

COMPANY NUMBER: SC199725

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM and ARTICLES of ASSOCIATION
of
SCOTTISH ALLIANCE FOR CHILDREN'S RIGHTS

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MEMORANDUM OF ASSOCIATION

OF
SCOTTISH ALLIANCES FOR CHILDREN'S RIGHTS

- 1 The name of the company is "SCOTTISH ALLIANCE FOR CHILDREN'S RIGHTS" (hereinafter called "the Company").
- 2 The Registered Office of the Company is to be situated in Scotland.
- 3 The Company is established for charitable purposes only and in particular to further the education of the community on the rights of children and young people as defined by the UN Convention on the Rights of the Child, thus assisting children and young people in Scotland to develop their physical, mental and spiritual capacities so that they may grow to full maturity as individuals and members of society in any manner which is now, or may hereafter be, deemed by law to be charitable, including furthering the charitable objects of member voluntary children and youth organisations in Scotland.

In furtherance thereof the Company shall seek:-

- 3.1.1 To represent and further the common interests of member organisations whose objects are charitable and advance the rights of children and young people as defined by the UN Convention on the Rights of the Child.
- 3.1.2 To identify major issues affecting, or likely to affect, children and young people's rights and to identify ways in which member organisations might, individually or collectively, contribute to their resolution.
- 3.1.3 To encourage co-operative and co-ordinated approaches to work with children and young people and related fields by member organisations at international, national and local levels.
- 3.1.4 To provide information on children and young people's rights as defined by the UN Convention on the Rights of the Child to member organisations and to the public, and to disseminate such information in co-operation with other agencies.
- 3.1.5 To encourage co-ordination of effort and the best use of resources in the work of statutory and voluntary organisations which work with children and young people.
- 3.1.6 To organise or help in the establishment of seminars and/or training courses for organisers, leaders and helpers at all levels within statutory and voluntary organisations which work with children and young people.
- 3.1.7 To encourage and promote innovative approaches to children and young people's rights as defined by the UN Convention on the Rights of the Child.

- 3.1.8 To engage in and/or to facilitate research into issues affecting children and young people's rights as defined by the UN Convention on the Rights of the Child.
- 3.1.9 To act as a link between the statutory and voluntary organisations working with children and young people and central government departments, local authorities severally and jointly, colleges of education, colleges of further education, universities and other national agencies.
- 3.1.10 To raise the general awareness of issues as they affect the rights of children and young people as defined by the UN Convention on the Rights of the Child, in the public domain.

In furtherance of the stated objects, but not otherwise, the company may exercise the following powers:-

- 3.2.1 To solicit, receive and accept financial assistance, grants, donations, subscriptions, endowments, gifts (both inter vivos and testamentary) and loans of, or of any interest in, money, rents, heritable and other property whatsoever real or personal, subject or not to any specific trusts or conditions or burdens.
- 3.2.2 To take such steps by personal or written appeals, public meetings, sales of booklets and advertising matter, or otherwise, as may from time to time be deemed expedient for procuring contributions or donations or income to enable the Company to carry out its objects so far as it may require such assistance.
- 3.2.3 To arrange for and provide for, or join in arranging and providing for, the holding of meetings, training sessions and seminars.
- 3.2.4 To undertake, execute and perform any charitable trust or other conditions affecting any property of any description, whether acquired by gift or otherwise.
- 3.2.5 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.
- 3.2.6 To improve, manage, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the Company.
- 3.2.7 To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the Company.
- 3.2.8 To make grants or loans (with or without security) to any other charitable body or for any charitable purpose and to grant guarantees and contracts of indemnity on behalf of any such charitable body or for any such charitable purpose.
- 3.2.9 To borrow money and give security (including without prejudice to the foregoing generality, standard securities and floating charges) for the payment of money by, or the performance of other obligations of, the Company or any other person.

- 3.2.10 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.
- 3.2.11 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes/ trade marks, designs, protections, concessions and discoveries or techniques of any kind and to disclaim, alter, modify, develop, use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire and/or to secure the exploitation of the same by access to sources of finance from third parties and the provision of expertise.
- 3.2.12 To employ such employees as the Board of Directors may from time to time think desirable and on such terms and conditions as the Board may decide.
- 3.2.13 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 dependants of any such individual; and to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- 3.2.14 To apply for, promote and obtain any private Act of Parliament, charter, privilege, concession, licence or authorisations of any government, state or municipality, Provisional Order or licence of the Department of Trade and Industry or other authority to enable the Company to carry out its objects, alter its constitution, and achieve any other purpose which may promote the Company's interests, and to oppose or object to any applications or proceedings which may prejudice the Company's interests.
- 3.2.15 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 obtain from any such organisation, government or authority any charter, right, privilege or concession, which the Company may think desirable and to carry out, exercise and comply with any such charters, rights, privileges and concessions.
- 3.2.16 To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any person, firm, trust, association or company carrying on or engaged in, any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- 3.2.17 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.
- 3.2.18 To effect insurance against risks of all kinds as deemed necessary by the Board.

- 3.2.19 To invest monies 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 a manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirements) and to dispose of and vary such investments and securities.
- 3.2.20 To carry on (whether on its own account or in partnership or association with others) any other business which may seem to the Company capable of being conveniently carried on in connection or in conjunction with the objects of the Company or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- 3.2.21 To liaise or amalgamate with any charitable body, society or company incorporated or unincorporated, having objects altogether or in part similar or ancillary to those of the Company, such body, society or company being prohibited from distributing profits and assets among their members to at least the extent imposed by this Memorandum of Association upon the Company.
- 3.2.22 To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the Company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the Company is authorised to amalgamate.
- 3.2.23 To transfer with or without valuable consideration all or any part of the undertaking, property and rights of the Company to any body, incorporated or unincorporated, with which the Company is authorised to amalgamate.
- 3.2.24 To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the Company or in the furtherance of its objects.
- 3.2.25 To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking or any of the liabilities of the Company or of undertaking any business or operations which may appear likely to assist or benefit the Company, to acquire and hold shares, debentures and other securities in any such company, and to 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.
- 3.2.26 To procure the Company to be registered or recognised in any part of the world.
- 3.2.27 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.
- 3.2.28 To procure and print, publish, issue and distribute, gratuitously or otherwise, newspapers, periodicals, books, papers, pamphlets, leaflets, photographs, advertisements, appeals or other publicity material.

- 3.2.29 To co-operate with and enter into any arrangement with ecclesiastical authorities, educational authorities, national authorities, local authorities or associations, societies or other bodies, corporate or unincorporated and, for the purpose of promoting the objects of the Company, co-operate with manufacturers, dealers or other traders and with the press and other sources of publicity.
- 3.2.30 To pay out of the funds of the Company all reasonable costs and expenses, preliminary or incidental to the formation of the Company and its registration.
- 3.2.31 To do anything which may be incidental or conducive to the attainment of any of the objects of the Company.

And it is declared that in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated.

- 4 The income and property of the Company, howsoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend bonus, or otherwise howsoever by way of profit, to the members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration or reimbursement of out-of-pocket expenses to any officer or employee of the Company, or to any member of the Company, in return for any service actually rendered to the Company, (but such that no remuneration shall be paid to any director for carrying out the ordinary duties of a director, nor shall any director be an employee of the company) nor prevent the payment of interest at a reasonable rate on money lent, or reasonable and proper rent for premises let, by any member of 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 ONE POUND (£1) STERLING) to the Company's assets if it should be wound up while being a member or within one year after ceasing to be a member, for payment of the Company's debts and liabilities contracted before ceasing 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 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable body or bodies, either corporate or unincorporated, having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such body or bodies to be determined by the members of the Company at or before dissolution, and if and so far as effect cannot be given to the foregoing provisions, then to some charitable object.

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. ANNE CATHERINE HOUSTON
20 Bellshaugh Lane
Kelvinside
Glasgow G12 0PE

.....

2. ALISON MAY DAVIES
18 Mansefield Court
Livingston Village
West Lothian
EH54 7BJ

.....

3. MARILYN KELLY BAYES
32 Albert Place
Stirling

.....

Dated this Seventeenth day of August 1999

Witness to the above signature:

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THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
SCOTTISH ALLIANCES FOR CHILDREN'S RIGHTS

INTERPRETATION

I In these Regulations:-

“the Act” means the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force.

“the Articles” means the Articles of the Company.

“the Company” means Scottish Alliance for Children’s Rights.

“the Directors” means the Board of Directors.

“the Memorandum” means the Memorandum of Association of the Company.

“Article” means an article in these Articles of Association.

“clear days”, in relation to the period of notice, means that period excluding 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 to take effect.

“executed” includes any mode of execution.

“Office” means the registered office of the Company.

“the Secretary” means the secretary of the Company or any other person appointed to perform the duties of secretary of the Company, including a joint, assistant or deputy secretary.

“the United Kingdom” means Great Britain and Northern Ireland.

And in these Articles words and definitions importing the singular shall include the plural and vice versa and words and definitions importing the masculine gender shall include every gender and vice versa.

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 thereof not in force when these Articles become binding on the Company.

MEMBERS

- 2 The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.
- 3 The following bodies and persons shall be eligible for consideration as members:-
 - 3.1 Any incorporated organisation which:-
 - 3.1.1 has a part of its remit the furtherance of children's and young people's rights as defined in the UN Convention on the Rights of the Child;
 - 3.1.2 works directly or indirectly with children and young people; and
 - 3.1.3 makes a contribution to the promotion of children's and young people's rights as defined by the UN Convention on the Rights of the Child;
 - 3.2 Any individuals nominated by an unincorporated organisation which fulfils the criteria in 3.1 above.
 - 3.3 Any individual who is able to make a contribution to the promotion of children's and young people's rights as defined by the UN Convention on the Rights of the Child.
 - 3.4 Any statutory body that is able to make a contribution to the promotion of children and young people's rights as defined by the UN Convention on the Rights of the Child.
4. Applications for membership, which shall be in such form as the Directors require, will be considered and agreed at board meetings of the Company. An application for membership under Article 3.1 shall be signed by an appropriate officer of the incorporated organisation applying for membership; an application for membership under Article 3.2 shall be signed by the individual applying for membership and by an appropriate officer of the unincorporated organisation which is nominating him/her for membership; an application under Article 3.3 shall be signed by the individual applying for membership; an application for membership under Article 3.4 shall be signed by an appropriate officer of the statutory body applying for membership. . The Board reserves the right to refuse admission to membership.
- 5 The Directors shall recommend to the Annual General Meeting the appropriate annual subscriptions payable by the members for each year. Such annual subscriptions when determined by the Company in general meeting shall be payable in advance by members (on such date as the Directors may determine from time to time) to cover the following year. An individual or organisation applying for membership shall require to pay the full amount of the annual subscription (irrespective of the date when the application is submitted) prior to admission to membership.
- 6 Membership of the Company shall terminate:-
 - 6.1 By a member submitting a written notice of resignation to the Company; or

- 6.2 If any member shall have failed to pay the appropriate annual subscription six months after the date on which the same shall have fallen due for payment, but such member may thereafter be reinstated at the discretion of the Directors on payment of all arrears of subscription; or
- 6.3 If, by a majority vote of 75% of those directors who are present and voting at a board meeting, it is considered that a member no longer satisfies the criteria for membership or it is considered that the conduct of a member is or is likely to be detrimental to the interests or reputation of the Company. An organisation or individual expelled from membership under the preceding provisions of this Article 6.3 shall be entitled, providing he/she/it gives written notice to the Company within two weeks of expulsion, to appeal that decision; if the Directors receive any such notice of appeal within that period (time being of the essence), the Directors shall convene an EGM for a date no later than two months after the date of expulsion, and the organisation or individual concerned shall be entitled to make representations to the members at that EGM. The Company may, at any such EGM, resolve by ordinary resolution that the organisation or individual concerned should be re-admitted to membership.
- 6.4 If, in the case of an individual admitted to membership under Article 3.2, the unincorporated organisation which nominated him/her for membership withdraws his/her nomination by notice to the Company to that effect.
- 7 No right or privilege of any member shall be in any way transferable, but all such rights and privileges shall cease upon the member ceasing to be such whether by resignation or otherwise.

GENERAL MEETINGS

- 8 The company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. The Annual General Meeting shall be held at such time and place as the Company shall appoint, but no later than six months after the expiry of the previous financial year.
- 9 The business to be transacted at each Annual General Meeting of the Company shall include:-
- 9.1 The election of one Chairperson. The Chairperson shall hold office for three years and shall be eligible for a second term of three years.
- 9.2 The election of one Vice-Chairperson. The Vice-Chairperson shall hold office for three years and shall be eligible for re-election for a second term of three years.
- 9.3 The election of an Honorary Treasurer. The Honorary Treasurer shall hold office for three years and shall be eligible for a second term of three years.

A person who has occupied any office for the maximum period of six years shall be eligible to stand for office again, once a year has elapsed, for a further period of three years.

For the avoidance of doubt, the Chairperson, Vice-Chairperson and Honorary Treasurer shall be Directors of the Company and shall hold office as Chairperson, Vice-Chairperson and Honorary Treasurer respectively only for so long as they continue to hold office as Directors. An individual shall not be eligible for election under Articles 9.1, 9.2 or 9.3 unless he/she is a member of the Company or is deemed, by virtue of the relevant provision in Article 9.4, to be a member of the Company.

For the purposes of Articles 9.1, 9.2 and 9.3, the period between one Annual General Meeting and the next (or, as the case may be, from the date of incorporation of the Company to the first Annual General Meeting) shall be deemed to be a period of one year, and any period of less than six months shall be disregarded. A person who ceases to hold office as Chairperson, Vice-Chairperson or Honorary Treasurer but is re-appointed to that office within a period of six months shall be deemed to have held that office continuously without interruption.

- 9.4 Subject to the following provisions of this Article the election of a further seven members of the Company to be Directors. For the purpose of the preceding provision, an individual nominated by an incorporated organisation which is a member of the company shall be deemed to be a member of the Company, but such that no more than one individual nominated by each incorporated organisation may constitute a Director at any given time. They shall be elected in accordance with such procedures as the Board of Directors may prescribe from time to time. Directors elected under this Article 9.4 shall be elected for three years and shall be eligible for re-election for a further term of three years after which such Director will be ineligible for re-election until the Annual General Meeting following their retirement. As between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they agree amongst themselves) be determined by lot. .
- 9.5 Consideration of reports of the Company's activities and financial position and of statutory accounts to be presented to the meeting.
- 9.6 The appointment of auditors or independent examiners.
- 9.7 The transaction of any other competent business.
- 10 All other General Meetings shall be called Extraordinary General Meetings. The Directors may, wherever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened, but such requisitionists, as provided by Section 368 of the Act. If at any time there are not within Scotland sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Director.

- 11.1 Each incorporated member organisation shall have the right to send representatives without restriction to any General Meeting. Any individual admitted to membership on the basis of nomination by an unincorporated body may appoint a proxy.
- 11.2 Any individual admitted under Article 3.3 (an “individual member”) shall have the right to attend any General Meeting in person, but shall not be entitled to appoint a proxy.
- 11.3 Subject to the provisions of Section 369 of the Act, fourteen clear day’s notice, at least, or in the case of an Annual General Meeting or a meeting convened to pass a Special Resolution, at least twenty one clear days’ notice shall be given to (a) all the members of the Company, (b) all the Directors and (c) the Company’s Auditors.
- 11.4 Every notice of a General Meeting shall specify the place, the day and the hour of the meeting, and the general nature of the business to be transacted. The notice convening an Annual General Meeting shall specify the meeting as such, and the notice convening a meeting to pass a Special or Extraordinary Resolution shall specify the intention to propose the Resolution as a Special or Extraordinary Resolution, as the case may be.
- 11.5 The accidental omission to give notice of any meeting to, or the non-receipt of the notice by, any person entitled to receive such notice shall not invalidate any resolution passed, or proceedings, at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 12 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, the reports of the Directors and Officers of the Company and of the Auditor, and the appointment of, and the fixing of the remuneration of, the Auditor.
- 13 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Subject to Article 14, that the total number of members is 11 (excluding for this purpose individual members), present in person or via a duly authorised representative or represented by proxy shall be a quorum. Individual members shall not be counted in determining whether a quorum is present.
- 14 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such time and place as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the person present and entitled to vote (whether as members, as the duly authorised representatives of incorporated member organisations or as proxies) shall be a quorum.
- 15 The Chairperson, whom failing the Vice-Chairperson, shall preside as chairperson at every general meeting of the Company. If neither the Chairperson nor the Vice-Chairperson shall be present and willing to act within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose some other

Director or, if no such Director shall be present and willing to act, they shall choose some other attending member of the Company as a chairperson. For the purposes of the preceding provision, the duly authorised representative of an incorporated member organisation or a proxy shall be deemed to be a member.

- 16 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 17 Motions and resolutions for the Annual General Meeting must be lodged with the Secretary at the Office of the Company not less than six weeks before the date of the Annual General Meeting. Thereafter a copy of the motions and resolutions shall be circulated to members not less than three weeks before the date of the Annual General Meeting. Such motions and resolutions must have the name of the proposer and seconder.
- 18 At all General Meetings a motion or resolution put to the vote shall (except in the case of a special resolution or an extraordinary resolution) be decided by a simple majority of members present and entitled to vote. In the case of equality of votes the chairperson shall have the casting vote. A special resolution requires a 75% majority of the votes cast to be in favour.
- 19 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson of that meeting whose decision shall be final and conclusive.
- 20 The proceedings at any General Meeting of the Company shall not be invalidated by the subsequent discovery of any defect in the appointment of any representative or proxy, or any defect in the qualification of any member voting in person, or via its representative or proxy, thereat.

VOTES OF MEMBERS

- 21 Each incorporated member organisation shall be entitled to one vote only, which may be exercised by a duly authorised representative or by proxy. Each individual admitted to membership on the basis of nomination by an unincorporated organisation shall be entitled to one vote only, which may be exercised in person or by proxy. An individual admitted to membership under Article 3.3 shall not be entitled to vote. A statutory body admitted into membership under Article 3.4 shall not be entitled to vote. The chairperson shall have a casting vote only, as provided for in Article 18.
- 22 Any an general meeting a resolution put to the vote shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by (1) at least five members entitled to vote, present in person or

represented by proxy or present via a duly authorised representative (2) by the chairperson or (3) by any member or members present in person or represented by proxy or present via a duly authorised representative, who represent not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the book containing the Minutes of the proceedings of the Company 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.

- 23 If a poll is duly demanded, it shall be taken in such manner and at such time as the chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairperson in terms of Article 15 shall be taken forthwith. A poll demanded on any other question shall be taken at such time during the meeting as the chairperson of the meeting directs. The demand for a poll may be withdrawn.
- 24 Proper Minutes shall be kept of all proceedings of general meetings and of the meetings of the Directors and all Committees or Sub-committees.
- 25 No person other than a member duly registered and entitled to vote who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of its membership shall be entitled to vote (whether in person, by proxy or via an authorised representative) on any question at any General Meeting.

PROXIES

- 26 The instrument appointing a proxy shall be in writing, in common form or in any other form which the Directors shall approve, under the hand of the appointer or his/her/its Attorney duly authorised in writing or if the appointer is an incorporated body, under the hand of an Officer or Attorney so authorised. A proxy need not be a member of the Company.
- 27 The Instrument appointing a proxy and the power of attorney or other authority, (if any), under which it is signed, (or a notarially certified copy of that power or authority) shall be deposited at the Office not later than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the Instrument proposes to vote and in default, the Instrument of proxy shall not be treated as valid.
- 28 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous revocation of the proxy, provided that no intimation in writing of revocation shall have been received at the Office one hour at least before the time for holding the meeting.

DIRECTORS AND OFFICE BEARERS

- 29 The Board of Directors of the Company shall comprise the Chairperson, the Vice-Chairperson, the Honorary Treasurer and six persons elected as Directors pursuant to Articles 9.1 to 9.4 inclusive and such persons as may be appointed or co-opted pursuant to Article 32 or 33. The Board of Directors may further appoint such observers as it

- may from time to time deem appropriate. Such observers shall not be deemed Directors and shall therefore have no voting rights.
- 30 There shall not be an upper age limit for Directors but no person may serve as a Director of the Company who has not attained the age of 16 years.
- 31 The number of Directors shall not exceed 10 persons. The Directors shall not be paid employees of the Company.
- 32 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act as a director, either to fill a vacancy or as an additional Director.
- 33 The Directors may appoint a person who is willing to act as a Director, either to fill a vacancy or as an additional Director (and, where any of the offices under Article 9.1 to 9.3 is vacant, may appoint him/her to that office). A Director so appointed shall hold office as co-opted Director only until the next following Annual General Meeting.
- 34 In addition to the foregoing provisions, the office of Director shall be vacated:-
- 34.1 If by giving written notice to the Company he resigns as a Director written notice to the Company;
- 34.2 If he ceases to hold office by reason of any order made under the Act or the Company Directors Disqualification Act 1986;
- 34.3 If a director elected pursuant to Article 9.4 ceases to be a member or (in the case of an individual who was nominated for election under Article 9.4 by an incorporated member organisation) if the member organisation which nominated him/her withdraws his/her nomination by notice to the Company to that effect.
- 35 An individual elected/appointed under Articles 9.1 to 9.4 or Article 32 or 33, who is under the age of 16 at the time of appointment/election shall not constitute a Director – but he/she shall be entitled to receive notice of, and to attend and speak at, all meetings of Directors and shall be afforded all the powers (excluding, for the avoidance of doubt, the right to vote at meetings of Directors and the power to hold himself/herself out to parties dealing with the Company as having authority to bind the Company to contracts) which could be conferred upon him/her without infringing any principle of law relating to the legal capacity of persons under the age of 16.
- 35.1 The provisions of Article 35 shall prevail over any other provision of the articles, and the wording of any article which is inconsistent with Article 35 shall be deemed to be modified to the extent required to accommodate the principles expressed in Article 35.
- 35.2 The provisions of Article 35 shall cease to apply to any individual upon his/her attaining the age of 16 years if that occurs during his/her period of office.

POWERS AND DUTIES OF THE DIRECTORS

- 36 Subject to the provisions of the Act, the Memorandum and the 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. No alteration of the Memorandum or Articles and no such direction 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. The powers conferred by this regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors. The Directors may establish any committee consisting of one or more of their numbers. They may also delegate to any of their number such of their powers as they consider desirable to be exercised by that person. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Directors so far as they are capable of applying.
- 37 The Directors shall appoint and employ such officers and staff as they consider necessary, and shall (subject to the provisions of the Memorandum) regulate their duties and fix their salaries. The Directors may, by Power of Attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his/her powers.
- 38 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts of monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such a manner as the Directors shall from time to time determine.
- 39 The Directors shall cause Minutes to be made in books provided for the purpose:-
- 39.1 Of all appointments of officers and staff made by the Directors
 - 39.2 Of the names of the Directors present at each meeting thereof; and
 - 39.3 Of all resolutions and proceedings at all meetings of the Directors.

PROCEEDINGS OF THE DIRECTORS

- 40 The Directors shall meet at least four times in each year, and may adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson of the meeting shall have a second or casting vote. Subject to the provisions of the Articles the Directors may regulate their proceedings as they think fit. The Secretary shall ensure that notice is given to each Director of each Directors' meeting. Accidental omission to give notice of any Directors' meeting to, or the non-receipt of the notice by, any Director shall not invalidate any resolution passed or proceedings at that meeting.

- 41 The quorum necessary for the transaction of the business of the Directors shall be four.
- 42 The Chairperson, or in the absence of the Chairperson, the Vice-Chairperson, shall preside at meetings of the Directors. In the absence of both the Chairperson and Vice-Chairperson, the Directors present shall choose one of their number to be chairperson of the meeting.
- 43 Save as otherwise provided by the Articles, a Director shall not vote at a meeting of the Directors or of a committee of the Directors on any resolution concerning a matter in which he/she has, directly or indirectly, a financial interest which is material and which conflicts or may conflict with the interests of the Company.

For the purposes of this Article, a financial interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a Director shall be treated as a financial interest of the Director.

- 44 All acts done by a meeting of the Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- 45 A Director may participate in a meeting of the Board of Directors or of a committee of the Board by means of conference telephone or similar communications equipment whereby all the Directors participating in the meeting can hear each other, and the Directors participating in a meeting in this manner shall be deemed to be present in person at such meeting. A resolution in writing which has been signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors (which signature may be evidenced by letter, telex, cable, electronic mail, facsimile, or otherwise as the Directors may from time to time resolve to permit) shall be as effective as a resolution duly passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the same terms each signed by one or more Directors.

SECRETARY

- 46 The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by the Directors.

ACCOUNTS

- 47 The directors shall cause proper books of account to be kept with respect to:-
- 47.1 All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place.

47.2 All sales and purchases of goods by the Company.

47.3 The assets and liabilities of the Company.

Property books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

- 48 The books of account shall be kept at the Office or at such other place as the Directors shall think fit, and shall always be open to the inspection of the Directors.
- 49 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Company shall be open to the inspection of members not being Directors.
- 50 The Directors shall from time to time in accordance with the Act, cause to be prepared and to be laid before the Company in plenary meeting such profit and loss accounts, balance sheets and reports as are referred to in the Act.
- 51 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with the auditor's or independent examiner's reports, shall be laid before the Annual General Meeting each year.
- 52 Once at least in every year the accounts of the Company shall be audited or independently examined.
- 53 The auditor or independent examiner shall be appointed and his/her/its duties regulated in accordance with the Act.

DISSOLUTION

- 54 Clause 7 of the Memorandum shall have effect as if its provisions were repeated in the Articles.

INTERPRETATION

- 55 In any dispute as to the proper interpretation to be given to the Articles the decision of the Directors shall be final.

NOTICES

- 56 Any notice to be given to or by any individual or organisation pursuant to the Articles shall be in writing. The Company will give any notice to a member by sending it by post in a prepaid envelope addressed to the member at his/her/its registered address. A member present or represented 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. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless

the contrary is proved, be deemed to be given at the expiry of 48 hours after the envelope containing it was posted.

INDEMNITY

57 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 shall be indemnified out of the assets of the Company against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his 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.

Names and Addresses of Subscribers

1. ANNE CATHERINE HOUSTON
20 Bellshaugh Lane
Kelvinside
Glasgow G12 0PE

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2. ALISON MAY DAVIES
18 Mansfield Court
Livingston Village
West Lothian
EH54 7BJ

.....

3. MARILYN KELLY BAYES
32 Albert Place
Stirling

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Dated this Seventeenth day of August 1999

Witness to the above signatures:

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