

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 185467

The Registrar of Companies for Scotland hereby certifies that

PARTNERS IN ADVOCACY

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the 5th May 1998



NSC185467M

J. HENDERSON
Registrar Of Companies



C O M P A N I E S H O U S E

*Please complete in typescript,
or in bold black capitals.*

Declaration on application for registration



Company Name in full

100200

Partners in Advocacy

I, Alastair John Keatinge
of 54-66 Frederick Street, Edinburgh, EH2 1LS

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~[person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

A.J. Keatinge

Declared at Edinburgh
the Twenty Fourth day of April
One thousand nine hundred and ninety Eight

• Please print name.

before me • John Maxwell Hodge

Signed

John M Hodge

Date 24.4.98

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Balfour & Manson
54-66 Frederick Street, Edinburgh, EH2 1LS
Tel 0131 200 1200
DX number 4 DX exchange Edinburgh

When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

PARTNERS IN ADVOCACY

1. The name of the Company is PARTNERS IN ADVOCACY
2. The Company's registered office is to be situated in Scotland
3. This clause shall be interpreted as if it incorporated an over-riding qualification to the effect that in any case in which an activity permitted under this clause is in its nature capable of being carried on for purposes which are not charitable or only partially so as well as for purposes which are wholly charitable, (the word "charitable" having the meaning ascribed to it for the purposes of Section 830 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force (which meaning shall be assigned to the word "charitable" where this appears in this Memorandum of Association)), the powers of the Company under this clause in respect of the carrying on of such activity shall be deemed to be limited to the carrying on of such activity in such manner as will not prejudice the charitable status of the Company under the statutory provisions referred to above. Subject to that over-riding qualification, the Company's objects are:-
 - 3.1 (a) To promote the benefit and to advance the education of people in Scotland who have learning disabilities or who for any other reason require advocacy services.
 - (b) to advance the education of the public in the aforesaid area concerning the needs of such people who have learning disabilities or who for any other reason require advocacy servicesand as a means of achieving the above objects:-

to take any steps deemed necessary, but without prejudice to the foregoing generality:-
 - (i) to safeguard and protect such people
 - (ii) to empower such people

- (iii) to increase opportunities for such people
- (iv) to promote, encourage and assist in research and publicly disseminate the results of such research into safeguarding, empowerment, and inclusion of such people; and

in carrying out the above objects the Company shall have regard, particularly but not exclusively, to people who have learning disabilities or who for any other reason require advocacy services.

In furtherance of the above objects, but not otherwise, the Company shall have the following powers videlicet:-

- 3.2 To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the Company
- 3.3 To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights or privileges and to construct, maintain and alter any buildings or erections which may be advantageous for the purposes of the activities of the Company.
- 3.4 To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property, and rights of the Company.
- 3.5 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.
- 3.6 To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- 3.7 To borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.
- 3.8 To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise and whether absolutely, conditionally or in trust provided that the Company shall not undertake any permanent trading activities in raising funds for the above-mentioned charitable objects.

- 3.9 To promote companies whose activities may further one or more of the above objects or which may generate income to support one or more of the above objects, acquire and hold shares, stocks, debentures and other interests in such companies and carry out, in relation to any such company which is a subsidiary to the company, all such functions as may be associated with a holding company.
- 3.10 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.
- 3.11 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 spouse, widow/widower, 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.
- 3.12 To promote any private Act of Parliament, Provisional Order, and 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.
- 3.13 To enter into any arrangement with any organisation, Government, Local Authority or other authority which may be advantageous for the purposes of the activities of the company and to provide services to such organisations, Government, Local Authorities and other authorities and to obtain from any such organisation, Government, Local Authority or other authority any charter right, privilege or concession that may be required to fulfil the objects of the Company.
- 3.14 To enter into partnership or any other arrangement for sharing profit, co- operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- 3.15 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.
- 3.16 To effect insurance against risks of all kinds.

- 3.17 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.
- 3.18 To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the Company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the Company is authorised to carry on.
- 3.19 To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the Company.
- 3.20 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.
- 3.21 To transfer 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.
- 3.22 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 with the furtherance of its objects.
- 3.23 To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the Company, whether by way of subscriptions, grants, loans, donations or otherwise.
- 3.24 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.
- 3.25 To pay all or any expenses incurred in connection with the promotion, formation, or incorporation of the Company.

- 3.26 To print and publish any newspapers, periodicals, books, or leaflets which the Company may think desirable for the promotion of its objects.
- 3.27 To do anything which may further any of the objects of the Company.

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

4.

4.1 Subject to clause 4.2

- a) the income and property of the Company shall be applied solely towards the promotion of its objects as set out in clause 3 of this Memorandum of Association;
- b) no part of the income and property of the Company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the members of the Company;
- c) no director of the Company shall be appointed to any office under the Company in respect of which a salary or fee is payable; and
- d) no benefit in money or money's worth shall be given by the Company to any director except repayment of out-of-pocket expenses.


4.2 The company shall, notwithstanding the provisions of clause **4.1**, be entitled

- a) to pay reasonable and proper remuneration to any director or member of the Company in return for services actually rendered to the Company;
- b) to pay interest at a rate not exceeding the commercial rate on money lent to the Company by any director or member of the Company;
- c) to pay rent at a rate not exceeding the open market rent for premises let to the Company by any director or member of the Company; and
- d) to purchase assets from, or sell assets to, any director or member of the Company providing such purchase or sale is at market value.

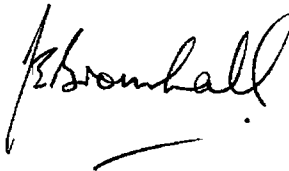
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding ONE POUND) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases 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.
 - 7.1 If on the winding-up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the members of the Company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the Company and whose constitution restricts the distribution of income and assets among the members to an extent at least as great as does clause 4 of this Memorandum of Association.
 - 7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the Company at or before the time of dissolution or, failing such determination and approval, by such court as may have or may acquire jurisdiction.
 - 7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.
8.
 - 8.1 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Company; such accounting records shall be open to inspection at all times by any director of the Company.
 - 8.2 The Company's auditors shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account and on all group accounts, copies of which are to be laid before the Company in general meeting


WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

Names and addresses of subscribers

MARJORIE ARTHURS 
235, CORSTORPHINE ROAD. EDINBURGH.

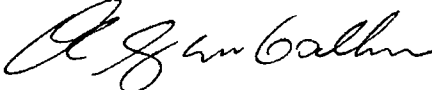
JOHN EDWARD BROMHALL
THE WEST HOUSE
509B LANARK ROAD WEST BALerno
EDINBURGH



M. K. Webb  Daniel
35 Moray Place. Edinburgh K.H. 3 6BX.
M. K. Webb Daniel

Dated. 24.08.98

Witness to the above signatures:-


A. G. MCCALLUM
10 WESTERN RD
125CH
ABERDEENSHIRE
AB52 6JR.

THE COMPANIES ACT 1985 as amended by THE COMPANIES ACT 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF **PARTNERS IN ADVOCACY**

Interpretation

1. In these regulations:

"the Act" means the Companies Act 1985 as amended by the Companies Act 1989 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of the company.

"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.

"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.

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 of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company

Categories of Membership

3. There will be three categories of Membership namely:

- 3.1 Individual Membership
Associate Membership and
Organisational Membership

- 3.2 Only Individual Membership carries with it voting rights and eligibility to serve as a director. Associate Members and Organisational Members have no voting rights and are not eligible to serve as directors.
- 3.3. The directors may stipulate a membership fee for each category of membership.

Qualification for Membership

4. The qualifications for membership will be as follows:

4.1 Individual Membership

Individual Membership will be open to:

- a) People who have been assessed by Partners in Advocacy or its predecessor Barnardo's Advocacy Service in Scotland and are considered by Partners in Advocacy to benefit or be likely to benefit from being matched with a citizen advocate or becoming a member of a self advocacy group.
- b) Parents and Carers of the above people who subscribe to the aims and values of Partners in Advocacy.
- c) Advocates and Self Advocacy assistants who have been recruited to Partners in Advocacy
- d) Other people who subscribe to the aims and values of Partners in Advocacy who will support the organisation and who, in the opinion of the directors, have a particular and appropriate knowledge or experience to contribute to the organisation.

4.2 Associate Membership

Associate Membership will be open to people who are employees of organisations which provide services to the categories of people who require the services of Partners in Advocacy and who subscribe to the aims and values of Partners in Advocacy.

4.3 Organisational Membership

Organisational Membership will be open to organisations which subscribe to the aims and values of Partners in Advocacy

Restrictions on Membership

5. The directors shall be entitled at their discretion to refuse to admit any person to membership notwithstanding that s/he fulfils one or more of the qualifications under article 4; in the case of an applicant nominated by a qualifying body, the directors shall be bound to refuse to admit the applicant to membership if another individual nominated by that body is already entered as a current member in the register of members.

Application for Membership

6. Any person (other than the subscribers to the memorandum of association 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 require), signed by the applicant and, in the case of an applicant nominated by a qualifying body, signed by the appropriate official of the body nominating the applicant for membership. An applicant shall indicate which type of membership under clause 3 s/he wishes to be considered for.
7. A person applying for admission as a member shall lodge such evidence in support of the application as the directors require.
8. 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 (and, if appropriate, supporting evidence) required under the preceding two articles.
9. The directors shall notify each applicant in writing of their decision as to whether or not to admit him/her to membership within seven days after the meeting at which the application is considered.

Cessation of Membership

10. A member of the company shall cease to be a member of the company on death or if s/he resigns membership by notice in writing sent to or left with the secretary at the office.

Withdrawal from Membership

11. Any person who, or organisation which, wishes to withdraw from membership shall lodge with the company a written and signed notice of retiral (in such form as the directors require); on receipt of such notice by the company membership will cease.

Expulsion from Membership

12. Subject to articles 13 to 17 the company may, by special resolution, expel any person from membership
13. 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/her intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
14. The company shall, on receipt of a notice under the preceding article, forthwith send a copy of

the notice to the member concerned and the member concerned shall be entitled to make written representations to the company with regard to the notice.

15. 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 and
 - (b) send a copy of the representations to every person to whom notice of the meeting is or was given.
16. Whether or not a copy of 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.
17. Failure to comply with any of the provisions of articles 13 to 16 shall render any resolution for the expulsion of a person from membership invalid.
18. A person expelled from membership under articles 12 to 17 shall cease to be a member with effect from the time at which the relevant resolution is passed.

General Meetings

19. All general meetings other than annual general meetings shall be called extraordinary general meetings.
20. 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(2) of the Act).
21. Subject to the preceding article and to the requirements under section 366 of the Act as to the holding of annual general meetings, the directors may convene general meetings whenever they think fit.

Notice of General Meetings

22. 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 clear days' notice.
23. A notice 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 other business to be transacted at the meeting.
24. A notice convening an annual general meeting shall specify the meeting as an annual general meeting.

25. Notice of every general meeting shall be given to all the members and directors and to the auditors.
26. 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 that meeting.

Proceedings at General Meetings

27. No business shall be transacted at any meeting unless a quorum is present; five persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall be a quorum.
28. 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 chairperson of the meeting.
29. The convener (or, in his/her absence, the vice convener) shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if neither the convener nor the vice-convener is present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson or, if there is only one director present and willing to act, s/he shall be chairperson.
30. If no director willing to act as chairperson 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 chairperson.
31. A director shall, notwithstanding that s/he is not a member, be entitled to attend and speak at any general meeting.
32. The chairperson 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.
33. 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.
34. 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.
35. 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 chairperson or by at least two members having the right to vote at the meeting and a demand by a person as proxy for a member shall be deemed to be a demand by such member.

36. Unless a poll is demanded in accordance with the preceding article, a declaration by the chairperson 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 of or against the resolution..
37. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson; 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.
38. If a poll is demanded in accordance with article 35, it shall be taken at once by means of a secret ballot of all the persons present and entitled to vote (whether as members or as proxies for members) conducted in such manner as the chairperson may direct; the result of such poll shall be declared at the meeting at which the poll was demanded.
39. A resolution in writing signed by all the 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 or more members.

Votes of Members

40. Every member shall have one vote which may be given either personally or (whether on a show of hands or on a poll) by proxy.
41. A member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting) shall lodge with the company, at the office, not less than 48 hours before the time for 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/her; an instrument of proxy which does not conform with the preceding provisions or which is not lodged in accordance with such provisions shall be invalid.
42. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
43. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting and need not be a member of the company
44. 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 giving of such vote or demanding of such poll unless notice of such termination was received by the company at the office before the commencement of the meeting or adjourned meeting at which the vote was given or the poll demanded.
45. In the case of an equality of votes, whether on a show of hands or by a poll, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote s/he may have.

46. 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 chairperson of the meeting whose decision shall be final and conclusive.

Maximum and Minimum Number of Directors

47. The maximum number of directors (other than alternate directors) shall (unless otherwise determined by special resolution) be 13 and (unless otherwise determined by special resolution) the minimum number of directors shall be 6.

Appointment, Retiral, Re-appointment

48. Any member who wishes to be considered for appointment as a director at an annual general meeting shall lodge with the company a written notice of their willingness to be appointed (in such form as the directors require), signed by the member, at any time up to commencement of the annual general meeting.
49. At an annual general meeting, the company may by ordinary resolution appoint as a director any member in respect of whom a written notice of willingness to accept such an appointment has been received in compliance with the preceding article.
50. The directors may at any time appoint any member (providing s/he is willing to act), to be a director either to fill a vacancy or as an additional director.
51. At the first annual general meeting all the directors shall retire from office.
52. At each annual general meeting (other than the first):
(a) all directors who have been appointed by the directors since the date of the last annual general meeting shall retire from office and
(b) out of the remaining directors, one third (to the nearest round number) shall retire from office.
53. The directors to retire under paragraph (b) of article 52 shall be those who have been longest in office since they were last appointed or re-appointed; the question of who is to retire as between directors appointed or re-appointed on the same date shall be determined by lot, unless they agree among themselves.
54. The company may at any annual general meeting by ordinary resolution re-appoint any director who retires from office at the meeting under articles 51 or 52 (providing s/he is willing to act); if any such director is not re-appointed, s/he shall retain office until the meeting appoints someone in her or his place or, if it does not do so, until the end of the meeting.

Disqualification and Removal of Directors

55. A director shall vacate office if:
- (a) s/he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director
 - (b) s/he becomes bankrupt or apparently insolvent
 - (c) s/he becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period more than six months
 - (d) s/he ceases to be a member of the company
 - (e) s/he resigns office by notice to the company or
 - (f) s/he is absent (without permission of the directors) from more than three successive meetings of directors held in any period of six months or more and the directors resolve to remove her/him from office.

Appointments to Executive Office

56. Directors shall be appointed to hold the offices 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 59, until the conclusion of the annual general meeting which next follows appointment.
57. The appointments to executive office under the preceding article shall, subject to article 60, 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 immediately after each annual general meeting.
58. A director whose period of executive office expires under article 56 may be re-appointed to such office (providing s/he is willing to act)
59. The appointment of any director to executive office shall terminate if s/he ceases to be a director or if s/he resigns from such executive office by notice to the company.
60. 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 director to hold such office in her/his place; a director so appointed shall (subject to article 59) hold such executive office until the conclusion of the first annual general meeting which follows such appointment.

Directors' Interests

61. Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that s/he has disclosed to the directors the nature and extent of any material interest of his/hers, a director notwithstanding her/his office;
- (a) may be a 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/her office, be accountable to the company for any benefit which s/he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.
62. For the purposes of the preceding article:
- (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 person 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/her to have knowledge shall not be treated as an interest of his/hers.

Directors' Remuneration and Expenses

63. No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any executive office under the company
64. 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 of directors or meetings of general committees (as defined in article 101) or otherwise in connection with the discharge of their duties.

Powers of Directors

65. Subject to the provisions of the Act, the memorandum of association 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.
66. 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
67. The powers conferred by article 65 shall not be limited by any special power conferred on the directors by the articles.

68. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
69. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of her/his powers.

Proceedings of Directors

70. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit.
71. Any director may call a meeting of the directors or request the Secretary to call a meeting of the directors.
72. No notice of a meeting of directors need be given to a director who is absent from the United Kingdom.
73. Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.
74. A director who is also an alternate director shall be entitled in the absence of her/his appointor to a separate vote on behalf of her/his appointor in addition to her/his own vote.
75. 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 the nearest whole number representing one third of the total number of directors; a person (other than a director) acting as alternate director shall, if her/his appointor is not present, be counted in the quorum.
76. 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 as the quorum, they or/(s)he may act only for the purpose of filling vacancies or of calling a general meeting.
77. Unless s/he is unwilling to do so, the convener shall preside as chairperson at every meeting of directors at which s/he is present.
78. If the convener is unwilling to act as chairperson or not present within fifteen minutes after the time appointed for the meeting, the vice convener shall act as chairperson; if the vice convener is not willing to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
79. All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting 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, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

80. A resolution in writing signed by all the 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 may be) a committee of directors duly convened and held; it may consist of several documents in the same form each signed by one or more directors.
81. A resolution signed by an alternate director need not also be signed by his/her appointor; a resolution signed by a director who has appointed an alternate director need not be signed by the alternate director in that capacity.
82. Except as otherwise provided by 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 s/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 the 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 the director of a guarantee, security, or indemnity in respect of money lent to, or any obligation incurred by the director 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 the giving of security.
83. 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 appointor of an alternate director shall be treated as an interest of the alternate director.
84. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which s/he is not entitled to vote.
85. The company may by special resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of the directors or at a meeting of a committee of directors.
86. Where proposals are under consideration concerning the appointment of two or more directors to executive offices with the company the proposals may be divided and considered in relation to each director separately; provided he/she 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/her own appointment.
87. If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; the chairperson's ruling in relation to any director other than her/himself shall be final and conclusive.

88. The directors may invite or allow any person to attend and speak, but not to vote, at any meeting or meetings of the directors or of any committee of the directors.

Alternate Directors

89. A director (other than an alternate 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 her/him.
90. An alternate director shall, subject to the following article, be entitled to be given notice of all meetings of directors and of all meetings of committees of directors and meetings of general committees of which his/her appointor is a member, to attend and vote at any such meeting at which the director appointing her/him is not personally present and generally to perform all the functions of the appointor as a director in his/her absence.
91. No notice of a 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.
92. An alternate director shall not be entitled to receive any remuneration from the company for his/her services as an alternate director.
93. An alternate director shall, subject to the following article, cease to be an alternate director if his/.her appointor ceases to be a director.
94. If a director retires (by rotation or otherwise) but is re-appointed at the meeting at which s/he retires, any appointment of an alternate director made by her/him which was in force immediately prior to retirement shall continue after his/her re-appointment.
95. An appointment or removal of an alternate director may be effected by notice given to the company at the office signed by the director making or revoking the appointment or may be effected in any other manner approved by the directors.
96. An alternate director shall alone be responsible for her/his own acts and defaults; an alternate director shall not be deemed to be the agent of the director appointing him/her.
97. References in the articles to directors shall, unless the context otherwise requires, be construed as including alternate directors.

Delegation to Committees of Directors and Holders of Executive Office

98. 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 her/him.
99. 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 to the exclusion of their own powers and may be revoked or altered.

100. 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 as far as they are capable of applying.

Delegation to General Committees

101. For the purposes of the articles, "general committee" means a committee appointed by the directors whose constitution complies with article 103.
102. The directors may, subject to articles 105, 106 and 107 delegate to any general committee all such powers as the directors may think fit; any such delegation shall be made collaterally with, and not to the exclusion of, the directors' powers and may be revoked or altered.
103. The members of a general committee shall include at least one director and a majority of the other members of the committee shall be members of the company; the remaining members of the committee need not be members of the company.
104. The director included among the members of a general committee (or, if more than one director is included among the members of the committee, the director appointed to such office at a meeting of directors) shall hold office as convener of the committee.
105. Each general committee shall regulate its proceedings in accordance with the directions issued by the directors and shall give effect to any instruction or decision on matters of principle issued or made by the directors.
106. Unless otherwise determined by special resolution, the following matters shall be excluded from delegation to any general 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 appointment or dismissal of any employee of the company
107. All contracts with third parties in connection with the discharge of the functions of a general committee shall be entered into by the convener of the committee or, in her/his absence, by some other director of the company; no member of a general committee (other than a director) shall contract, or hold her/himself out as contracting, on behalf of the company.
108. All acts done by a general committee shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the committee or that any member of the committee was not qualified to act as such, be as valid as if every such person had been duly appointed and was so qualified.

109. A resolution in writing signed by all the members of a general 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.
110. A resolution signed by an alternate director appointed by a director who is a member of a general committee need not also be signed by her/his appointor; a resolution signed by a member of a general committee who has appointed an alternate director need not be signed by the alternate director in that capacity.

Secretary

111. Subject to the provisions of the Act, 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 them.

Minutes

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

Accounts

113. No member shall (as such) have any right of inspecting any accounting records or other books or document of the company except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

Auditors

114. Auditors of the company shall be appointed and their duties regulated in accordance with the Act.

Notices

115. Any notice to be given in pursuance of these articles shall be in writing; the company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address.
116. 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.
117. 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.



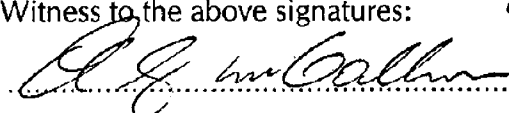
Winding-up

118. 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

119. 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 s/he may sustain or incur in connection with the execution of his/her duties of office including, without prejudice to that generality, any liability incurred in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which s/he is acquitted or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company_

Names and Addresses of Subscribers

1. MARJORIE ARTHURS 
235 CORSTORPHINE ROAD
EDINBURGH
 2. JOHN EDWARD BROMHALL 
THE NEST HOUSE
509 B LANARK ROAD WEST, BALerno, EDINBURGH
 3. MARTHA ESTHER NORA DAVIES
35 MORAY PLACE
EDINBURGH EH3 6BX.
M. K. N. Davies
- Dated 23.04.98 Witness to the above signatures:
- 
A. E. MCCALLUM
10 WESTERN RD
INSCHE
ABERDEENSHIRE
AB52 6SR



Please complete in typescript,
or in bold black capitals.

30(5)(a)

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

185467

Company Name in full



Partners in Advocacy

I, Alastair John Keatinge

of 54-66 Frederick Street, Edinburgh, EH2 1LS

a [Solicitor engaged in the formation of the company][person named as
director or secretary of the company in the statement delivered under
section 10 of the Companies Act 1985]†do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

A. J. Keatinge

Declared at Edinburgh

the Twentieth day of April

One thousand nine hundred and ninety Eight

● Please print name.

before me ● John Maxwell Hodge

Signed

John M Hodge

Date 27.4.98

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Balfour & Manson
54-66 Frederick Street, Edinburgh, EH2 1LS
Tel 0131 200 1200
DX number 4 DX exchange Edinburgh

Companies House receipt date barcode

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**



Companies House

for the record

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full



SCT *S6K615QK* 488
COMPANIES HOUSE 28/04/98

PARTNERS IN ADVOCACY.

Proposed Registered Office

(PO Box numbers only, are not acceptable)

235 Corskorphine Road.

Post town

EDINBURGH.

County / Region

Midlothian

Postcode

EH12 7AR

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.



Agent's Name

Balfour & Manson

Address

54-66 Frederick Street

Post town

Edinburgh

County / Region

Midlothian

Postcode

EH2 1LS

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Balfour & Manson

54-66 Frederick Street, Edinburgh, EH2 1LS

Tel 0131 200 1200

DX number

4

DX exchange

Edinburgh

Companies House receipt date barcode

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for companies registered in Scotland

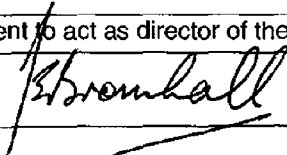
DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name	PARTNERS IN ADVOCACY		
NAME	*Style / Title	MRS	*Honours etc
* Voluntary details	Forename(s)	MARJORIE	
	Surname	ARTHURS	
	Previous forename(s)	/	
	Previous surname(s)	HANSON	
Address	235 CORSTORPHINE ROAD		
Usual residential address For a corporation, give the registered or principal office address.	Post town	EDINBURGH	
	County / Region	MID LoTHIAN	Postcode EH12 7AR
	Country	SCOTLAND	
	I consent to act as secretary of the company named on page 1		
	Consent signature		Date 23/4/1998

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MR	*Honours etc
	Forename(s)	JOHN EDWARD	
	Surname	BROMHALL	
	Previous forename(s)	/	
	Previous surname(s)	/	
Address	THE WEST HOUSE		
Usual residential address For a corporation, give the registered or principal office address.	509B LANARK ROAD WEST		
	Post town	BALERNO	
	County / Region	MID LoTHIAN	Postcode EH14 7AJ
	Country	SCOTLAND	
	Day	Month	Year
Date of birth	8	5	1952
	Nationality	BRITISH	
Business occupation	SALES MANAGER		
Other directorships	NIL		
	I consent to act as director of the company named on page 1		
	Consent signature		Date 23/4/1998

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text"/>		*Honours etc	<input type="text"/>
<small>* Voluntary details</small>	Forename(s)	MARTHA ESTHER HETI.			
	Surname	DAVIES.			
	Previous forename(s)	<input type="text"/>			
	Previous surname(s)	<input type="text"/>			
Address	35 MORAY PLACE				
Usual residential address	EDINBURGH.				
<small>For a corporation, give the registered or principal office address.</small>	Post town	<input type="text"/>			
	County / Region	Midlothian.	Postcode	KH3 6BX	
	Country	<input type="text"/>			
	Date of birth	Day	Month	Year	Nationality
		12	10	30	BRITISH.
	Business occupation	PSYCHIATRIST.			
	Other directorships	CAPABILITY Scotland: ARK Housing Trust			
		SCOTLAND YARD ADVENTURE CENTRE			
	<small>I consent to act as director of the company named on page 1</small>				
	Consent signature	M. E. Heti-Davies.		Date	23rd April '98.

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

Balf

Date

24. 4. 98

Or the subscribers

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the **return, or**
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.