



The Companies Act 1985

COMPANY LIMITED BY GUARANTEE NO. 2 AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

NORTH EDINBURGH DEMENTIA CARE

Company Number: SC157235

### Definitions and interpretation

1. In these Articles

“the Act” means the Companies Act 1985; any reference in these Articles to a provision of the Act shall be deemed to include any statutory modification or reenactments of that provision for the time being in force.

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

2. Any reference in these Articles to “clear days” in relation to a period of notice indicates that in calculating such period the day when the notice is given or deemed to be given and the day for which it is given or on which it is due to take effect are to be excluded.
3. Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modifications not in force at the date of incorporation of the Company.
4. The Interpretation Act 1978 shall apply to these articles as it applies to any Act of Parliament.
5. The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company.
6. Any person (not being an employee of the Company) who wishes to become a member shall lodge with the Company a written application for membership (in such form as the Directors may require) signed by him. Each application for membership shall be considered by the Directors at the first meeting of the Directors which is held after receipt by the Company of the written application. The Directors shall, within seven days after the meeting at which an application for membership is considered, notify the applicant of the Directors’ decision as to whether or not to admit him to membership.
7. Any person who wishes to withdraw from membership shall lodge with the Company a written notice of retiral (in such form as the Directors may require) signed by him; he shall cease to be a Member with effect from the time the notice is received by the Company.

### Expulsion from membership

8. Subject to the following six articles, the Company may, by special resolution, expel any person from membership.

9. Any member who wishes to propose at any meeting a resolution for the expulsion of any person from membership shall lodge with the Company written notice of his intention to do so, identifying the Member whose expulsion is sought, and specifying the grounds for the proposed expulsion; said notice to be received six weeks before the date of the meeting.
10. The Company shall on receipt of a notice under the preceding Article, forthwith send a copy of the notice to the Member whose expulsion is sought, and the said Member shall be entitled to make written representations to the Company with regard to the notice.
11. If representations are made to the Company in pursuance of the preceding Article, the Company shall (unless such representations are received by the Company too late for it to do so)
  - (a) State the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed
  - (b) Send a copy of the representations to every person to whom notice of the meeting is or was given.
12. Whether or not a copy of the written representations has been given to each of the persons entitled to receive notice of the meeting, the Member concerned shall be entitled to be heard on the resolution at the meeting.
13. Failure to comply with any of the provisions of the previous four Articles shall render any resolution for the expulsion of a person from membership invalid.
14. A person expelled from membership under these Articles shall cease to be a Member with effect from the time when the relevant resolution was passed.

#### General meetings

15. All general meetings other than annual general meetings shall be called extraordinary general meetings.
16. An extraordinary general meeting shall be convened by the Directors on requisition by members (under section 368 of the Act) or on requisition by a resigning auditor (under section 392A of the Act).
17. Subject to the preceding Article and to the requirements under section 366 of the Act as to the holding of the annual general meetings, the Directors may convene general meetings whenever they think fit.

#### Notice of general meetings

18. An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by at least twenty one clear days notice; all other extraordinary general meetings shall be called by at least fourteen days notice. Member's meetings, general, annual general meetings and extraordinary meetings may be permitted to be held virtually by video, telephone and other electronic means.
19. A notice of convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any business to be transacted at the meeting.
20. A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
21. Notice of every general meeting shall be given to all members and directors and to the auditors.
22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

#### Proceedings at general meetings

23. No business shall be transacted at any meeting unless a quorum is present; four person entitled to vote upon the business to be transacted (each being a Member or a proxy for a Member) shall be a quorum.
24. If the quorum required under the preceding Article is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairman of the meeting.
25. The convener (or, in his absence, the vice convener) shall (if present and willing to act as chairman) preside as chairman of the meeting; if neither the convener nor the vice convener is present and willing to act as chairman within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairman or, if there is only one Director present and willing to act, he shall be chairman.

26. If no Director willing to act is present, within half an hour after the time appointed for holding the meeting, the Members present shall elect one of their number to be chairman.
27. A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any annual general meeting.
28. The chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.
29. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
30. Where a meeting is adjourned for thirty days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
31. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by the chairman or by at least two members having the right to vote at the meeting; a demand by a person as proxy for a Member shall be deemed to be a demand by the Member.
32. Unless a poll is demanded in accordance with the preceding article, a declaration by the 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 minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
33. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn.
34. If a poll is demanded in accordance with Article 31, it shall be taken at once by means of a secret ballot of all Members present and entitled to vote (whether as Members or as proxies for Members) conducted in such a manner as the chairman may direct; the result of such poll shall be declared at the meeting at which the poll was demanded.

35. A resolution in writing signed by all Members shall be as effectual as if it had been passed at a general meeting duly convened and held; it may consist of several documents in the same form each signed by one of more Members.

#### Votes of Members

36. Every Member shall (subject to Article 41) have one vote which may be given either personally or (whether on a show or hands or on a poll) by proxy.
37. A Member who wishes to appoint a proxy to vote on his behalf at any meeting (or adjourned meeting) shall lodge with the company, at the registered office, not less than 48 hours before the time of holding the meeting (or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the Directors require), signed by him; an instrument of proxy which does not conform with the preceding provisions of which is not lodged in accordance with such provisions shall be invalid.
38. A Member shall not be entitled to appoint more than one proxy to attend on the same occasion.
39. A proxy appointed to attend and vote at any meeting instead of the Member shall have the same right as the Member who appointed him to speak at the meeting and need not be a Member of the Company.
40. A vote given, or poll demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a poll had terminated prior to the giving of such vote or demanding of such poll unless notice of such termination was received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the vote was given or the poll demanded.
41. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
42. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

#### Maximum and minimum of Directors

43. The maximum number of Directors (other than alternate Directors) shall be fourteen (of whom four shall be Special Directors as hereinafter defined) and the minimum number of Directors shall be four (unless otherwise determined by Special resolution).

#### Special Directors

44. Each of the following bodies shall be entitled to appoint one person to act as a Special Director
- (a) Edinburgh Methodist Church.
  - (b) The Social Work Department of Lothian Regional Council.
  - (c) Lothian Health Board
  - (d) Scottish Action on Alzheimers and Dementia.
45. Each of the bodies referred to in the preceding Article may, by notice in writing to the Company:
- (a) Appoint any person (other than an employee of the Company) who is willing to act as a Special Director, or
  - (b) Remove any Special Director nominated by that body before the expiration of his or her period of office, notwithstanding any agreement between the Company and the Director.
46. At the conclusion of each annual general meeting, each Special Director shall vacate office, but shall then be eligible for the re-appointment as provided for in the previous Article.
47. No more than one Special Director may hold office on the nomination of each body referred to in Article 44 at any given time.
48. A Special Director shall be entitled to attend all meetings of Directors or general meetings of the Company, and to speak at such meetings, but shall not be entitled to vote on any matter, nor hold executive office, nor appoint an alternate Director, and all references to Directors in these articles shall be construed accordingly.

#### Appointment, retiral, re-appointment

49. Any person (not being an employee of the Company) who wishes to be considered for appointment as a Director at an annual general meeting shall lodge with the Company a written notice of his willingness to be appointed (in such form as the directors require), signed by him, at any time up to the commencement of the annual general meeting.
50. At an annual general meeting the Company may by ordinary resolution appoint as a Director any person (not being an employee of the Company) in respect of whom a written notice of willingness to accept such an appointment has been received in compliance with the preceding Article.

51. The Directors may at any time appoint any person (not being an employee of the Company) (providing he is willing to act), to be a Director either to fill a vacancy or as an additional Director.

52. At each annual general meeting all the Directors shall retire from the office.

53. The Company may at any general meeting by ordinary resolution re-appoint any Director who retires from office (providing he is willing to act); if the Director is not reappointed, he shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

#### Disqualification and removal of Directors

54. A Director shall vacate office if

- (a) he ceases to be a Director by virtue of any provisions of the Act or becomes prohibited by the law from being a Director.
- (b) he becomes bankrupt.
- (c) he becomes incapable for medical reasons of fulfilling the duties of his office and such incapacity is expected to continue for a period of more than six months.
- (d) he resigns office by notice to the Company.

or

- (e) he is absent (without the permission of the directors) for a period or more than three consecutive meetings of Directors held in any period of six months or more and the Directors resolve to remove him from office.

#### Appointment to executive office

55. Directors shall be appointed to hold the office of convener, vice convener, treasurer and such other executive offices as the Directors may consider appropriate; each such office shall be held, subject to Article 52, until the conclusion of the annual general meeting which next follows appointment.

56. The appointments to executive office under the preceding Article shall, subject to Article 59, be made at a meeting of Directors held as soon as reasonably practicable after the incorporation of the Company and thereafter at a meeting of Directors held as soon as reasonably practicable after each annual general meeting.

57. A Director whose period of executive office expires under Article 49 may be re-appointed to such office (providing he is willing to act).



58. The appointment of any Director to executive office shall terminate if he ceases to be a Director or if he resigns from such executive office by notice to the Company.

59. If the appointment of any Director to executive office terminates under the preceding Article, the Directors shall, at a meeting of Directors held as soon as reasonably practicable after such termination, appoint another to hold such office in his place; a Director so appointed shall (subject to Article 52) hold such executive office until the conclusion of the first annual general meeting which follows such an appointment.

#### Directors' interests

60. Subject to the provisions of the Act and of Clause 5 of the Memorandum of Association and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director, notwithstanding his office

(a) may be party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested

(b) may be a Director or other officer of, or employed by, or a party to, any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested

and

(c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office or employment or from any such transaction or arrangement or from any interest in such body corporate

and no such transaction or arrangement shall be liable to be treated as void on the ground of such interest of benefit.

61. For the purpose of proceeding Articles

(a) A general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified and

(b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as interest of his.

#### Directors' remuneration and expenses

62. No Director shall be entitled to any remuneration, whether in respect of his office as director or as holder of any executive office under the Company.

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

#### Powers of Directors

64. Subject to the provisions of the Act, the Memorandum of Association and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company.
65. No alteration of the Memorandum of Association or these Articles and no direction given by special resolution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.
66. The powers conferred by Article 63 shall not be limited by any special power conferred on the Directors by these Articles.
67. A meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
68. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purpose on such conditions as they may determine, including authority for the agent to delegate all or any of his powers.
69. Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit.
70. Any Director may call a meeting of the Directors or request the Secretary to call a meeting of the Directors.
71. No notice of a meeting of the Directors need be given to a Director who is absent from the United Kingdom.
72. Questions arising at a meeting of Directors shall be decided by a majority of votes; in a case of equal votes, the chairman shall have a second or casting vote.
73. A Director who is also an alternate Director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

74. The quorum for the transaction of the business of the Directors may be fixed by the Directors and, unless so fixed at any other number, shall be that number of Directors representing (to the nearest whole number) one half of the Directors then in office; a person (other than a Director) acting as an alternate Director shall, if his appointer is not present, be counted in the quorum.
75. The continuing Directors or a sole continuing Director may act notwithstanding vacancies but if the number of remaining Directors is less than the number fixed at the quorum, they or he may act only for the purposes of filling vacancies or of calling a general meeting.
76. Unless he is unwilling to do so, the convener shall preside as chairman at every meeting of Directors at which he is present.
77. If the convener is unwilling to act as chairman or is not present within fifteen minutes after the time appointed for the meeting, the Directors may appoint one of their number to be chairman of the meeting.
78. All acts done by a meeting of Directors or by a meeting of a committee of Directors or by a person as a Director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any Director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, to be as valid as if every such person had been duly appointed and was not disqualified and had continued to be a Director and had been entitled to vote.
79. A resolution in writing signed by all Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case be) a committee of Directors duly convened and held; it may consist of several documents in the same form each signed one or more Directors.
80. A resolution in writing signed by an alternate Director need not also be signed by his appointer; a resolution signed by a Director who has appointed an alternate Director need not be signed by the alternate Director in that capacity.
81. Except otherwise provided in the Articles, a Director shall not vote at a meeting of Directors or at a meeting of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within either or both of the following paragraphs.
- (a) The resolution relates to the giving to him a guarantee, security or indemnity in respect of money lent to, or any obligations incurred by him for the benefit of, the Company or any of its subsidiaries

- (b) The resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or part (and whether alone or jointly with others) under a guarantee or indemnity or by giving of security.
82. For the purposes of the preceding Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), connected with a Director shall be treated as an interest of the Director; an interest of the appointer of an alternate Director shall be treated as an interest of the alternate Director.
83. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
84. The Company may by special resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a Director from voting at a meeting of the Directors or at a meeting of a committee of Directors.
85. Where proposals are under consideration concerning the appointment of two or more Directors to executive offices with the Company or to offices or employments with any body corporate in which the Company is interested, the proposals may be decided and considered in relation to each Director separately; providing he is not for another reason precluded from voting, each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
86. If a question arises at a meeting of Directors or at a meeting of a committee of Director's as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting; his ruling in relation to any Director other than himself shall be final and conclusive.
87. The Directors may invite or allow any person to attend and speak, but not vote, at any meeting of the Directors or of any committee of Directors.

#### Alternate Directors

88. A Director (other than an Alternate Director or Special Director) may, if so permitted by resolution of the Directors, appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him.
89. An alternate Director shall, subject to the following Article, be entitled to be given notice of all meetings of Directors and Committees of which his appointer is a Member, and to attend

and vote at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointer as a Director in his absence.

90. No notice of meeting of Directors, a meeting of a committee of Directors or a meeting of a General Committee need be given to an alternate Director who is absent from the United Kingdom.
91. An alternate Director shall not be entitled to receive any remuneration from the Company for his services as an alternative Director.
92. An alternate Director shall, subject to the following Article, cease to be an alternate Director if his appointer ceases to be a Director.
93. If a Director retires (by rotation or otherwise) but is reappointed at the meeting at which he retired, any appointment of an alternate Director made by him which was in force immediately prior to retirement shall continue after his re-appointment.
94. An appointment or removal of an alternate Director may be effected by notice to the Company signed by the Director making or revoking the appointment or may be effective in any other manner approved by the Directors.
95. An alternate Director shall alone be responsible for his own acts and defaults; an alternate Director shall not be deemed to be the agent of the Director appointing him.
96. Reference in these Articles to Directors shall, unless the context otherwise requires, be construed as including alternate Directors.

#### Delegation to committees

97. The Directors may delegate any of their powers to any committee consisting of one or more Directors; they may also delegate to the convener or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him.
98. Any delegation of powers under the preceding Article may be made subject to such conditions as the Directors may impose and either collaterally with or the exclusion of their own powers and may be revoked or altered.
99. Subject to any condition imposed in pursuance of the preceding Article, the proceedings of a committee consisting of two or more Directors shall be governed by the Articles regulating the proceedings of meetings of Directors so far as they are capable of applying.

100. Unless otherwise determined by special resolution, the following matters shall be excluded from delegation to any Committee:
- (a) any introduction of a new policy or any change in policy which could have a significant impact on the Company or which would fall within the responsibility of another committee or conflict with the declared policy of another committee.
  - (b) any matter involving expenditure not in accordance with the financial regulations of the Company.
  - (c) any capital building project
  - (d) the dismissal of any employee of the Company.
101. A resolution in writing signed by all the Members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held; it may consist of several documents in the same form each signed by one or more Members of the committee.

#### Secretary

102. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, as such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

#### Minutes

103. The Directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the Directors and meetings of the Committees; a minute of a meeting of Directors or of a committee shall include the names of the Directors present.

#### Seal

104. The seal shall only be used by the authority of the Directors or of a committee authorised by the Directors.

#### Accounts

105. No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or as authorised by the Directors or by ordinary resolution of the Company.

#### Notices

106. Any notice to be given in pursuance of these Articles shall be in writing.

107. The Company may give any notice under these Articles to a Member either personally or by sending it by post in a pre-paid envelope addressed to the Member at his registered address or by leaving it at that address.
108. A Member may give any notice under these Articles to the Company by sending it by post in a pre-paid envelope addressed to the Company at its registered office or by leaving it, addressed to the Company, at the registered office of the Company.
109. Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
110. A Member present at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

#### Winding-up

111. If the Company is wound up, the liquidator shall transfer the assets of the Company to an appropriate body in accordance with the provisions of the Memorandum of Association.

#### Indemnity

112. 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 loss or liability which he may sustain or incur in connection with the execution of his duties or his office including, without prejudice to that generality, any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability nor negligence, default, breach of duty or breach or trust in relation to the affairs of the Company.

#### Names and addresses of subscribers