



GT/ba

13 January 2010

Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

Dear Sir/Madam



Jubilee House  
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Stirling FK8 1QZ  
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**Company Name: Volunteer Development Scotland**  
**Company Number: SC106743**

Following on from your letter dated 20 December reference no. RESOLUTIONS/SC106743/LM.

I resubmit the following changes to our Memorandum and Articles of Association which have been signed, were approved by the VDS Membership at their Annual General Meeting held on Saturday 5<sup>th</sup> December 2009 and an extract from the minute.

### **Special Resolutions put before the membership**

#### **Resolution 1**

That Article 51 of the Articles of Association of the Company be and is hereby amended by deleting the previous paragraph and inserting the following new paragraph:

The maximum number of Directors shall be 15, of whom a maximum of 10 Directors shall be Member Directors and a maximum of 7 Directors shall be Appointed Directors, provided that the number of Appointed Directors is always at least one less than the number of Member Directors'

#### **Resolution 2**

That Article 68 of the Articles of Association of the Company (Disqualification and removal of Directors) be and is hereby amended by inserting the following new paragraphs:

68(i) he/she is or becomes disqualified from being a charity trustee pursuant to section 69 of the Charities and Trustee Investment (Scotland) Act 2005 (the "2005 Act"); has been suspended or removed as a charity trustee pursuant to section 34 of the 2005 Act; or has been the subject of any direction issued by Office of the Scottish Charity Regulator pursuant to section 28 and/or section 31 of the 2005 Act

68(j) following an investigation carried out in accordance with the terms of the company's document setting out the standards of good practice and guidance regarding Directors' responsibilities, he/she is found to be or have been in serious or persistent breach of any duties imposed on charity trustees pursuant to section 66 of the 2005 Act



68(k) he/she is or has been in serious or persistent breach of the company's document setting out the standards of good practice and guidance regarding Directors' responsibilities and, as a result of such breach, half of the other directors vote in favour of the director's removal from office at a meeting of the directors convened for that purpose

68(l) he/she is involved in a formal arrangement with all of his/her creditors

68(m) he/she is sentenced to prison for a month or more or have been convicted of a crime of dishonesty for which the rehabilitation period in terms of the Rehabilitation of Offenders Act 1974 has not expired or for which rehabilitation is excluded in terms of the said Act

68(n) he/she is involved in any legal proceedings in any court or tribunal by or against the company

68(o) he/she has been removed from a charity under section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 and

68(p) he/she has had a Disqualification Order made against him/her under the Company Directors' Disqualification Act 1986

**"Extract from Minute of 5<sup>th</sup> December 2009"**

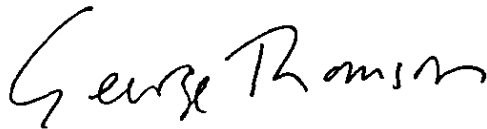
The Special Resolution to change the Memorandum and Articles of Association was unanimously agreed by the members present. One member organisation Glasgow Young Women's Christian Association, Membership No 1246 exercised their right to use a proxy vote in favour.

**Proposed:** Bill Howat, Individual Member

**Seconded:** David Jamieson, City of Edinburgh Council

If you require further clarification, please do not hesitate to contact this office.

Yours sincerely



George Thomson

**Chief Executive/Company Secretary**

Encs