

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**CERTIFIED RESOLUTION**

of

**YOUTHLINK SCOTLAND (the "Company")**

Company No. SC164547  
Charity No. SC003923

The undernoted resolution was duly passed as a Special Resolution of the Company at an Annual General Meeting of the members of the Company on 20 November 2018:-

**SPECIAL RESOLUTION**

"That the Articles of Association of the Company be and are hereby amended as follows:-

Section 2 – Delete the second sentence referring to previous SSCVYO members to read 'The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. There shall be no limit to the number of members registered with the Company.

Section 3.1.2 – To read 'is a voluntary youth work organisation or is a Scottish Local Authority as defined within the Local Government (Scotland) Act 1994 including any statutory modification or re-enactment thereof for the time being in force.

Section 3.1.4 – Delete the word 'regional' as these organisations are covered under 4.3.

Section 4.3 – Current sub categories of Associate membership to be replaced with:  
Other Bodies  
Universities & Training Providers  
Charitable Trusts  
Consultants

New Section – Public Bodies – Public Bodies that work with young people and have their personal & social development and wellbeing as part of their remit and/or that may use youth work methodologies in their contact with young people. Public Bodies shall have no voting rights.

New Section – Friend of YouthLink Scotland – Individuals with a track record in the youth work sector, who wish to remain in touch with the sector. Individuals should not be affiliated to an existing YouthLink Scotland member. Friends of YouthLink Scotland shall have no voting rights.

New Section – YouthLink Scotland Fellows – Fellowship of YouthLink Scotland is granted to Lifetime Achievement recipients at the National Youth Work Awards. YouthLink Scotland Fellows shall have no voting rights.

Section 5.1(8.1) – Simplify to read 'Applications for membership shall be...' removing the words Full & Associate here and elsewhere in the document.

Section 7.3 (10.3) – Remove the terms ‘co-opted’ and ‘honorary’ members and replace with new agreed categories: Full, Associate, Public Body, Friend of YouthLink Scotland or YouthLink Scotland Fellow.

Section 9 – Remove the section related to the Policy Forum. This Forum is now operated in a different way and does not require to be part of the Memorandum & Articles of Association in its own right.

Section 11.1.2 (13.1.2) – To read ‘The Chairperson shall be an independent person acceptable to the Board of Directors and shall be appointed following a period of consultation with the members. The appointment shall be ratified at the AGM which immediately follows’.

Section 11.1.3 (13.1.3) – To read ‘The Vice-Chairperson shall be an independent person nominated by the Board. The appointment shall be ratified at the AGM which immediately follows’.

Section 11.1.4 (13.1.4) – To read ‘The Honorary Treasurer shall be an independent person nominated by the Board. The appointment shall be ratified at the AGM which immediately follows’.

Section 11.1.6 – Remove this section. The option for the Board to co-opt is already contained within section 11.1.7.

Section 15 (16) – We suggest that the quorum should be reduced to 1/5 of the eligible membership from ¼. This reflects the real difficulty of getting people out of the workplace to a central point for what is usually a relatively short meeting.

Section 33 (34) – We are proposing lowering the eligible age of Directors to 16 to reflect our commitment to supporting the franchise at this age.

Section 42 (43) – Reduce notice and papers prior to meetings from 14 to 7 days to reflect the ability to send and receive electronic communications.

Renumbering of the document generally after new sections have been added.

CERTIFIED A TRUE COPY

**Bill Stevenson**

Director

CERTIFIED A TRUE COPY

A handwritten signature in black ink that reads "Bill Stevenson". The signature is written in a cursive, slightly stylized font.

Director



THE COMPANIES ACTS 1985 to 1989

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION

OF

YOUTHLINK SCOTLAND

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[Effective from 1st November, 2002]

Amended on: 15 May 2008 (EGM), 5 November 2014 (AGM) & 20 November 2018 (AGM)

1. The name of the company is YOUTHLINK SCOTLAND (hereinafter called "the Company").
2. The Registered Office of the Company is to be situated in Scotland.
3. The Company is established for charitable purposes only, to assist the physical, mental and spiritual wellbeing and development of young people in Scotland, so that they may grow to full maturity as individuals and members of society.

In furtherance thereof the Company shall seek:

- 3.1.1 To advance the educational, social welfare and recreational interests of young people, by representing and furthering the collective interests of member organisations.
- 3.1.2 To act as a link between voluntary youth organisations, government departments, local authorities and other bodies involved in youth work and youth work service provision.
- 3.1.3 To encourage co-operative and co-ordinated approaches to youth work and related fields by member organisations at international, national and local levels.
- 3.1.4 To encourage co-ordination of effort and the best use of resources in youth work.
- 3.1.5 To encourage and promote innovative approaches to youth work.
- 3.1.6 To engage in or facilitate research into issues affecting young people.

- 3.1.7 To identify major issues affecting, or likely to affect youth work and to identify ways in which member organisations might, individually or collectively, contribute to their resolution.
- 3.1.8 To provide information on youth work to member organisations, other interested parties, and the public, through appropriate channels.
- 3.1.9 To organise or assist with conferences, seminars and training courses for those involved at all levels in youth work.
- 3.1.10 To identify new sources of sustainable funding for youth work and to better facilitate the use of existing resources in furtherance of these objects.

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

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

- 3.2.10 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 3.2.11 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections, concessions and discoveries or techniques of any kind and to disclaim, alter, modify, develop, use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire and/or to secure the exploitation of the same by access to sources of finance from third parties and the provision of expertise.
- 3.2.12 To employ such employees as the Board of Directors may from time to time think desirable and on such terms and conditions as the Board may decide.
- 3.2.13 To remunerate any individual in the employment of the Company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual, who is or was at any time in the employment of the Company and the wife, widow, relatives and dependants of any such individual; and to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- 3.2.14 To apply for, promote and obtain any private Act of Parliament, charter, privilege, concession, licence or authorisations of any government, state or municipality, Provisional Order or licence of the Board of Trade or other authority to enable the Company to carry out its objects, alter its constitution, and achieve any other purpose which may promote the Company's interests, and to oppose or object to any application or proceedings which may prejudice the Company's interests.
- 3.2.15 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company and to obtain from any such organisation, government or authority any charter, right, privilege or concession, which the Company may think desirable and to carry out, exercise and comply with any such charters, rights, privileges and concessions.
- 3.2.16 To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any person, firm, trust, association or company carrying on or engaged in, any business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- 3.2.17 To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- 3.2.18 To effect insurance against risks of all kinds.

- 3.2.19 To invest monies of the Company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such a manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirements) and to dispose of and vary such investments and securities.
- 3.2.20 To carry on (whether on its own account or in partnership or association with others) any other business which may seem to the Company capable of being conveniently carried on in connection or in conjunction with the objects of the Company or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.
- 3.2.21 To liaise or amalgamate with any charitable body, society or company incorporated or unincorporated, having objects altogether or in part similar or ancillary to those of the Company, such body, society or company being prohibited from distributing profits and assets among their members to at least the extent imposed by this Memorandum of Association upon the Company.
- 3.2.22 To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the Company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the Company is authorised to amalgamate.
- 3.2.23 To transfer with or without valuable consideration all or any part of the undertaking, property and rights of the Company to any body, incorporated or unincorporated, with which the Company is authorised to amalgamate.
- 3.2.24 To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the Company or in the furtherance of its objects.
- 3.2.25 To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company or of undertaking any business or operations which may appear likely to assist or benefit the Company and to place or guarantee all or any part of the shares or securities of any such company as aforesaid.
- 3.2.26 To procure the Company to be registered or recognised in any part of the world.
- 3.2.27 To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- 3.2.28 To procure and print, publish, issue and distribute, gratuitously or otherwise, newspapers, periodicals, books, papers, pamphlets, leaflets, photographs, advertisements, appeals or other publicity material.
- 3.2.29 To co-operate with and enter into any arrangement with ecclesiastical authorities, educational authorities, national authorities, local authorities or associations, societies or other bodies, corporate or unincorporate and for the purpose of furthering the objects of the Company, co-operate with

manufacturers, dealers or other traders and with the press and other sources of publicity.

- 3.2.30 To alter from time to time by special resolution the Memorandum or Articles of Association of the Company or either of them in terms of the powers to that effect conferred by law.
- 3.2.31 To pay out of the funds of the Company all reasonable costs and expenses, preliminary or incidental to the formation of the Company and its registration.
- 3.2.32 To do anything which may be incidental or conducive to the attainment of any of the objects of the Company. Provided that the Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others, any regulation, restriction or condition which, if an object of the Company would make it a Trade Union.

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

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

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration or reimbursement of out-of-pocket expenses to any officer or servant of the Company, or to any member of the Company, in return for any service actually rendered to the Company, nor prevent the payment of interest at a reasonable rate of money lent, or reasonable and proper rent for premises let by any member to the Company.

- 5. The liability of the members is limited.
- 6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding TEN POUNDS (£10) STERLING) to the Company's assets if it should be wound up while being a member or within one year after ceasing to be a member, for payment of the Company's debts and liabilities contracted before ceasing to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable association or associations, either corporate or unincorporated having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such association or associations to be determined by the Company at or before dissolution and if and so far as effect cannot be given to the foregoing provisions then to some other charitable object.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.



THE COMPANIES ACTS 1985 to 1989

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION  
OF  
YOUTHLINK SCOTLAND  
-----

[Effective from 1st November, 2002]

Amended on: 15 May 2008 (EGM), 5 November 2014 (AGM) & 20 November 2018 (AGM)

## INTERPRETATION

1. In these Regulations:

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

"the Articles" means the Articles of the Company.

"the Board" or "the Directors" means the Board of Directors.

"the Company" means YouthLink Scotland.

"the Memorandum" means the Memorandum of the Company.

"Article" means an article in these Articles of Association.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution.

"Office" means the registered office of the Company.

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



"the United Kingdom" means Great Britain and Northern Ireland.

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

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

## MEMBERS

2. The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. There shall be no limit to the number of members registered with the Company.

3. The following bodies or persons shall be eligible for consideration as Full members:

3.1 Any organisation which:

3.1.1 has as a significant part of its remit the furtherance of the wellbeing of young people in Scotland;

3.1.2 is a voluntary youth work organisation or is a Scottish Local Authority as defined within the Local Government (Scotland) Act 1994 including any statutory modification or re-enactment thereof for the time being in force.

3.1.3 works directly or indirectly with young people or makes a contribution to the informal education of young people and shall not be entitled to be a member if it is attached or affiliated to a political party.

3.1.4 has a national sphere of influence and has an interest in and seeks to align the aims and objectives of YouthLink Scotland.

4. Associate Membership

4.1 Associate members shall have no political party affiliation.

4.2 The following organisations shall be eligible for consideration as Associate members namely any organisation not eligible for Full membership but which can demonstrate aims in sympathy with those of the company.

4.3 This category will be split into 4 sub categories as follows:

Other Bodies – who are non national and practice youth work or have an interest in the personal and social development and wellbeing of young people in their remit or who use youth work methodologies in their work with young people.

Universities & Training Providers – that deliver youth work training. This category also includes training intermediaries.

Charitable Trusts – that provide support to those using youth work methodologies in their work with young people.

Consultants – who work in the field and who wish to maintain contact concerning information, conferences and policy development.

- 4.4 Associate Members shall have no voting rights and there will be a sliding scale of benefits and privileges as agreed from time to time by the Board of Directors.
- 5. Public Body Membership
  - 5.1 Public Bodies that work with young people and have their personal & social development and wellbeing as part of their remit and/or that may use youth work methodologies in their contact with young people. Public Bodies shall have no voting rights.
- 6. Friend of YouthLink Scotland Membership
  - 6.1 Individuals with a track record in the youth work sector and who wish to remain in touch with the sector. Individuals should not be affiliated to an existing YouthLink Scotland member. Friends of YouthLink Scotland shall have no voting rights.
- 7. YouthLink Scotland Fellows
  - 7.1 Fellowship of YouthLink Scotland is granted to Lifetime Achievement recipients at the annual National Youth Work Awards. YouthLink Scotland Fellows shall have no voting rights.
- 8. Applications for Membership
  - 8.1 Applications for membership shall be in writing and in such form as the Board or the Secretary on behalf of the Board may decide. The Application shall be signed by or on behalf of the applicant and will be considered by the Board or by the Secretary on behalf of the Board (or such other person as the Board may decide), and the Secretary (or other person) will provide regular reports to the Board on their decisions.
    - 8.1.1 Applications for membership should clearly state which category of membership is required. Full membership is only open to those organisations referred to in Article 3.1 above.
    - 8.1.2 On seeking membership of YouthLink Scotland, an organisation, in the first instance, will be directed to the most appropriate national organisation.
    - 8.1.3 Organisations would then be considered for membership only if they can demonstrate that they have secured support for this course of action from the most appropriate national organisation.
  - 8.2 The Board shall have power, subject to the terms of Article 3 hereof to confer Full or Associate membership.
- 9. Each member shall contribute an annual subscription to the Company. The Directors shall recommend to the Annual General Meeting the appropriate annual subscriptions payable by members for each year. The Directors may recommend different rates of subscription for the respective categories of membership. Such annual subscriptions when determined by the Company in general meeting shall be payable in advance by members to cover the following year.
- 10. Membership of the Company shall terminate:

- 10.1 By a member giving at least 21 clear days written notice of its resignation to the Company; or
- 10.2 If any member has failed to pay the appropriate annual subscription six months after the date on which the same shall have fallen due for payment, but such member may thereafter be reinstated at the discretion of the Directors on payment of all arrears of subscription; or
- 10.3 By decision of the Board upon recommendation by the Secretary (or such other person acting on behalf of the Board pursuant to Article 8). Upon such recommendation, the Board shall consider whether a Full, Associate, Public Body, Friend of YouthLink Scotland or YouthLink Scotland Fellow member satisfies the criteria for membership or consider whether the conduct or policies of a member is or is likely to be detrimental to the interests or reputation of the Company. Such a decision to terminate membership shall be by majority vote of 75% of Directors present and voting.
- 11. No right or privilege of any member shall be in any way transferable, but all such rights and privileges shall cease upon the member ceasing to be such whether by resignation or otherwise.

#### GENERAL MEETINGS

- 12. The Annual General Meeting shall be held at such time and place as the Company shall appoint, but no later than 31 December of each year, provided always that no more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.
- 13. The business to be transacted at each Annual General Meeting of the Company shall include:
  - 13.1 The election of Directors.
    - 13.1.1 Subject to the following provisions the entire arrangements for the election of Directors including the administration of the voting process will be determined by the Board.
    - 13.1.2 The Chairperson shall be an independent person acceptable to the Board of Directors and shall be appointed following a period of consultation with the members. The appointment shall be ratified at the AGM which immediately follows. The Chairperson shall hold office for three years and shall be eligible to serve a second term of three years.
    - 13.1.3 The Vice-Chairperson shall be an independent person nominated by the Board. The appointment shall be ratified at the AGM which immediately follows. The Vice-Chairperson shall hold office for three years and shall be eligible to serve a second term of three years.
    - 13.1.4 The Honorary Treasurer shall be an independent person nominated by the Board. The appointment shall be ratified at the AGM which immediately follows. The Honorary Treasurer shall hold office for three years and shall be eligible to serve a second term of three years.
    - 13.1.5 The election subject to the following provisions of this Article of:

- 13.1.5.1 Three Directors from within the Voluntary Sector membership to be nominated and elected by Full Voluntary Sector members only;
- 13.1.5.2 Three Directors from within the Scottish Local Authority membership to be nominated and elected by Scottish Local Authority members only;
- 13.1.5.3 Two Directors from the Scottish Youth Parliament to be nominated and elected by the Scottish Youth Parliament only;
- 13.1.5.4 Up to five Co-opted Directors to be appointed pursuant to Article 36 and 37.

With the exception of the Directors elected in terms of Article 13.1.5.3 and 13.1.5.4, all Directors shall be elected by secret ballot from nominations being submitted in writing by the members entitled to vote. Notwithstanding the fact that the Scottish Youth Parliament is a voluntary organisation, it shall not participate in the voting process for the election of the Voluntary Sector or Scottish Local Authority Directors.

Directors elected under Articles 13.1.5.1 to 13.1.5.4 shall hold office for three years. Directors shall be eligible for re-election for a second term of three years, after which such Director will be ineligible for re-election until the Annual General Meeting following their retirement.

- 13.1.6 Notwithstanding the other provisions contained in these Articles, the Directors may, at any time and from time to time, decide to permit a maximum of two of their number to remain in office as Directors beyond the end of their normal term of office as set out in Article 13.1.5, but for a maximum period of two years in any one case, where the Directors consider that this would be conducive to good governance and in the interests of Board continuity, or otherwise to preserve the integrity and skills set of the Board.
- 13.2 Consideration of reports of the Company's activities and financial position and of statutory accounts to be presented to the meeting.
- 13.3 The appointment of Auditors.
- 13.4 If a recommendation is made by the Directors the determination of the Appropriate rate of annual subscriptions payable by each member specified in Article 9 hereof.
- 13.5 The transaction of any other competent business.
- 14. All other General Meetings shall be called Extraordinary General Meetings. The Directors may, wherever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened, by such requisitions, as provided by Section 368 of the Act. If at any time there are not within Scotland sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
- 13.1 Each Full member shall have the right to send representatives without restriction to any General Meeting but shall advise the Secretary in writing of the name of the individual attending such meeting on behalf of the member with authority to vote and represent the member.
- 13.2 Associate members may send one representative to any General Meeting.

14. Subject to the provisions of Section 369 of the Act, fourteen clear days' notice, at least, or, in the case of an Annual General Meeting or a meeting convened to pass a Special Resolution, at least twenty one clear days' notice shall be given to (a) such members as are, under the provisions herein contained, entitled to receive notices from the Company, and (b) the Company's Auditors.
- 14.1 Every notice of meeting shall specify the place, the day and the hour of meeting, and the general nature of the business to be transacted. The notice convening an Annual General Meeting shall specify the meeting as such, and the notice convening a meeting to pass a Special or Extraordinary Resolution shall specify the intention to propose the Resolution as a Special or Extraordinary Resolution, as the case may be.
- 14.2 All members of the Company shall be entitled to receive notice of any General Meeting of the Company.
- 14.3 The accidental omission to give notice of any meeting to, or the non-receipt of the notice by, any person entitled to receive such notice shall not invalidate any resolution passed, or proceedings, at that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, the reports of the Directors and Officers of the Company and of the Auditor, the appointment of, and the fixing of the remuneration of, the Auditor and the determination of annual subscriptions.
16. No business should be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, a quorum shall be not less than one-fifth of all member organisations entitled to vote at a general meeting of the Company who are present when the meeting proceeds to business.
17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
18. The Chairperson, whom failing a Vice-Chairperson, shall preside as chairperson at every general meeting of the Company. If neither the Chairperson nor a Vice-Chairperson are present and willing to act within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose some other Director or, if no such Director shall be present and willing to act, they shall choose some other attending member of the Company to act as Chairperson.
19. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as

aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. Motions and resolutions for the Annual General Meeting must be lodged with the Secretary at the Office of the Company not less than six weeks before the date of the Annual General Meeting. Thereafter a copy of said motions and resolutions shall be circulated to members not less than three weeks before the date of the Annual General Meeting. Such motions and resolutions must have the name of proposer and seconder.
21. At all General Meetings a motion or resolution put to the vote shall be decided by a simple majority of members entitled to vote. In the case of equality of votes the Chairperson shall have the casting vote (irrespective whether the Chairperson would otherwise be entitled to vote or not).
22. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which it was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.
23. No objection shall be raised to the qualification of any voter except at that meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson of that meeting whose decision shall be final and conclusive.
24. The proceedings at any general meeting of the Company shall not be invalidated by the subsequent discovery of any defect in the appointment of any representative, or any defect in the qualification of any member voting thereat.

#### VOTES OF MEMBERS

25. Each Full member organisation shall be entitled to one vote only and may be exercised by a duly authorised representative, save for the Chairperson who shall have a casting vote only as provided for in Article 19. Associate members shall have no voting rights.
26. At any general meeting a resolution put to the vote shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by (1) at least five members, being members entitled to vote, present or by proxy or (2) by the Chairperson (or in his absence the Vice Chairperson or other such Director or attending member acting as Chair in terms of Article 18) or (3) by any member or members present in person who, by proxy or by representative, represent not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting and unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or lost or carried or not carried by a particular majority and an entry to that effect in the Minute of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
27. If a poll is duly demanded, it shall be taken in such manner and at such time as the Chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairperson in terms of Article 18 shall be taken forthwith. A poll

demanded on any other question shall be taken at such time during the meeting as the chairperson of the meeting directs. The demand for a poll may be withdrawn.

28. Proper Minutes shall be kept of all proceedings of general meetings and of the meetings of the Directors and all other Committees or sub-committees.
29. No member other than a member duly registered and entitled to vote who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of its membership shall be entitled to vote on any question at any General Meeting.

#### PROXIES

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

#### DIRECTORS AND OFFICE BEARERS

33. The Board shall comprise the Chairperson, the Vice-Chairperson, and the Honorary Treasurer and up to thirteen members elected as Directors pursuant to Article 13.1.5.
34. There shall not be an upper age limit for Directors but no person may serve as a Director of the Company who has not attained the age of 16 years.
35. The Board shall not exceed 16 persons, but the Company may from time to time by Ordinary Resolution increase or reduce the number of Directors. The Directors shall not be paid employees of the Company.
36. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director. The appointee will serve as a Director for the remainder of the outgoing Directors three year appointment and shall be eligible for re-election for a further three year period. Vacancies for Directors will be filled in accordance with the rules governing appointment of Directors pursuant to Article 13.
37. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors.
38. In addition to the foregoing provisions, the office of Director shall be vacated:

- 38.1 If by at least seven clear days' written notice to the Company he resigns as a Director;
- 38.2 If he ceases to hold office by reason of any order made under the Act or the Company Directors Disqualification Act 1986 or is disqualified from acting as a Charity trustee in terms of The Charities and Trustee (Investment) Scotland Act 2005;
- 38.3 If a Director elected pursuant to Articles 13.1.5.1 to 13.1.5.4 inclusive ceases to be a member or representative of the member organisation from which the Director was elected;
- 38.4 If a Director's conduct or the policies of a Director's organisation is likely to be detrimental to the interests or reputation of the Company.

#### POWERS AND DUTIES OF THE DIRECTORS

- 39. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors. The Directors may delegate any of their powers to any committee consisting of one or more of their number. They may also delegate to any of their number such of their powers as they consider desirable to be exercised by that person. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Directors so far as they are capable of applying.
- 40. The Directors shall appoint and employ such officers and staff as they consider necessary, and shall (subject to the provisions of the Memorandum) regulate their duties and fix their salaries. The Directors may, by Power of Attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
- 41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such a manner as the Directors shall from time to time determine.
- 42. The Directors shall cause Minutes to be made of proceedings at meetings for the purpose of:
  - 42.1 All appointments of officers and staff made by the Directors;
  - 42.2 The names of the Directors present at each meeting thereof; and
  - 42.3 All resolutions and proceedings at all meetings of the Directors.



## PROCEEDINGS OF THE DIRECTORS

43. The Directors shall meet at least four times in each year, and may adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. For the avoidance of doubt, each Director shall have one vote each. In case of an equality of votes, the Chairperson (or the person acting as Chair) shall have a second or casting vote. Subject to the provisions of the articles the Directors may regulate their proceedings as they think fit. The Secretary shall ensure that seven days' clear notice is given to each Director of each Directors' Meeting, the length of such notice in every case to be calculated exclusive of the day on which the notice is served or is deemed to be served and the day for which it is given and such notice shall stipulate the date, time and venue of such meeting and the purpose for which it is to be convened. Accidental omission to give notice of any Directors' Meeting to, or the non-receipt of the notice by, any Director shall not invalidate any resolution passed or proceedings at that meeting.
44. The quorum necessary for the transaction of the business of the Directors shall be four.
45. The Chairperson, or in the absence of the Chairperson a Vice-Chairperson, shall preside at meetings of the Directors. In the absence of both the Chairperson and Vice-Chairpersons, the Directors present shall choose one of their number to be chairperson of the meeting.
46. The continuing Directors may act notwithstanding any vacancy in their body, without prejudice to the power of co-option contained in Articles 36 and 37.
47. A Director shall comply with the duties incumbent upon him in terms of the Act or The Charities and Trustee Investment (Scotland) Act 2005, with specific regard to the conflict of interest provisions contained therein.
48. All acts done by a meeting of the Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
49. A Director may participate in a meeting of the Board of Directors or of a committee of the Board by means of conference telephone or similar communications equipment whereby all the Directors participating in the meeting can hear each other, and the Directors participating in a meeting in this manner shall be deemed to be present in person at such meeting. A resolution in writing which has been signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors (which signature may be evidenced by letter, email, fax, or otherwise as the Directors may from time to time resolve to permit) shall be as effective as a resolution duly passed at a meeting of the Directors of (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the same terms each signed by one or more Directors but a resolution signed by an alternate director need not also be signed by his appointer, and if it is signed by a Director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

## SECRETARY

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

#### ACCOUNTS

51. The Directors shall cause proper books of accounts to be kept with respect to:
- 51.1 All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- 51.2 All sales and purchases of goods by the Company;
- 51.3 The assets and liabilities of the Company.
52. 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 Company's affairs and to explain its transactions.
53. The books of account shall be kept at the Office or at such other place as the Directors shall think fit, and shall always be open to the inspection of the Directors.
54. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Company shall be open to the inspection of members not being Directors.
55. The Directors shall from time to time in accordance with the Act, cause to be prepared and to be laid before the Company in plenary meeting such profit and loss accounts, balance sheets and reports as are referred to in the Articles.
56. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meetings, together with a copy of the Auditor's reports, shall not less than twenty-one days before the date of the meeting be sent to all persons entitled under Article 14 to receive notice of such meeting.
57. Once at least in every year the accounts of the Company shall be audited by a Registered Auditor.
58. The Auditor shall be appointed and his duties regulated in accordance with the Act.

#### DISSOLUTION

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

#### INTERPRETATION

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

#### NOTICES

61. Any notice to be given to or by any person pursuant to the Articles may either be in writing or in electronic form.

- 61.1 Where the Company intends to give notice of a meeting to a member in writing it will do so by sending the notice by post in a prepaid envelope addressed to the member at its registered address. 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. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
- 61.2 Where the Company intends to give notice of a meeting to a member in electronic form, there shall be a prior agreement in place between the member and the Company authorising that such notice may be given in electronic form. The Secretary shall maintain a record of email addresses. It shall be the responsibility of the member to inform the Secretary of any change of email address. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 24 hours after the email containing it was sent.

#### INDEMNITY

62. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him 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 for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

COMPANY NUMBER: SC164547

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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MEMORANDUM and ARTICLES of ASSOCIATION

of

YOUTHLINK SCOTLAND

(Incorporated on the 29th day of March 1996)