

SC 138081

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

EDINBURGH HEADWAY GROUP

(as amended by Special Resolution

Passed on 12th March 2003

1. In these presents the words standing in the first column of the Table next hereinafter shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS

MEANINGS

| | |
|---------------------|--|
| The Act | The Companies Act 1985 as amended. |
| Annual Subscription | The annual sum payable by the Members determined by the Committee from time to time subject to any maximum prescribed by the Members in General Meeting. |
| These presents | These Articles of Association and the regulations of the Company from time to time in force. |
| The Company | The above named Company. |
| The Committee | The Committee of Management or other governing body for the time being of the Company. |
| Member | Member and associate Member as defined in Article 5. |
| The Office | The registered office of the Company. |
| The United Kingdom | Great Britain and Northern Ireland. |



Month Calendar month.

In writing Written, typewritten, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number and vice versa;

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. There shall be no maximum number of Members of the Company.
3. The provisions of section 352 of the Act shall be observed by the Company and every Member of the Company shall either sign a written consent to become a Member or sign the Register of Members on becoming a Member.
4. The Company is established for the purposes expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to Membership shall be Members of the Company. Membership of the Company shall be open to anyone who has sustained a traumatic head injury (Member) and anyone else (Associate Member) interested in furthering the care and support of and concern for such persons and their relatives and carers. The rights and obligations of Members and Associate Members shall be the same.
6. Any person or corporate body or institution who desires to be admitted to Membership of

the Company must sign and deliver to the Company an application for admission, framed in such terms as the Committee may require and upon payment of the annual subscription shall be admitted to Membership unless the Chairman or Acting Chairman shall within six weeks of such person or corporate body or institution applying for Membership decide that in his view the admission of the applicant to Membership would be prejudicial to the interests of the Company, which decision shall be reported to the next following meeting of the Committee for ratification or otherwise. The Committee shall have full discretion as to the admission or non-admission of any person to Membership and shall not be bound to assign any reason for non-admission of any person to such Membership. All Members must signify their agreement with the objects and aims of the Company.

7. A Member (or Associate Member) shall cease to be a Member of the Company in any of the following circumstances:-
 - (a) if by notice in writing lodged at the Office he resigns from Membership, or
 - (b) if he is removed from Membership by a resolution of the Committee passed by a majority of three-fourths of the votes cast upon such resolution at a meeting specially convened to consider such resolution of which he shall have been given reasonable notice and at which he shall have been given a reasonable opportunity of attending and being heard, or
 - (c) if he shall fail to pay the annual subscription within three weeks of his being given written notice to pay it. A Member who ceases to be a Member in accordance with this sub-paragraph shall be at liberty to re-apply for Membership subject always to the whole provisions of Article 6.
8. The rights of a Member shall be personal and shall not be transferable and shall cease on his death.

GENERAL MEETINGS

9. The Company shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee and shall specify the meeting as such in the notices calling it, provided that every Annual General meeting except the first shall be held not more than fifteen months after the holding of the last

preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

10. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
11. The Committee may whenever 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 by such requisitionists, as provided by Section 368 of the Act.
12. Twenty one days' notice in writing at least of every Annual General Meeting and of every General Meeting convened to pass a Special Resolution, and fourteen days notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the date and the hour of meeting, and in the case of special business, the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Company but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of general meetings other than Annual General Meetings, a general meeting may be convened by such notice as those Members may think fit.
13. The accidental omission to give notice of a general meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. 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, shall be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Committee and of the Auditors, the election of members of the Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

15. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten Members personally present shall be a quorum.
16. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on 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 at such other time and place as the Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.
17. The Chairman (if any) of the Committee shall preside as Chairman at every general meeting, but if there be no such Chairman, or if at any general meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Committee, or if no such member be present, or if all the members of the Committee present decline to take the Chair, they shall choose some Member of the Company who shall be present to preside.
18. The presiding Chairman may, with the consent of any general 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 business which might have been transacted at any meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
19. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the presiding Chairman or by whichever is the greater, of five Members present in person or by proxy, or a Member or Members present in person or by proxy representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the presiding Chairman 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 Minute Book 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 that resolution. The demand for a poll may be withdrawn.

20. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the presiding Chairman shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. No poll shall be demanded on the election of a Chairman of a general meeting or on any question of adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the presiding Chairman shall be entitled to a second or casting vote.
23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
24. Subject to the provisions of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same has been passed at a general meeting duly convened and held.

VOTES OF MEMBERS

25. Subject as hereinafter provided, every Member shall have one vote.
26. No Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his Membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another Member, at any general meeting.
27. Votes may be given on a poll either personally or by proxy. On a show of hands a Member present only by proxy, shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as

provided by Section 375 of the Act. No person not being an individual Member of the Company entitled to vote under Article 26 shall be appointed a proxy.

28. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
29. 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 thereof shall be deposited at the Office not more than forty eight hours before the time appointed for holding the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote, and in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the general meeting or adjourned general meeting at which the proxy is used.
31. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

| | |
|---|---|
| "I, | " |
| "of | " |
| "being a member of the above named Company, hereby | " |
| "appoint | " |
| "of | " |
| "and failing him, | " |
| "of | " |
| "to vote for me and on my behalf at the (Annual or Extraordinary or Adjourned, as the case may be) General Meeting of the | " |
| "Company to be held on the | " |

"day of and at every adjournment thereof. "

"Signed this day of 19 . "

This instrument is to be used *in favour of/against the resolution unless otherwise instructed the proxy will vote as he thinks fit.

*Strike out whichever is not desired.

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

CORPORATION ACTING BY REPRESENTATIVES AT MEETING

32. Any Corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any general meeting of the Company and the person so authorised shall be entitled to exercise the same powers on its behalf as if it were an individual Member of the Company.

COMMITTEE OF MANAGEMENT

33. (A) The Committee shall consist of (a) the Directors of the Company who shall not exceed six in number and (b) such other persons not exceeding six in number, as shall be co-opted in terms of Article 34 herof.
- (B) The Committee shall appoint the office bearers of the Committee who shall include a Chairman, Vice Chairman, Secretary and a Treasurer.
- (c) In the event of the number of persons on the Committee being less than three the Committee shall act in accordance with the provisions of Article 41.
34. The Committee may from time to time and at any time appoint any member of the Company as a member of the Committee, either to fill a casual vacancy or by way of addition to the Committee, provided that the maximum number of Committee members prescribed in terms of Article 33 hereof be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting of the Company, but shall then be eligible for re-appointment. Any member so appointed may in any event be removed at any time by a majority of the Committee members.

35. No person who is not a Member of the Company shall in any circumstances be eligible to hold office as a member of the Committee except as a co-opted member in terms of Article 34.
36. No member of the Committee shall receive any remuneration for his services in the capacity of Committee member, but Committee members shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Committee or any sub-committee thereof or General Meetings of or otherwise on the business of the Company. Nothing in this Article shall prevent any member of the Committee being employed by the Company on a salaried basis in same capacity other than as a Member of the Committee.

POWERS OF THE COMMITTEE

37. The business of the Company shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these presents required to be exercised or done by the Company in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
38. The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debts, liabilities or obligations of the Company.
39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Committee from time to time by resolution may determine; and in the absence of such resolution by two of the Directors or by one of the Directors and the Secretary of the Company for the time being.

40. Any member of the Committee who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Committee in accordance with the provisions of Section 317 of the Act.
41. The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of admitting persons to Membership of the Company, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.
42. The Chairman of the Committee will at all times be one of the Directors.

SECRETARY

43. Subject to Sections 10(5) and 13(5) of the Act, the Committee shall from time to time appoint a Secretary upon such terms and conditions as they may think fit and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Committee may from time to time by resolution appoint (in like manner and subject as aforesaid) an Assistant or Deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

44. (1) The office of a member of the Committee shall be vacated:-
 - (a) if he becomes notour bankrupt or makes any arrangement or composition with his creditors;
 - (b) if he becomes of unsound mind;
 - (c) if he ceases to be a Member of the Company (unless he has been co-opted);
 - (d) if by notice in writing to the Company he resigns office;
 - (e) if he is removed from office by a resolution duly passed pursuant to Section 303 of

the Act;

- (f) if he accepts any remuneration or other benefit in contravention of Clause IV of the Memorandum of Association;
- (2) Section 293 of the Act shall not apply to the Company.
- (3) If any Director shall cease to be a Member of the Committee as hereinbefore provided that Director shall cease to be a Director of the Company.

PROCEEDINGS OF THE COMMITTEE

- 45. Subject as hereinafter provided the Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined three shall be a quorum of which at least one must be a Director of the Company. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Unless otherwise determined every meeting of the Committee shall be held at the Office or at such other place in Edinburgh as the Chairman (if any) for the time being of the Committee or (if there is no such Chairman) the Vice Chairman shall direct.
- 46. On the request of a member of the Committee the Secretary shall at any time, summon a meeting of the Committee by notice (stating the time and place of such Meeting) served upon the several members of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting. Any accidental omission or defect in any such notice or any accidental failure to give such notice to any member of the Committee entitled thereto shall not invalidate any of the proceedings at such meetings so long as a quorum is present thereat.
- 47. The Chairman of the Committee or in his absence the Vice-Chairman or in his absence one of the Directors shall preside at all general meetings and meetings of the Committee.
- 48. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Committee generally.

49. The Committee may delegate any of their powers to sub-committees consisting of such member or members of the Committee and such other persons whether or not members of the Committee or of the Company as they think fit and any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Committee. The Chairman of each sub-committee shall be ex officio a member of the Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee. No sub-committee shall have power to bind the Company without the prior approval of the Committee.
50. All acts bona fide done by any meeting of the Committee or of any sub-committee of the Committee, or by any person acting as a member of the Committee shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee or sub-committee.
51. The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and the proceedings of all meetings of the Company and of the Committee and of sub-committees of the Committee, and all business transacted at such meetings, and any such minutes of any meeting, if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
52. A resolution in writing signed by all the members for the time being of the Committee or of any sub-committee of the Committee who are entitled to receive notice of a meeting of the Committee or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and held.

ROTATION OF THE BOARD OF DIRECTORS

53. At the first Annual General Meeting of the Company and at each subsequent Annual Meeting one-third of the Board of Directors for the time being or if their number is not a multiple of three, the number nearest to one-third, shall retire from office. A member of the Board retiring shall retain office until the close or adjournment of the meeting.

54. A retiring member of the Board of Directors shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or until it is determined not to fill his place.
55. The members of the Board of Directors to retire in every year shall be those who have been longest in office since their last election or appointment but as between persons who became or were last re-elected members of the Board of Directors on the same day those who retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring member of the Board of Directors shall be eligible for re-election.
56. The Company shall, at the meeting at which any members of the Board of Directors retire in manner aforesaid, fill up the vacated office of each member by electing a person thereto, unless at such meeting it shall be determined to reduce the number of members of the Board of Directors.
57. No person not being a member of the Board of Directors retiring at the meeting shall, unless recommended by the Board of Directors for election, be eligible for election to membership of the Board of Directors at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
58. The Company may from time to time in General Meeting increase or reduce the number of members of the Board of Directors or the Committee, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
59. In addition and without prejudice to the provisions of section 303 of the Act, the Company may by Extraordinary Resolution remove any member of the Board of Directors or the Committee before the expiration of his period of office, (and in particular but without limiting the discretion of the Company under this Article it shall be a sufficient reason for

the exercise of such discretion if any member of the Board of Directors or the Committee shall be absent from six consecutive meetings of the Board of Directors or the Committee) and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

HONORARY OFFICERS

60. The Committee may from time to time appoint such honorary officers of the Company as the Committee may think fit who will primarily assist the Company in charitable purposes or appeals from time to time conducted or undertaken by the Company. Any person may be so appointed whether or not he is also a Member of the Company or of the Committee. No remuneration (except by way of repayment of out-of-pocket expenses, if any) shall be paid to any person appointed in respect of any such honorary office. Save as aforesaid every such appointment shall be for such period and on such terms as the Committee shall think fit.

ACCOUNTS

61. The Committee shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Company; and
 - (c) the assets and liabilities of the Company.

Proper 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 affairs of the Company and to explain its transactions.

62. The books of account shall be kept at the Office, or, subject to Section 222 of the Act, at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the members of the Committee.
63. The Committee shall from time to time determine whether and to what extent and at what

times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open for the inspection of Members not being members of the Committee, and no Member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in general meeting.

64. At the Annual General Meeting in every year the Committee shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than six months before such Meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and any other documents required by law to be annexed or attached thereto or to accompany the same and shall not less than twenty one clear days before the date of the Meeting, subject nevertheless to the provisions of Section 240 of the Act, be sent to the Auditors and to all other persons entitled to receive notice of general meetings in the manner in which notices are hereinafter directed to be served. The Auditors' Report shall be open to inspection and be read before the meeting as required by Section 236 of the Act.

AUDIT

65. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditors.
66. The Auditors shall be appointed and their duties regulated in accordance with the relevant provisions of the Act, the members of the Committee being treated as the directors mentioned in those provisions.

NOTICES

67. A notice may be served by the Company upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members.
68. Any Member described in the Register of Members by an address not within the United

Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices by the Company.

69. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

70. Clause VII of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

William Robert Laird
11 Polwarth Gardens
EDINBURGH
EH11 1JS

Jean Margaret Bryden
12 Merchiston Gardens
EDINBURGH
EH10 5DD

Dated the 25th day of February 1992.

Witness to the above Signatures:-

Morna McClure
Mrs Morna McClure
Headway House
Astley Ainslie Hospital
Canaan Lane
EDINBURGH.

Co-ordinator