issue and/or circulate (gratuitously or otherwise) reports, periodicals, books, pamphlets, leaflets, posters or other printed matter, video tapes and other material.

- (c) To advise in relation to, organize and/or conduct seminars, training courses, exhibitions, meetings, conferences and lectures.
- (d) To promote, support and/or undertake research and experimental work and disseminate the results of such research and experimental work.
- (e) To provide evidence for central or local government or other enquiries.
- (f) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.
- (g) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.
- (h) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
- (i) To sell, feu, let, hire, licence, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- (j) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- (k) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.
- (l) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (m) To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/widower, relatives and dependents of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.

- (n) To promote any private Act of Parliament or other authority to enable the company or carry on its activities, alter its constitution or achieve any other purpose which may promote the company's interests, and to oppose or object to any application or proceedings which may prejudice the company's interests.
- (o) To enter into any arrangement with any organization, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organization, government or authority any charter, right, privilege or concession.
- (p) To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- (q) To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- (r) To effect insurance against risks of all kinds.
- (s) To invest moneys of the company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- (t) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorized to carry on.
- (u) To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the company.
- (v) To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the company is authorized to amalgamate and to acquire and take over the whole of any part of the undertaking, assets and liabilities of any body,

incorporated or unincorporated, with which the company is authorized to amalgamate.

- (w) To transfer all or any part of the undertaking, property and rights of the company to any body, incorporated or unincorporated, with which the company is authorized to amalgamate.
- (x) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations and grants for any charitable purpose connected with the activities of the company or with the furtherance of its objects.
- (y) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company.
- (z) To take such steps (by way of personal or written appeals, public meeting or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise.
- (aa) To set charges for services provided and negotiate contracts for the delivery of services to other bodies or persons and earn income therefrom.
- (bb) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- (cc) To establish, implement and enforce bye-laws and rules for the assurance of good conduct and order within the premises, activities and procedures of the company.
- (dd) To do anything lawful which may be incidental or conducive to the attainment of any of the objects of the company.

And it is declared that

- i in this clause where the context so admits "property" means any property, heritable or moveable, real or personal, wherever situated
- ii in this clause, and throughout this memorandum of association the word "charitable" shall have the meaning ascribed to it by the law of Scotland for the time being in force.

4.1 Subject to clause 4.2

- (a) the income and property of the company shall be applied solely towards the promotion of its objects as set out in clause 3 of this memorandum of association
- (b) no part of the income and property of the company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the company.
- (c) no director of the company shall be appointed to any office under the company in respect of which a salary or fee is payable and
- (d) no benefit in money or money's worth shall be given by the company to any director except repayment of out-of-pocket expenses.

4.2 The company shall, notwithstanding the provisions of clause 4.1, be entitled

- (a) to pay reasonable and proper remuneration to any director or member of the company in return for particular services (not being of a management nature) actually rendered for the company and to make onward payment to members of such sums, grants or contractual payments as are received or raised by the company for such onward distribution to members or otherwise to make payments to members which are charities, all in furtherance of the above objects.
- (b) to pay interest at a rate not exceeding the commercial rate on money lent to the company by any director or member of the company
- (c) to pay rent at a rate not exceeding the open market rent for premises let to the company by any director or member of the company and
- (d) to purchase assets from, or sell assets to, any director or member of the company providing such purchase or sale is at market value.

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 is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/she 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 but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to any extent at least as great as does clause 4 of this memorandum of association.
- 7.2 The body or bodies to which property is transferred under clause 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 or may acquire jurisdiction.
- 7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.

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. Signature Full Name

Designation

Address

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2. Signature Full Name

Designation

Address

.....

.....

3. Signature Full Name

Designation

Address

.....

.....

Dated:

Witness to the above signatures:

THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

ARTICLES OF ASSOCIATION

of

VOLUNTARY ACTION SCOTLAND

Definitions and interpretation

1 In these articles

"the Act" means the Companies Act 1985; any reference in these articles to a provision of the Act shall be deemed to include any statutory modification or re-enactment of that provision for the time being in force.

"the Operating Area" means Scotland or any successor area or areas.

"local infrastructure consortium" means that functional interface however legally structured but having a legal structure which provides the voluntary and community sector development support function, volunteer development support function and social economy development support function within a unitary authority area.

"interface" means a local infrastructure consortium as above whether that consists of one or more structural components and which is a member of the company.

"voting representative" means that person nominated to the company to exercise voting rights as defined in Article 47.

- 2 Any reference in these articles to "clear days" in relation to a period of notice indicates that in calculating such period the day when the notice is given or deemed to be given and the day for which it is given or on which it is due to take effect are to be excluded.
- 3 Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force at the date of incorporation of the company.
- 4 The Interpretation Act 1978 shall apply to these articles as it applies to any Act of Parliament.

Membership : eligibility

- 5 The subscribers to the memorandum of association and any local infrastructure organisation whether unincorporated or incorporated which is a) a unitary interface organisation or b) a local infrastructure body or consortium or c) a volunteer centre or d) a council for voluntary service and which supports the objects of the company and is admitted to membership by the directors shall be the members of the company subject to the terms of these articles. For clarification, any unincorporated body which is admitted as a member shall do so and achieve its rights as a member through a nominated individual who shall from time to time be notified to the company and be entered into the register of members on behalf of that body. Any corporate body shall be entered as a member directly as a legal person and shall achieve its rights as a member through a nominated representative who shall from time to time be notified to the company. The subscribers shall cease to be members at the start of the first general meeting of the company.
- 6 An individual who is an employee of the company shall not be eligible for representation of a member.

Admission of members

- 7 Any consortium / organisation wishing to be a member of the company and who meets the requirements of article 5 shall apply in writing to the company.

- 8 The directors shall be entitled to refuse to admit any individual or body to membership if in their opinion, acting reasonably,
- (a) the admission of that individual or body to membership would be likely to prejudice the reputation and good standing of the company within the Operating Area or would be likely to lead to disruption to the efficient conduct of general meetings or of the activities of the company.
- 9 If the directors exercise their entitlement under article 8 to refuse admission of any individual or body, they shall notify the applicant in writing accordingly within a period of 60 days after the date on which the application was considered by the directors.
- 10 Each application for membership shall be considered by the directors at the first meeting of the directors which is held after receipt by the company of the written application.
- 11 Any resolution by the directors to the effect that an applicant is to be admitted to membership shall be deemed to be conditional upon payment by the applicant of the full amount of the annual membership subscription (whatever the period between the date of such resolution and the date on which the membership subscription next falls due); no applicant shall be entered in the register of members unless or until such subscription as referred to above has been received by the company.
- 12 The directors may fix a membership subscription.

Annual re-registration

- 13 Each of the members shall require to re-register annually as a member of the company in accordance with articles 14 and 15.
- 14 The directors shall, accompanying the notice of each annual general meeting, notify the members in writing of the requirement to re-register; each such notification shall be accompanied by a re-registration form (in such terms as the directors may reasonably require).
- 15 If a member fails to return his/her/its re-registration form within six months of the notification under article 14, the directors may, by resolution, expel him/her/it from membership.

Membership : cessation/withdrawal

- 16 Membership shall not be transferable and shall cease on death or dissolution.
- 17 An individual/body who wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors may reasonably require), signed by him/her/it; he/she/it shall cease to be a member with effect from the time at which the notice is received by the company.

Expulsion from membership

- 18 Subject to articles 19 and 20, the company may, by special resolution, expel any individual / body from membership.
- 19 Any member who wishes to propose at any meeting a resolution for the expulsion of any individual /body from membership shall lodge with the company written notice of his/her intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
- 20 The company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned, and the member concerned shall be entitled to be heard on the resolution at the meeting.
- 21 The directors may for good and sufficient reason by resolution expel an individual / body from membership and in that event the directors shall not be required to give any reason or reasons for such decision.
- 22 An individual / body expelled from membership under articles 18 to 21 shall cease to be a member with effect from the time at which the relevant resolution is passed.

General meetings

- 23 All general meetings other than annual general meetings shall be called extraordinary general meetings.

- 24 An extraordinary general meeting shall be convened by the directors on requisition by members (under section 368 of the Act [section 303 of the Companies Act 2006]) or on requisition by a resigning auditor (under section 392A(2) of the Act [section 518(2) of the Companies Act 2006]).
- 25 Subject to the preceding article and to the requirements under section 366 of the Act [and to any requirements in sections 307-333 of the Companies Act 2006] as to the holding of annual general meetings, the directors may convene general meetings whenever they think fit.
- 26 The business of an annual general meeting shall include the presentation, and discussion, of a full report on the activities of the company during the period since the date of the last annual general meeting.

Notice of general meetings

- 27 An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by at least twenty one clear days' notice; all other extraordinary general meetings shall be called by at least fourteen clear days' notice. Notices of motion intended for discussion at any annual general meeting must be delivered to the company secretary two weeks before the period of notice required for that meeting.
- 28 A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.
- 29 A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
- 30 Notice of every general meeting shall be sent or delivered to all the members and directors and to the auditors.
- 31 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Special resolutions and ordinary resolutions

- 32 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 27 to 30; 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.
- 33 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- (a) to alter its name
 - (b) to alter its memorandum of association with respect to the company's objects
 - (c) to alter any provision of these articles or adopt new articles of association.
- 34 For the purposes of these articles, an "ordinary resolution" means a resolution passed by simple majority vote (taking account only of those votes cast in favour as compared with those cast against) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 27 to 30.

Proceedings at general meetings

- 35 The directors shall be entitled, at their discretion, to allow any individual who is not a member or representative of a member of the company to remain in attendance at the annual general meeting following the commencement of the formal business; for the avoidance of doubt, no such individual shall be entitled to vote at the annual general meeting.
- 36 No business shall be transacted at any general meeting unless a quorum is present; the quorum may be fixed by the members in general meeting and, unless so fixed at any other number, shall be 20 voting representatives, present in person. For the

- sake in clarity “present in person” shall include those present by proxy, by videoconference link, and by other electronic means such as weblink.
- 37 If the quorum required under article 36 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the directors.
- 38 The Convenor (or, in his/her absence, the Vice Convenor) shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if neither the Convenor nor the Vice Convenor is present and willing to act as chairperson 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 or, if there is only one director present and willing to act, he/she shall be chairperson.
- 39 If no director is willing to act as chairperson within half an hour after the time appointed for holding the meeting, the members present shall elect one of their number to be chairperson.
- 40 The chairperson may, with the consent of the 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.
- 41 No business shall be transacted at any adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
- 42 Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
- 43 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by the chairperson or by any member present at the meeting.
- 44 Unless a poll is demanded in accordance with the preceding article, a declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact

without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 45 The demand for a poll may, before the poll is taken be withdrawn but only with the consent of the chairperson; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made or the result of a show of hands declared after the demand is so withdrawn.
- 46 If a poll is demanded in accordance with article 43, it shall be taken at once by means of a secret ballot of all the members present at the meeting; the result of such poll shall be declared at the meeting at which the poll was demanded.

Votes of members

- 47 (a) The votes of members shall be expressed and registered through a College voting system. For the purpose of this College, 13 College areas comprising the following interface areas shall be established except as the number and interface components of College areas may otherwise from time to time be determined by the company by ordinary resolution.
- Highland
 - Aberdeen, Aberdeenshire and Moray
 - Angus, Dundee, Perth and Kinross
 - Clackmannanshire, Stirling and Falkirk
 - Fife
 - Edinburgh
 - East Lothian, Midlothian and West Lothian
 - Dumfries and Galloway, Scottish Borders
 - East Ayrshire, South Ayrshire, North Ayrshire, Argyll and Bute
 - North Lanarkshire, South Lanarkshire
 - Renfrewshire, East Renfrewshire, Inverclyde, West
Dunbartonshire and East Dunbartonshire
 - Glasgow
 - Eilean Siar, Orkney, Shetland

- (b) Each College area shall have the right to exercise up to 3 votes.
- (c) Where there is more than one interface in each College area, then each interface shall have the right to exercise an equal interest in the determination of the exercise of that College area's votes. For this purpose the College area may be instructed to cast its votes either as whole or as half units.
- (d) Each interface shall have the right through nominated representatives to attend and participate in general meetings of the company and exercise all the other rights of members of the company save that of casting votes in decisions of the company or in samplings of views of members by the company and the interfaces comprising each College area shall intimate to the company in advance of any general meeting or of response to any sampling of view the name and contact details of the representative appointed by the College area to cast the votes of the College area or otherwise represent the views of the College area to the company.
- (e) For the sake of clarity, nothing in this Article shall affect the rights of members that are not interfaces, except in so far as those members shall have no rights to vote or contribute to the sampling of views of the company except as indirectly contributing to the procedures described above.

48 In the case of an equality of votes on an ordinary resolution it shall be deemed not carried.

49 No objection may be raised as to the validity of any vote cast at a general meeting except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

Number of directors

50 The minimum number of directors shall be 5 and the maximum number of directors shall be 13, comprising between 5 and 11 directors appointed by the members of the company at annual general meeting and between 0 and 2 additional directors who may be co-opted by the board of directors.

Appointment, re-appointment, retirement of directors

51 The first directors of the company shall be appointed by the subscribers to hold office.

- Of the directors nominated / appointed by the membership, at the first annual general meeting that whole number being half, or next below half if half is not a whole number, selected by lot or by volunteering shall demit office but shall be eligible for re-appointment; and at each annual general meeting thereafter that whole number being half, or next below half if half is not a whole number, of the directors selected by length of service since last appointment (or in default of that by lot or by volunteering) shall demit office but shall be eligible for re-appointment subject to a maximum period of office as below.
- Directors shall have a maximum continuous period in office of 6 years. At the end of a maximum continuous period in office a director shall not be eligible for re-election till the annual general meeting next following.
- Additional directors appointed by co-option by the board of directors shall hold office till the end of the annual general meeting next following.
- All directors at appointment and throughout their period of office must be a board member or paid employee of a member body save for those additional directors appointed by co-option as above.

Disqualification and removal of directors

52 A director shall vacate office if

- (a) he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director.
- (b) she/he is sequestrated
- (c) she/he becomes incapable for medical reasons of fulfilling the duties of her/his office and such incapacity is expected to continue for a period of more than six months

- (d) she/he becomes an employee of the company or ceases to qualify in terms of the qualification stated at the end of article 51 above
 - (e) she/he resigns office by notice to the company, or
 - (f) she/he is absent for a period of more than six months without permission of the directors from meetings held during that period and the directors resolve to remove him/her from office.
- 53 The appointment of any director to executive office i.e. Convenor and Vice Convenor, (and including the offices of Secretary and Treasurer should those not be appointed from outwith the board of directors under article 84) shall be made by the directors at a meeting of directors to be held immediately after the conclusion of each annual general meeting and shall terminate if he/she ceases to be a director, or if he/she resigns from such executive office by notice to the company.
- 54 If the appointment of any director to executive office terminates under the preceding article, the directors, shall, at a meeting of directors held as soon as reasonably practicable after such termination, appoint another director to hold such office in his/her place. A director so appointed shall hold such executive office until the conclusion of the first annual general meeting which follows such appointment. In the event of any director ceasing to be a director the directors shall, at a meeting of directors held as soon as reasonably practicable after such cessation, appoint another person to be a director in his/her place; a director so appointed shall hold office until the conclusion of the period of office of the director whom he/she replaced, at which annual general meeting he/she shall be eligible for re-appointment as a director. In the event of the cessation of office of a director appointed by a regional grouping that regional grouping shall appoint a replacement who shall hold office till the end of the next annual general meeting at which that regional grouping would ordinarily appoint a director.

Directors' interests

- 55 Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he/she has disclosed to the directors the nature and extent of any material interest of his/hers, a director notwithstanding her/his office

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
- (c) shall not, by reason of her/his office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

56 For the purposes of the preceding article

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of hers/his.

Directors' remuneration and expenses and gratuities and pensions

57 Subject to article 58, no director shall be entitled to any remuneration, whether in respect of her/his office as director or as holder of any executive office under the company, all subject to clause 4 of the memorandum of association.

58 The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings and meetings of committees of directors or otherwise in connection with the discharge of their duties.

Powers of directors

- 59 Subject to the provisions of the Act, the memorandum of association and these articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.
- 60 No alteration of the memorandum of association or these articles and no direction given by special resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.
- 61 The powers conferred by article 59 shall not be limited by any special power conferred on the directors by these articles.
- 62 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 63 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of his/her powers.

Proceedings of directors

- 64 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
- 65 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 66 No notice of a meeting of directors need be given to a director who is absent from the United Kingdom.
- 67 Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.
- 68 The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed at any other number or proportion, shall be 4.

- 69 The directors may allow representatives of government, local authorities and other bodies with which the company has contact in the course of its operations to attend meetings of directors.
- 70 For the avoidance of doubt, an individual who is allowed to attend meetings of directors under article 69 shall not be entitled to vote at such meetings and shall not have any of the powers of a director.
- 71 The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or he/she may act only for the purpose of filling vacancies or of calling a general meeting.
- 72 Unless she/he is unwilling to do so the Convenor of the board of directors shall preside as chairperson at every meeting of directors at which he/she is present.
- 73 If the Convenor of the board of directors is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the Vice Convenor shall act as chairperson; if the Vice Convenor is not willing to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
- 74 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 75 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) committee of directors duly convened and held; it may consist of several documents in the same form each signed by one or more directors.
- 76 Except as otherwise provided by these articles, a director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, an interest or duty

which is material and which conflicts or may conflict with the interests of the company.

77 For the purposes of the preceding article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), connected with a director shall be treated as an interest of the director.

78 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which she/he is not entitled to vote.

79 The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these articles prohibiting a director from voting at a meeting of the directors or at a meeting of a committee of directors.

80 If a question arises at a meeting of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; her/his ruling in relation to any director other than herself/himself shall be final and conclusive.

Delegation to committee of directors and holders of executive office

81 The directors may delegate any of their powers to any committee consisting of one or more directors in addition to any number of other persons appointed in a form approved by the directors; they may also delegate to the Convenor of the board of directors or to any director holding any other executive office such of their powers as they consider desirable to be exercised by him/her.

82 Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

83 Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee formed as prescribed in article 81 shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

Secretary and Treasurer

84 Subject to the provisions of the Act, the secretary and the treasurer shall be appointed by the directors for such terms, at such remunerations and upon such conditions as they may think fit; and any secretary and any treasurer so appointed may be removed by them.

Minutes

85 The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings of the company, of meetings of the directors and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present; and also that minutes are made in books kept for the purpose of all appointments of officers made by the directors.

Accounts

86 No member shall (in that capacity) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorized by the directors or by ordinary resolution of the company.

Notices

87 All notices to be given in pursuance of these articles shall be in writing.

88 The company may give any notice under 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 registered address or by leaving it at that address.

89 Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting; for the purpose of providing that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

90 A member present at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

Winding-up

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

Indemnity

92 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company and every employee or volunteer worker engaged in the activities of the Company shall be indemnified out of the assets of the company against any loss or liability which he/she may sustain or incur through involvement in the affairs or activities of the company or 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 in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

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

Names and addresses of subscribers

1. Signature Full Name

Designation

Address

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2. Signature Full Name

Designation

Address

.....

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3. Signature Full Name

Designation

Address

.....

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Dated:

Witness to the above signatures: