



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

Company No. 219307

The Registrar of Companies for Scotland hereby certifies that

NORTH AYRSHIRE LOCAL VOLUNTEER DEVELOPMENT AGENCY

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 17th May 2001



NSC219307D



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

Please complete in typescript,
or in bold black capitals.

CHWP000

Declaration on application for registration

219307

Company Name in full

NORTH Ayrshire Local Volunteer
Development Agency



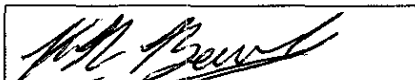
I, KENNETH ROBERT BOWKER

of 38 MAIN ST, KILWINNING

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



Declared at

18-20 Canvass Street, Saltcoats

Day Month Year

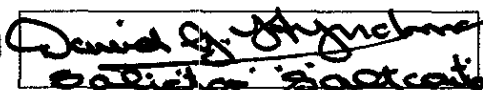
On 02 05 2001

① Please print name.

before me ①

DAVID G. CHRIST HYNDMAN.

Signed



Date

02 05 2001

† 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.

Sally Brown, 27 Alma Park
Brodick Isle of Arran KA27 8AT
Tel 01770-302820
DX number DX exchange

Companies House receipt date barcode

This form has been provided free of charge
by Companies House.

Form revised June 1998

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

Companies House, Crown Way, Cardiff, CF14 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

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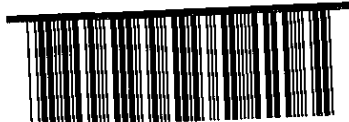
Please complete in typescript,
or in bold black capitals.

CHFP000

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

Company Name in full

NORTH AYRSHIRE LOCAL
VOLUNTEER DEVELOPMENT AGENCY



SCT SKMK00QW 0661
COMPANIES HOUSE 17/05/01

† Please delete as appropriate.

I, KENNETH ROBERT BOWKER
of 38 MAIN STREET, KILWINNING

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

K.R. Bowker

Declared at

18-20 COUNTESS STREET, SALTCOATS

Day Month Year

on

02 05 2001

① Please print name.

before me ①

DAVID GILCHRIST HYNDMAN.

Signed

David G. Gilchrist
Solicitor, Saltcoats

Date

02/05/2001

~~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.

Sally Brown, Norwood, 27 Alma
Park, Brodick, Isle of Arran
KA27 8AT Tel 01770-302820
DX number DX exchange

Companies House receipt date barcode

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Companies House
for the record

Please complete in typescript,
or in bold black capitals.
CHWP000

Notes on completion appear on final page

SINC 9804

10

**First directors and secretary and intended situation of
registered office**

219307

Company Name in full

NORTH AYRSHIRE LOCAL VOLUNTEER
DEVELOPMENT AGENCY

Proposed Registered Office

(PO Box numbers only, are not acceptable)

18-20 COUNTESS STREET

Post town

SALTCOATS

County / Region

NORTH AYRSHIRE

Postcode

KA21 5HW

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

KENNETH ROBERT BOWKER

Address

38 MAIN STREET

Post town

KILWINNING

County / Region

NORTH AYRSHIRE

Postcode

KA13 6AQ

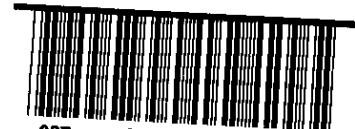
Number of continuation sheets attached

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.

SALLY BROWN, NORWOOD, 27
ALMA PARK, BRODICK, ISLE OF
ARRAN KA21 8AT Tel 01770-302820

DX number

DX exchange



SCT SKMKQOQY 0659
COMPANIES HOUSE 17/05/01
COMPANIES HOUSE 20/04/01

age

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or

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

CHWP000

Company name

NAME

*Style / Title

MRS

*Honours

* Voluntary details

Forename(s)

AGNES M^{rs} AVOY

Surname

SMITH

Previous forename(s)

N/A

Previous surname(s)

MALLOY

Address

21 ST MARY'S PLACE

Usual residential address

For a corporation, give the registered or principal office address.

Post town

SALTCOATS

County / Region

Ayrshire

Postcode

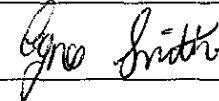
KA21 5NY

Country

SCOTLAND

I consent to act as secretary of the company named on page 1

Consent signature



Date

5 April 2001

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

MR

*Honours etc.

Forename(s)

KENNETH ROBERT

Surname

BOWKER

Previous forename(s)

N/A

Previous surname(s)

N/A

Address

38 MAIN STREET

Usual residential address

For a corporation, give the registered or principal office address.

Post town

KILWINNING

County / Region

Ayrshire

Postcode

KA13 6AQ

Country

SCOTLAND

Day Month Year

Date of birth

03/03/1948

Nationality

BRITISH

Business occupation

RETIRED

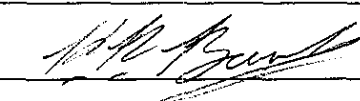
Other directorships

COUNCIL FOR VOLUNTARY

SERVICE NORTH Ayrshire

I consent to act as director of the company named on page 1

Consent signature



Date

5 April 2001

CHWP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

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Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

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Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

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Date

Company Secretary (see notes 1-5)

Company name			
NAME	*Style / Title	*Honours etc	
* Voluntary details	Forename(s)		
	Surname		
	Previous forename(s)		
	Previous surname(s)		
Address			
Usual residential address			
For a corporation, give the registered or principal office address.	Post town		
	County / Region	Postcode	
	Country		
I consent to act as secretary of the company named on page 1			
Consent signature		Date	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
	Forename(s)	GEORGE REGINALD	
	Surname	BAINES	
	Previous forename(s)	N/A	
	Previous surname(s)	N/A	
Address	DIPPEN HOUSE		
Usual residential address	DIPPEN		
For a corporation, give the registered or principal office address.	Post town		
	County / Region	Postcode	
	Country		
	Day	Month	Year
Date of birth	02	02	1927
	Nationality	BRITISH	
Business occupation	RETIRED		
Other directorships	NIL		
I consent to act as director of the company named on page 1			
Consent signature	George Baines	Date	5 April 2001

CHWP000

Company name

NAME *Style / Title

*Honours

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

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*Honours etc

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Previous surname(s)

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County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation


Other directorships

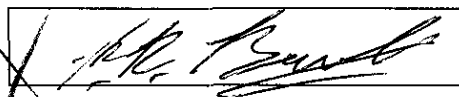
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Consent signature

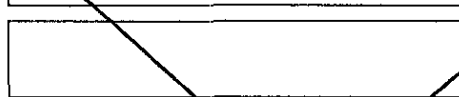
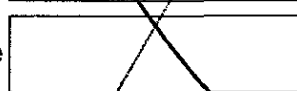
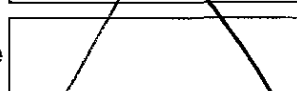
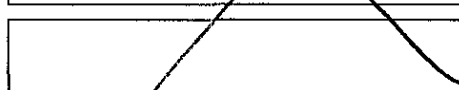
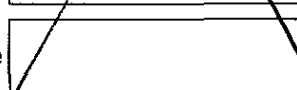
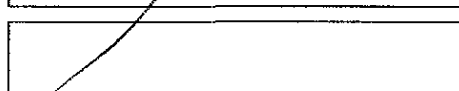
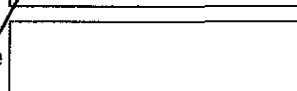
Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MR		*Honours etc		
* Voluntary details	Forename(s)	KENNETH ROBERT				
	Surname	BOWKER				
	Previous forename(s)	N/A				
	Previous surname(s)	N/A				
Address	38 MAIN STREET					
Usual residential address For a corporation, give the registered or principal office address.						
	Post town	KILWINNING				
	County / Region	NORTH Ayrshire	Postcode	KA13 6AQ		
	Country	SCOTLAND				
	Date of birth	Day	Month	Year	Nationality	BRITISH
		03	03	1948		
	Business occupation	RETIRED				
	Other directorships	COUNCIL FOR VOLUNTARY SERVICE				
		NORTH Ayrshire				
	I consent to act as director of the company named on page 1					
	Consent signature				Date	5 April 2001

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed****Date**

5 April 2001

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**

THE COMPANIES ACT 1985 AS AMENDED BY
THE COMPANIES ACT 1989

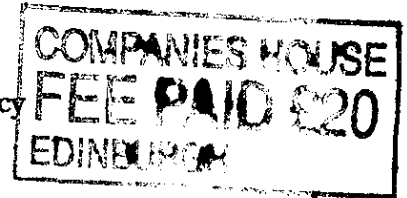
219307

AGENCY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM of ASSOCIATION

of

North Ayrshire Local Volunteer Development Agency



1. The agency's name is North Ayrshire Local Volunteer Development Agency
2. The agency's registered office is to be situated in Scotland.
3. The agency's objects are:
 - To promote any charitable purposes for the benefit of the inhabitants of North Ayrshire and environs and in particular, the advancement of education, the furtherance of health and the relief of poverty, distress and sickness.
 - To promote and organise co-operation in the achievement of the above purposes and, to that end, bring together in council, representatives of voluntary organisations and statutory authorities engaged in the furtherance of the above purposes, within North Ayrshire and environs.
 - To do all other things as will properly attain the above purposes without discrimination.

In pursuance of those aims (but not otherwise), the agency shall seek to:

- promote and support volunteering
- support and help develop the community & voluntary sector
- encourage organisations to work together
- develop new ways of meeting need along with the statutory bodies and may exercise any of the following powers:
 - (a) To carry on any other activities which further any of the above objects.
 - (b) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the agency, acquire and hold shares in such companies and carry out, in relation to any such agency which is a subsidiary of the agency, all such functions as may be associated with a holding agency.



- (c) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the agency's activities.
- (d) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the agency's activities.
- (e) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the agency.
- (f) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the agency.
- (g) To employ such staff as are considered appropriate for the proper conduct of the agency's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (h) To engage such consultants and advisers as are considered appropriate from time to time.
- (i) To effect insurance of all kinds (which may include director's/officers' liability insurance).
- (j) To invest any funds which are not immediately required for the agency's activities in such investments as may be considered appropriate by the board of directors (and to dispose of, and vary, such investments).
- (k) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the agency's objects.
- (l) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the agency's objects.
- (m) To take such steps as may be deemed appropriate for the purpose of raising funds for the agency's activities.
- (n) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (o) To oppose, or object to, any application or proceedings which may prejudice the agency's interests.
- (p) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the agency, and to enter into any arrangement for co-operation or mutual assistance with any charitable body.
- (q) To do anything which may be incidental or conducive to the furtherance of any of the agency's objects.

And it is declared that

- (i) in this clause, “property” means any property, heritable or moveable, wherever situated
 - (ii) in this clause, and throughout this memorandum of association, the word “charitable” shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.
- 4.
 - (a) The income and property of the agency shall be applied solely towards promoting the agency’s objects (as set out in clause 3).
 - (b) No part of the income or property of the agency shall be paid or transferred (directly or indirectly) to the members of the agency, whether by way of dividend bonus or otherwise, other than in direct furtherance of the agency’s charitable objects.
 - (c) No director of the agency shall be appointed as a paid employee of the agency *within 3 years of his/her resignation from the Board*; no director shall hold any office under the agency for which a salary or fee is payable.
 - (d) No benefit (whether in money or in kind) shall be given by the agency to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the agency.
- 5. The liability of the members is limited.
- 6. Every member of the agency undertakes to contribute such amount as may be required (not exceeding £1) to the agency’s assets if it should be wound up while he/she/it is a member or within one year after he/she/it ceases to be a member, for payment of the agency’s debts and liabilities contracted before he/she/it 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.
 - (a) If on the winding up of the agency any property remains after satisfaction of all the agency’s debts and liabilities, such property shall not (subject to clause 7 (c)) be paid to or distributed among the members of the agency; that property shall instead be transferred to some other recognised charitable body or bodies (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the agency.
 - (b) The body or bodies to which property is transferred under paragraph (a) Shall be determined by the members of the agency at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time.
 - (c) The provisions of paragraphs (a) and (b) of this clause 7 shall not prevent payment or distribution to a member or members of the agency where that member or members is/are a charitable body/bodies, and paragraphs (a) and (b) shall be deemed to be qualified accordingly.

- (d) To the extent that effect cannot be given to the provisions of paragraphs (a) and (b) of this clause 7, the relevant property shall be applied to some other charitable object or objects.

- 8. 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 agency and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the agency; such accounting records shall be open to inspection at all times by any director of the agency.

WE, the subscribers to the memorandum of association, wish to be formed into an agency pursuant to the memorandum.

Names and addresses of subscribers

1. MR KENNETH ROBERT BOWKER
38, MAIN STREET,
KILWINNING,
AYRSHIRE. KA13 6AQ

K.R. Bowker

2. MRS. L. MACLEAN
46, BANK STREET,
KILBIRNIE
AYRSHIRE
KA25 7AW.

Lillian Maclean

3. MRS. HELEN DUFF
60 KILNFORD CRESCENT
DUNDONALD
AYRSHIRE. KA2 9DN.

H. Duff

Dated *X 5* APRIL 2001.

Witness to the above signatures:-

Sally Brown
Norwood
27 Alma Park
Brodict
Isle of Arran
KA27 8AT

Sally Brown

**THE COMPANIES ACT 1985 AS AMENDED BY
THE COMPANIES ACT 1989**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL**

ARTICLES of ASSOCIATION

of

North Ayrshire Local Volunteer Development Agency

SECTION	CONTENT	ARTICLES
A. General	Interpretation, general structure,	1 & 2
B. Membership	Members, categories, qualification, voting rights, Application, subscription, register, cessation, expulsion	3 – 28
C. General Meetings	General meetings, notice, procedure	29-46
D. Directors	Maximum & minimum number, eligibility, election, retiral & re-election, appointment/re- appointment of co-opted directors, termination of office, register, officebearers, directors interests, remuneration & expenses, powers, <i>procedure at directors' meetings, delegation to sub-committees,</i>	47-86
E. Administration	Secretary, minutes, accounting records, notices	87-93
F. Miscellaneous	Winding-up, indemnity	94-96

SECTION A: GENERAL

Interpretation

1.

In these regulations:

- | | |
|----------------|---|
| ‘the Act’ | shall mean 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’ | shall mean the articles of association of the agency |
| ‘the agency’ | shall mean North Ayrshire Local Volunteer Development Agency |
| ‘office’ | shall mean the registered office of the agency |

General Structure

2. The structure of the agency shall consist of:

- (a) Full Members who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the Articles and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves.
- (b) Associate Members who have the right to attend the annual general meeting (and any extraordinary general meeting) but have no voting rights, and are not eligible for election to the board of directors.
- (c) Directors who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the agency; in particular, the directors are responsible for monitoring the financial position of the agency and employing staff

SECTION B: MEMBERSHIP

Members

3. The subscribers to the memorandum of association of the agency and such other individuals and bodies as are admitted in accordance with the Articles shall be members of the agency.

Categories of Members

- 4. (a) Full
- (b) Associate

Qualification for Membership

5. (a) Full: Full membership shall (subject to the provisions of articles 6 & 17) be open to:
 - (i) volunteer engagers, volunteer support groups, individuals and voluntary organisations who have an interest in NALVDA, and are resident or working in North Ayrshire.
 - (b) Associate: Individuals shall be eligible for associate membership of the agency where they support the objects, in whole or in part, of the agency, and who do not wish to become full members.
6. Not more than one individual nominated under paragraph (a) (i) of Article 5 by each unincorporated body may be a member of the agency at any given time.

Voting Rights of Members

7. Every full member shall have one vote which may be given either personally or (in the case of a corporate body, via the duly authorised representative present at the meeting or (whether on a show of hands or on a poll) by proxy; associate members shall have no voting rights.
8. A member who/which wishes to appoint a proxy to vote on his/her/its behalf at any meeting, shall lodge with the agency, at the office, not less than 48 hours before the time of the meeting, a written instrument of proxy (in such form as the directors require), signed by him/her or (as the case may be) signed on its behalf by an appropriate officer of that body; 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.
9. A member shall not be entitled to appoint more than one proxy to attend the same meeting.
10. A proxy appointed to attend and vote at any meeting instead of the member, shall have the same right as the member who appointed him/her, to speak at the meeting.
11. A member which is a corporate body shall be entitled to authorise an individual to attend and vote at general meetings; s/he will then be entitled to exercise the same powers on behalf of the body which s/he represents as that body could have exercised if it had been an individual member of the agency.
12. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote s/he may have.
13. No objections 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 chair of the meeting whose decision shall be final and conclusive.

Application for Membership

14. Any person who wishes to become a member must sign, and lodge with the agency, a written application for membership; the application must be signed by him/her (or, in the case of a corporate body, signed by an appropriate officer of that body), and (where the applicant is being nominated for membership under paragraph (a) (ii) of article 5) shall also be signed by an appropriate officer of the unincorporated body which is nominating him/her for membership.
15. A membership application must be accompanied by a remittance to meet the annual membership subscription.
16. The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application (and remittance); the directors shall, within a reasonable time after the meeting, notify the applicant of their decision and, if the decision was to refuse admission, shall return the remittance to the applicant.
17. The directors may, at their discretion, refuse membership.

Membership Subscription

18. Members shall require to pay an annual membership subscription; unless and until otherwise determined by ordinary resolution, the amount of the annual membership subscription shall be £1.
19. The annual membership subscription shall be payable on application and, in any event, no later than 21 clear days prior to the annual general meeting.
20. The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of an ordinary resolution to that effect passed at an annual general meeting.
21. If the membership subscription payable by any member remains outstanding for more than 6 weeks after the date on which it fell due (and providing s/he/it has been given at least one written reminder) the directors may, at their discretion, by resolution to that effect, expel him/her/it from membership.
22. A person who/which ceases (for whatever reason) to be a member, shall not be entitled to any refund of the membership subscription.

Register of Members

23. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which s/he/it was admitted to membership, and the date on which any person or body ceased to be a member.

Cessation of Membership

24. Any person or body who/which wishes to withdraw from membership shall sign and lodge with the agency, a written notice to that effect; on receipt of the notice by the agency, s/he/it shall cease to be a member.
25. A member of the agency shall cease to be a member on his/her death or (in the case of a corporate body) if it proceeds into receivership or liquidation or is struck off or dissolved; in the case of an individual admitted to membership on the basis of nomination by an unincorporated body, s/he shall cease to be a member if that unincorporated body is dissolved.
26. An unincorporated body which has nominated an individual for membership may withdraw its nomination at any time by written notice to the agency to that effect; on receipt of the notice by the agency, the individual in question shall automatically cease to be a member of the agency.
27. A person admitted to membership shall automatically cease to be a member if s/he becomes an employee of the agency.

Expulsion from Membership

28. Any person/or body may be expelled from membership by special resolution, providing the following procedures have been observed:
 - (a) at least 21 clear days notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion.
 - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

SECTION C: GENERAL MEETINGS

General Meetings (Meetings of Members)

29. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
30. The directors shall convene an annual general meeting in each year (but excluding the year in which the agency is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the agency.
31. Not more than 15 months shall elapse between one annual general meeting and the next.
32. The business of each annual general meeting shall include:
 - (a) a report by the chair on the activities of the agency

- (b) consideration of the annual accounts of the agency
 - (c) the election/re-election of directors
 - (d) the appointment/reappointment of auditors
33. The directors may convene an extraordinary general meeting at any time.
34. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A of the Act).
35. If a notice signed by one-tenth of the full members requesting an extraordinary general meeting is received by the agency, the directors must convene an extraordinary general meeting – and on the basis that it must be held within 6 weeks from the date on which the notice was received; a notice under the preceding provisions must set out the business which is to be considered.

Notice of General Meetings

36. At least 21 clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution is to be proposed; all other extraordinary general meetings shall be called by at least 14 clear days' notice.
37. The reference to clear days in article 36 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
38. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with and (b) if a special resolution is to be proposed, shall also state that fact, giving the exact terms of the resolution.
39. Notice of every general meeting shall be given to all members, directors and auditors.

Procedure at General Meetings

40. No business shall be dealt with at any general meeting unless a quorum of members entitled to vote is present.
41. A quorum at a general meeting where no special resolution is to be proposed will be 20% (rounded upwards) of the full members; a quorum at a general meeting at which a special resolution is to be proposed will be 30% (rounded upwards) (in each case, present via their duly authorised representatives (where members are corporate bodies) or represented by proxy).
42. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence – or if, during a meeting, a quorum ceases to be present – the meeting shall stand adjourned to such time and place as may be fixed by the chair of the meeting.

43. The chair of the agency shall (if present and willing to act as chair) preside as chair of each general meeting; if the chair is not present and willing to act as chair within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves, the person who will act as chair of that meeting.
44. The chair of a general meeting may, with the consent of one third of the voting members who are represented at the meeting, adjourn the meeting to such time and place as the chair may determine.
45. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chair or by at least three of the voting members represented at the meeting.
46. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chair may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

SECTION D: DIRECTORS

Maximum & Minimum Number of Directors

47. The maximum number of directors shall be 17 and the minimum 5, of these 17 places a maximum of 3 shall be available for directors co-opted under articles 56 & 57.

Eligibility

48. A person shall not be eligible for election/appointment as a director under articles 50-55 unless s/he is a full member of the agency, or s/he has been nominated for election/appointment by a member which is a corporate body; no more than one person nominated by each corporate body may be a director of the agency at any one time..
49. A person shall not be eligible for election/appointment as a director is s/he is an employee of the agency.

Election, Retiral and Re-Election of Directors

50. At each annual general meeting, the members may (subject to article 47) elect any person who is eligible under articles 48 & 49 (providing s/he is willing to act) to be a director.
51. The directors may at any time appoint any person who is eligible under articles 48 & 49 (providing that s/he is willing to act) to be a director (subject to article 47).
52. At the first annual general meeting, one third (rounded upwards) of the directors (disregarding those appointed under articles 56 & 57 shall retire from office; the

question of who shall retire shall be determined by whichever method the directors agree.

53. At each annual general meeting, other than the first:
- (a) any director appointed under article 51 during the period since the preceding annual general meeting shall retire from office
 - (b) out of the remaining directors (disregarding for this purpose those appointed under articles 56 & 57), one third (rounded upwards) shall retire from office.
54. The directors to retire under paragraph (b) of article 53 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by whichever method the directors agree.
55. Any director who retires from office shall be eligible for re-election.

Appointment/Re-appointment of Co-opted Directors

56. In addition to their powers under article 51, the directors may (subject to article 47) at any time appoint any non-member of the agency to be a director (providing s/he is willing to act) either on the basis that s/he has been nominated by a body with which the agency has close contact in the course of its activities, or on the basis that s/he has specialist experience and/or skills which could be of assistance to the directors.
57. At each annual general meeting, all of the directors appointed under article 56 shall retire from office – but shall then be eligible for re-appointment under article 56.

Termination of Office

58. A director shall automatically 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 debarred under any statutory provision from being involved in the administration or management of a charity.
 - (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 of more than six months.
 - (d) in the case of a director elected/appointed under articles 50 to 55 s/he ceases to be a member of the agency or (in the case of a director who was nominated by a member which was a corporate body) if the corporate body which nominated him/her ceases to be a member of the agency.

- (e) s/he resigns office by notice to the agency.
- (f) s/he is absent without permission of the directors, from more than three consecutive meetings of the directors
- (g) s/he is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

Register of Directors

59. The directors shall be responsible for the maintenance of the register of directors, in accordance with the Act.

Officebearers

60. The directors shall elect from among themselves, a chair, a vice-chair and a treasurer, and such other officebearers (if any) as they consider appropriate.
61. These officebearers shall serve for a maximum of three years but, on expiry of that three year period, shall be eligible for re-election after a period of one year has elapsed.

For the purposes of the preceding provision

- (a) the period between the date of appointment to an office and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is of less than six months' duration in which case it shall be disregarded.
 - (b) the period between one annual general meeting and the next shall be deemed to be a period of one year.
 - (c) if a director ceases to hold an office, but is re-appointed to that office within a period of six months, s/he shall be deemed to have held that office continuously.
62. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but (subject to article 61) shall then be eligible for re-election.
63. A person elected to any office shall cease to hold that office if s/he ceases to be a director, or if s/he resigns from that office by written notice to that effect.

Directors Interests

64. A director who has a personal interest in any transaction or other arrangement which the agency is proposing to enter into, must declare that interest at a meeting of the directors; s/he will be debarred (in terms of article 77) from voting on the question of whether or not the agency should enter into that arrangement.

65. For the purpose of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative, any firm of which s/he is a partner or employee or any limited agency of which s/he is either a shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of section 317 of the Act), has a personal interest in that arrangement.
66. Provided s/he has declared an interest – and has not voted on the question of whether or not the agency should enter into the relevant arrangement – a director will not be debarred from entering into an arrangement with the agency in which s/he has a personal interest (or is deemed to have a personal interest under article 65) and may retain any personal benefit which s/he gains from his/her participation in that arrangement.

Directors' Remuneration & Expenses

67. No director will be entitled to any remuneration, whether in respect of his/her office as director or as holder of any executive office under the agency.
68. The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at any meetings of the agency, or otherwise in connection with the discharge of their duties.

Powers of the Directors

69. 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 agency shall be managed by the directors who may exercise all the powers of the agency.
70. 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.
71. The powers conferred by article 69 shall not be limited by any special power conferred on the directors by the Articles.
72. A meeting of directors at which a quorum is present, may exercise all powers exercisable by the directors.

Procedure at Directors' Meetings

73. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
74. Questions arising at a meeting of the directors shall be decided by a majority vote; if an equality of votes arises, the chair of the meeting shall have a casting vote.

75. No business shall be dealt with at a meeting unless a quorum is present; the quorum for meetings of the directors shall be half (rounded upwards) of the number of directors, but shall not be less than 4.
76. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining directors may act only for the purpose of filling vacancies or of calling a general meeting.
77. Unless s/he is unwilling to do so, or has declared a personal interest in the proceedings, the chair shall preside as chair at every meeting of the directors at which s/he is present. If the chair is not present and willing to act as chair of the meeting within 15 minutes after the time when the meeting was due to commence, the vice-chair shall preside as chair, but if neither the chair nor the vice-chair is present and willing to act within 15 minutes after the time when the meeting was due to commence, the directors who are present at the meeting shall elect from among themselves the person who will act as chair of the meeting.
78. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
79. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning any matter in which s/he has a personal interest which conflicts (or is considered to conflict) with the interests of the agency; s/he must withdraw from the meeting while an item of that nature is being discussed.
80. For the purposes of article 79, a person shall be deemed to have a personal interest if the circumstances outlined in article 65 apply.
81. 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.

Delegation to Sub-Committees

82. The directors may delegate any of their powers to any sub-committee consisting of two or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the agency (or the holder of any other post) such of their powers as they may consider appropriate.
83. Any delegation of powers under article 82 may be made subject to such conditions as the directors may impose and may be revoked or altered.
84. The rules and procedures for any sub-committee shall be as prescribed by the directors.
85. 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 change in policy which could have a significant impact on the agency 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 agency.
 - (c) any capital building project
 - (d) the appointment or dismissal of any employee of the agency.
86. Each sub-committee shall regulate its proceedings in accordance with the directions issued by the main board of directors.

SECTION E: ADMINISTRATION

Secretary

87. 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

88. The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chair of the meeting.

Accounting Records

89. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
90. The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
91. Any member shall have the right to inspect any accounting records, provided that 7 days written notice is given to the Board; permission for this request shall not be unreasonably withheld.

Notices

92. Any notice, which requires to be given to a member under these articles, shall be in writing; such a notice may either be given personally to the member or be sent by post to the address last intimated by him/her.
93. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 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.

SECTION F: MISCELLANEOUS

Winding-Up

94. If the agency is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

Indemnity

95. Every director or other officer or auditor of the agency shall be indemnified out of the assets of the agency against any loss or liability which s/he may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which s/he is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the agency.
96. The indemnity contained in article 95 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled.

WE, the subscribers to these articles of association, wish to be formed into a agency pursuant to these articles.

Names and addresses of subscribers

1. MR KENNETH ROBERT BOWKER
38, MAIN STREET,
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AYRSHIRE KA13 6AQ

Mr. Bowker

2. MRS. L. MACLEAY
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L. Macleay

3. MRS. HELEN DUFF
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H. Duff

Dated 5 APRIL 2001 X

Witness to the above signatures:-

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Sally Brown