

COMPANIES ACT 2006  
WRITTEN SPECIAL RESOLUTION ON CHANGES TO WORDING IN MEMORANDUM OF  
ASSOCIATION

Company number: SC085838  
Company name: CVS Falkirk & District

The following special written resolution to change the wording in the company's Memorandum of Association was agreed and passed by the members at the Annual General Meeting of 22nd October 2008.

Current wording for 3.5(l):

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

*...*

*(l) To effect insurance of all kinds (which may include officers' liability insurance)."*

Revised wording for 3.5(l)

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

**...**

**(l) To effect insurance of all kinds (which may include indemnity insurance in respect of Directors and employees)."**

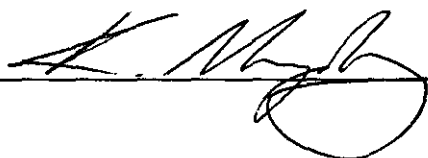
Current wording for 4(d):

*"(d) 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."*

Revised wording for 4(d):

**"(d) 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 or (iii) payment by way of any indemnity where appropriate."**

Signed: \_\_\_\_\_



(Company Secretary)

SATURDAY



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COMPANIES HOUSE

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE**  
**CAPITAL**

**MEMORANDUM of ASSOCIATION**

**Of**

**CVS Falkirk & District**

1. The company's name is "CVS Falkirk & District".
2. The company's registered office is to be situated in Scotland.
3. The company's objects are:
  - 3.1 To promote any charitable purposes. For the benefit of all the inhabitants of the Falkirk Council Area and in particular the advancement of education, the furtherance of health and the relief of poverty, distress and sickness.
  - 3.2 To provide information (including producing publications) and practical support to voluntary organisations and community groups in order to assist them in achieving their own objectives and in doing so, to promote best practice.
  - 3.3 To develop and support appropriate networks in order to ensure the voluntary and community sectors engagement in local planning and partnerships in areas such as but not exclusively volunteering, health, social work, housing, education, employment, environment and leisure.
  - 3.4 To provide information and practical support to individuals who wish to volunteer and to volunteer engaging organisations and in doing so, to promote best practice.
  - 3.5 To promote the work of the local voluntary sector to local, national and UK government and to other statutory agencies or appropriate bodies as necessary and appropriate.

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

- a) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- b) To carry on any other activities which further any of the above objects.
- c) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- d) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.

- e) 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.
- f) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- g) 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).
- h) 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.
- i) To engage such consultants and advisers as are considered appropriate from time to time.
- j) 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 charitable body.
- k) To oppose or object to, any application or proceedings which may prejudice the Company's interests.
- l) To effect insurance of all kinds (which may include indemnity insurance in respect of Directors and employees).
- m) 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.
- n) 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.
- o) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the company's objects.
- p) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- q) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.
- r) 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, the word "charitable" shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.
4. (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3).
- (b) 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.
- (c) 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.
- (d) 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 or (iii) payment by way of any indemnity where appropriate.
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 whilst they are a member or within one year after they cease to be a member, for payment of the company's debts and liabilities contracted before they ceased 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(a) 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 charitable body or bodies (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the company.
- (b) The body or bodies to which property is transferred under paragraph (a) 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.
- (c) To the extent that effect cannot be given to the provisions of paragraphs (a) and (b) of this clause 7, the relevant property shall be applied to some other charitable object or objects.

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.

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**Names and addresses of subscribers**

---

1. WILLIAM T. KELLY  
ASH GROVE, 19 MARCHLANDS TERRACE  
BOLNESS  
EH51 9ES

*William T. Kelly*

2. JOHN McCASE  
58 BATTOCK ROAD  
BRISHTONS  
FALKIRK  
FK2 0TT

*John McCase*

Dated 4/11/08

Witness to the above signatures:- PAMELA DIXON  
*Pamela Dixon*

# **THE COMPANIES ACT 1985**

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

### **ARTICLES of ASSOCIATION**

**of**

**C V S Falkirk & District**

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## **General Structure**

1. The structure of the company consists of:-
  - a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Companies Acts; in particular, the members take decisions in relation to changes to the articles and elect people to serve as Directors.
  - 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 Board of 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 organisations as are admitted to membership under articles 3 to 7.
3. Membership shall be open to:-
  - a) Voluntary organisations and community groups which are active bodies (as interpreted) engaged in social, community, educational or economic activities in the Falkirk Council area whose objects are generally consistent with those of the Company.
  - b) Local branches of Scottish and/or U K National bodies whose objects are generally in consistent with those of the Company.
  - c) Falkirk Council or its successor.

## **Application for Membership**

4. No organisation shall become a member unless it subscribes to the Memorandum of Association, and every member upon admittance to membership shall be bound by the Articles of Association.
5. Any organisation which wishes to become a member must lodge with the company a written application for membership, signed by an appropriate office bearer, or in the case of an incorporated body by an authorised signatory of that body.
6. The Board of Directors may, at their discretion, refuse to admit any organisation to membership.
7. The Board of Directors shall consider each application for membership in accordance with the company's membership procedure.

## **Membership Subscription**

8. The members may vary the amount of the annual membership subscription by way of an ordinary resolution to that effect, passed at an

annual general meeting.

- a) If the membership subscription payable by any member organisation remains outstanding more than 8 weeks after the date on which it fell due (and providing the member organisation has been given at least one written reminder) the Board of Directors may, by resolution to that effect, terminate the organisation's membership.
- b) An organisation which ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

### **Register of Members**

9. The Board of Directors shall maintain a register of member organisations, setting out the full name and address of each member organisation, the date on which they were admitted to membership, and the date on which any organisation ceased to be a member.
10. Any organisation which wishes to withdraw from membership, shall sign (in the case of a corporate body, by an authorised signatory, or an appropriate office bearer of an unincorporated body) and lodge with the company, a written notice to that effect; on receipt of the notice by the company, the organisation shall cease to be a member.
11. The member organisation shall formally designate an individual to be its representative in General Meetings of the Company.

### **Expulsion from Membership**

12. Any organisation may be expelled from membership by special resolution (see article 26), providing the following procedures have been observed:-
  - a) at least 21 days' notice of the intention to propose the resolution must be given to the member organisation concerned, specifying the grounds for the proposed expulsion.
  - b) the member organisation concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

### **Termination of Membership**

13. The membership of any member organisation shall terminate if the Board of Directors are of the view that the body is no longer an active body, or meets the qualifications for membership as at Articles 2-3, or has been wound up or dissolved.
14. The Board of Directors may, at their absolute discretion, terminate the membership of any member organisation. The requirements of natural justice shall be respected and a member organisation shall be entitled to be heard in its own defence by the Board of Directors.



15. Membership shall terminate on receivership, liquidation, striking-off or dissolution of the organisation which constituted the member.

### **General Meetings (meetings of members)**

16. The Board of 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 organisation.
17. Not more than 15 months shall elapse between one annual general meeting and the next.
18. The business of each annual general meeting shall include:-
- a) a report by the chair on the activities of the company.
  - b) presentation and consideration of the accounts, balance sheet, directors' report and auditor's report for the previous year.
  - c) the election/re-election of Board of Directors, as referred to in articles 42-52.
  - d) the appointment/re-appointment of auditors.
  - e) considering any other relevant motions.
  - f) agreeing the annual membership fee.
19. The Board of Directors may convene an extraordinary general meeting at any time.
20. The Board of Directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A of the Act).

### **Notice of General Meetings**

21. At least 21 clear days' (as interpreted) notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 26) or a resolution requiring special notice under the Act, is to be proposed; all other extraordinary general meetings shall be called by at least 14 clear days' (as interpreted) notice.
22. 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 and (b) if a special resolution (see article 26) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
23. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.

24. Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the company of an address to be used for the purpose of electronic communications, by way of an electronic communication) to all the members and Board of Directors, and (if there are auditors in office at the time) to the auditors.
25. The non-receipt of a notice of the meeting by any organisation or person entitled to receive notice shall not invalidate the proceedings of that meeting.

### **Special Resolutions and Ordinary Resolutions**

26. For the purposes of these articles, a "special resolution" means a resolution which must be passed by at least 75% of the members who vote on the motion in person 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 21 to 25; 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.
27. 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.
28. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the chairperson's casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 21 to 25.

### **Procedure at General Meetings**

29. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 10% of existing members, present in person. A quorum shall never be present at a meeting unless one director designated from Falkirk Council or its successor is in attendance, or has intimated apologies for temporary absence.
30. If a quorum is not present within 30 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. If at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall be a quorum.

31. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the Board of Directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
32. 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, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
33. Every member organisation shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
34. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
35. 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 members present in person at the meeting and entitled to vote); 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.
36. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

### **Number of Board of Directors**

37. Unless otherwise determined by the Company in General Meeting, the Board of Directors shall comprise of not more than 15 or less than 5 persons. The composition of Board of Directors shall be as follows;
  - a) Up to 10 Directors elected by and from member organisations.
  - b) 2 Directors designated by Falkirk Council or its successor.
  - c) Up to 3 Directors appointed by the Board of Directors on the basis that he/she has specialist experience and/or skills which could be of assistance to the Board of Directors.

## **Eligibility**

- 38.** A person shall not be eligible for election or continuation as an elected director unless he/she is formally part of a member organisation of the company.
- 39.** A person appointed as a Director under article 37c need not be formally part of a member organisation of the company.
- 40.** A person shall not be eligible for election/appointment as a director if he/she is an employee of the company

## **Election, Retiral, Re-election**

- 41.** At the Annual General Meeting one third of all the elected directors shall retire from office (or if their number is not a multiple of three the number nearest to, but not exceeding one third of the Board Members shall retire from office). Those retiring shall be the longest serving directors since their last election. Lots shall be drawn failing prior agreement amongst the Board of Directors as to whom of their number should retire by rotation.
- 42.** A retiring elected director shall be eligible for re-election subject to article 37a.
- 43.** An appointed director in terms of article 37c shall hold office until the next Annual General Meeting following her/his appointment, provided always that a director so appointed may at any time be removed from office by resolution of the Board of Directors.
- 44.** An appointed director in terms of article 37c shall be eligible for re-appointment subject to article 37c.
- 45.** Not later than 21 days prior to the Annual General Meeting in each year the Company Secretary shall give notice to the members of the Company, the names of those Board Members who are to retire at the next Annual General Meeting and shall call for nominations.
- 46.** Any member of the Company may nominate a person who is formally part of a member organisation for election to the Board. Nominations shall be conducted in accordance with Company's Election of Directors procedure.
- 47.** If no more candidates are nominated than there are vacancies, those candidates shall, at the Annual General Meeting, be declared duly elected as members of the board.
- 48.** If more candidates are nominated than there are vacancies, then the election shall be decided by ballot of all members of the Company in accordance with the Company's Election of Directors procedure
- 49.** The Company Secretary shall send to each member of the Company, not later than 21 days prior to the Annual General meeting, a copy of a

ballot paper for the purposes of voting in accordance with the Company's Election of Directors procedure

50. The accidental omission to send a ballot paper to, or the non-receipt of a ballot paper by, any member shall not invalidate a ballot.
51. Ballot papers shall be returned by the date to be stated thereon to, and the votes shall be counted by, a person to be appointed for the purpose, by the Board
52. The successful candidates shall be those certified by the person appointed under article 51. The names of the successful candidates shall be placed before the Annual General Meeting and the Chairperson of the Annual General Meeting shall declare them to be duly elected.

### **Termination of Office**

53. A director shall automatically vacate office if: -
  - a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director.
  - b) he/she becomes debarred under any statutory provision from being involved in the administration or management of a charity.
  - c) 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.
  - d) the organisation of which the director is formally part, ceases to be a member of the company.
  - e) he/she is no longer formally part of a member organisation.
  - f) he/she becomes an employee of the company.
  - g) he/she resigns office by notice to the company.
  - h) he/she is absent (without permission of the Board of Directors) from more than three consecutive meetings of the Board of Directors, and the Board of Directors pass a resolution by a 75% majority to remove him/her from office.
  - i) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.
  - j) the Board of Directors passes a resolution by a 75% majority that it is desirable that the director should cease to be a member of the Board.

### **Register of Directors**

54. The Board of Directors shall maintain a register of directors, setting out full details of each director, the name of the member which nominated each director, the date on which each such person became a director and the date on which any person ceased to hold office as a director.

### **Office Bearers**

55. The Board of Directors shall elect from among themselves a chair and a treasurer and such other office bearers as they consider appropriate. No position of office of the Company shall be filled from the directors designated from Falkirk Council or its successor.
56. 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.
57. 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 Board of Directors**

58. Subject to the provisions of the Act, 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 Board of Directors, who may exercise all the powers of the company.
59. A meeting of the Board of Directors at which a quorum is present may exercise all powers exercisable by the Board of Directors.
60. The Directors may co-opt from member organisations any person who is willing to act to be a director in order to fill a vacancy, provided that the co-option does not cause the number of directors to exceed 10. Any director so co-opted shall retain his/her office only until the next Annual General Meeting but he/she shall then be eligible for re-election subject to article 37a.

### **Personal Interests**

61. A director shall not vote at a Board of Directors' meeting (or at a meeting of a sub-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.
62. For the purposes of the preceding article, a director shall also 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 for the purposes of section 317 of the Act), has a personal interest in that arrangement.
63. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the company should enter into the relevant arrangement - 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 62) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

- 64.** 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 61-63.
- 65.** 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.
- 66.** The Board of Directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Board of Directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

### **Procedure at Directors' Meetings**

- 67.** Subject to the provisions of these articles the Board of Directors may regulate its' proceedings as it thinks fit.
- 68.** The Board of Directors shall hold a minimum of four meetings per year.
- 69.** Any director may request the secretary to call a meeting of the Board of Directors within 10 clear working days should a scheduled meeting not intervene.
- 70.** Except in the case of business in accordance with articles 53h & 53j; business conducted at a meeting of the Board of Directors shall be decided by a simple majority vote; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 71.** No business shall be dealt with at a meeting of the Board of Directors unless a quorum is present; the quorum for meetings of the Board of Directors shall be 3. The presence of one Office Bearer, one elected Director and one other Director shall be necessary in forming that quorum.
- 72.** If at any time the number of Directors 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.
- 73.** Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every Board of Directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Board of Directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 74.** The Board of Directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Board of Directors; but any such person shall not be entitled to vote.

75. 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.
76. A resolution in writing, signed by all Directors shall be as valid and effective as if it had been passed at a meeting of the Board of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the directors.

### **Delegation of Powers**

77. The Board of 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 Board of 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.
78. Any delegation of powers under article 77 may be made subject to such conditions as the Board of Directors may impose and may be revoked or altered.
79. The rules of procedure for any sub-committee shall be as prescribed by the Board of Directors.
80. The Board of Directors shall appoint a Chief Executive Officer (CEO) who shall hold office on such terms and conditions and for such remuneration as may be fixed by the Board of Directors, but who shall not be a Director of the Board.
81. The CEO may, for the purpose of the Act and at the discretion of the Board of Directors act as Company Secretary of the Company.
82. The Board of Directors may delegate to the CEO such powers and duties as the Board of Directors thinks fit.
83. The Board of Directors may (subject to the provisions of the Memorandum and Articles of the Company) also appoint and, in the Board's discretion remove such officers, staff, employees and agents for permanent, temporary or special services as the Board of Directors may from time to time think fit and may determine their powers and duties and fix their salaries and emoluments and other terms and conditions of employment.

### **Standing Orders.**

84. The Board of Directors shall have power to adopt and issue Standing Orders and/or rules. Such Standing Orders shall come into operation immediately, provided always that they not be inconsistent with the provisions of the Memorandum and the Articles.

### **Operation of Bank Accounts**

85. Of the signatories designated by the Board of Directors, two shall be required in relation to all operations (other than lodgement of funds) on



bank or building society accounts or any other payments by the company.

### **Secretary**

- 86.** The company secretary shall be appointed by the Board of Directors for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the company secretary may be removed by them at any time.

### **Minutes**

- 87.** The Board of Directors shall ensure that minutes are made of all proceedings at general meetings, Board of 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.

### **The Seal.**

- 88.** The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board. Every instrument to which the Seal shall be affixed shall be signed by a Director and countersigned by another.

### **Accounting Records and Annual Accounts**

- 89.** The Board of Directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 90.** The Board of 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.
- 91.** 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 Board of Directors or as authorised by ordinary resolution of the company.

### **Notices**

- 92.** Any notice which requires to be given to a member under these articles shall be given either in writing or by way of an electronic communication; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her/it to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by way of an electronic communication.

- 93.** 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.
- 94.** Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any electronic communication was 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.
- 95.** Accidental omission to give notice of a Board meeting or Sub-Committee meeting or the non-receipt of a notice of the meeting by any person entitled to receive notice shall not invalidate the proceedings of that meeting.

### **Winding-up**

- 96.** If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the Memorandum of Association.

### **Indemnity**

- 97.** Every director or other officer or auditor 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 in connection with the execution of the lawful duties of his/her office; that may include, without prejudice to that generality, 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.
- 98.** The indemnity contained in article 96 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled.

### **Interpretation**

- 99.** In these articles

“the Act” means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;

“electronic communication” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.

"clear days" 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 contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded.

"Active Body" means a properly constituted voluntary or community organisation (either incorporated or unincorporated) which operates within the boundaries of the Falkirk Council area, is established for charitable and non-profit making purposes and is run by a voluntary Management Committee, or Board of Directors or Board of Trustees.

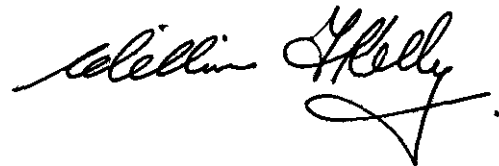
Reference in these articles to the singular shall be deemed to include the plural.

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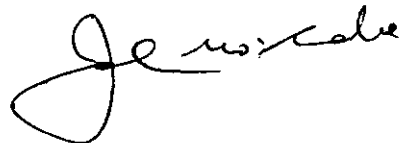
Names and addresses of subscribers

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1. WILLIAM T. KELLY  
ASH GROVE, 19 MARCHLANDS TERRACE,  
BO'NESS  
EH51 9ES



2. JOHN McCABE  
58 BATHOCK ROAD  
BRISTONS  
FALKIRK  
FK2 0TT



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Dated 4/11/08

Witness to the above signatures:-

PAMELA DIXON  
