



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

Company No. 220293

The Registrar of Companies for Scotland hereby certifies that

DISABILITY RESOURCE CENTRE, CLYDESDALE

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 15th June 2001



\*NSC2202939\*



**C O M P A N I E S   H O U S E**

Please complete in typescript, or in bold black capitals.

CHWP007

## Declaration on application for registration

220293

Company Name in full

**DISABILITY RESOURCE CENTRE, CLYDESDALE**



SCT SLUOH1JW 0121  
COMPANIES HOUSE 15/06/01

† Please delete as appropriate

I, **STEPHEN PAUL PHILLIPS**

of **Burness, 242 West George Street, Glasgow G2 4QY**

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 **Glasgow**

Day Month Year

On

1 4 0 6 2 0 0 1

① Please print name.

before me ①

**ANDREW SOMMERVILLE FLEMING**

Signed

Date **14/06/2001**

~~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.

**Burness**

**242 West George Street**

**Glasgow G2 4QY**

Tel **0141 248 4933**

DX number **154**

DX exchange **Glasgow**

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, 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**

# 30(5)(a)

Please complete in typescript,  
or in bold black capitals.

CHWP007

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

220293

Company Name in full

DISABILITY RESOURCE CENTRE, CLYDESDALE



† Please delete as appropriate

I,

STEPHEN PAUL PHILLIPS

of

Burness, 242 West George Street, Glasgow

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

Declared at

Glasgow

Day Month Year

on

1 4 0 6 2 0 0 1

◆ Please print name.

before me ◆

ANDREW SOMMERVILLE FLEMING

Signed

Date

14/06/2001

~~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.

BURNESS

242 West George Street

Glasgow G2 4QY

Tel 0141 248 4933

DX number 154

DX exchange Glasgow

Companies House receipt date barcode

Form revised June 1998

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When you have completed and signed the form please send it to the  
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or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh

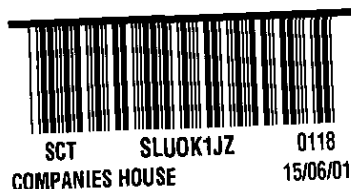
Please complete in typescript,  
or in bold black capitals.

CHWP007

Notes on completion appear on final page

# First directors and secretary and intended situation of registered office

Company Name in full



220293

DISABILITY RESOURCE CENTRE, CLYDESDALE

Proposed Registered Office

(PO Box numbers only, are not acceptable)

32 Hamilton Street

Post town

Carlisle

County / Region

Postcode

ML8 4HA

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.

X

Agent's Name

BURNESS

Address

242 West George Street

Post town

Glasgow

County / Region

Postcode

G2 4QY

Number of continuation sheets attached

2

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.

Burness

242 West George Street

Glasgow G2 4QY Tel 0141 248 4933

DX number GW154 DX exchange GLASGOW

Companies House receipt date barcode

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

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or

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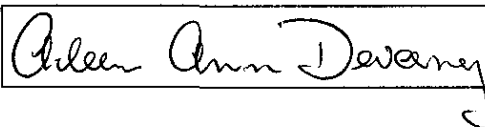
for companies registered in Scotland

DX 235 Edinburgh

# Company Secretary (see notes 1-5)

Company name			
NAME	*Style / Title	*Honours etc	
Forename(s)		AILEEN ANN	
Surname		DEVANEY	
Previous forename(s)		None	
Previous surname(s)		None	
Address		27 Miller Street	
<b>Usual residential address</b> For a corporation, give the registered or principal office address.			
Post town		Carlisle	
County / Region		Postcode	ML8 4DQ
Country	Scotland		

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

Consent signature  Date 11<sup>th</sup> June 01

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)		AILEEN ANN	
Surname		DEVANEY	
Previous forename(s)		None	
Previous surname(s)		None	
Address		27 Miller Street	
<b>Usual residential address</b> For a corporation, give the registered or principal office address.			
Post town		Carlisle	
County / Region		Postcode	ML8 4DQ
Country	Scotland		

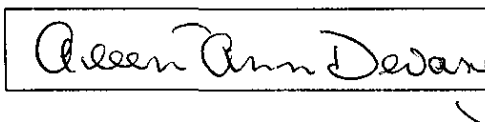
Day Month Year

Date of birth 1 6 0 1 1 9 5 1 Nationality British

Business occupation Clerical Officer / Incapacity now

Other directorships None

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

Consent signature  Date 11<sup>th</sup> June 01

CHWP007

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

Consent signature

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

**Usual residential address**

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

0 1 1 0 1 9 5 0

Nationality

British

Business occupation

Medically retired

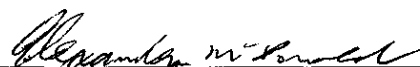
Other directorships

None

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

Consent signature

Date



11/6/01

CHWP007

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

Consent signature

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

**Usual residential address**

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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

1 6

0 3

1 9

5 7

Nationality

British

Business occupation

Disabled - retired

Other directorships

None

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

Consent signature

Date

11.6.01

**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>			<b>*Honours etc</b>						
<b>* Voluntary details</b>	<b>Forename(s)</b>	<b>ANN BROWN METHVEN</b>								
	<b>Surname</b>	<b>SNEDDON</b>								
	<b>Previous forename(s)</b>	<b>None</b>								
	<b>Previous surname(s)</b>	<b>None</b>								
<b>Address</b>	<b>36Angus Road</b>									
<b>Usual residential address</b>										
For a corporation, give the registered or principal office address.	<b>Post town</b>	<b>Carlisle</b>								
	<b>County / Region</b>			<b>Postcode</b>	<b>ML8 4NX</b>					
	<b>Country</b>	<b>Scotland</b>								
	<b>Date of birth</b>	<b>Day</b>	<b>Month</b>	<b>Year</b>	<b>Nationality</b>					
		0	6	0	4	1	9	4	8	<b>British</b>
	<b>Business occupation</b>	<b>Incapacitated</b>								
	<b>Other directorships</b>	<b>None</b>								
	I consent to act as director of the company named on page 1									
<b>Consent signature</b>	<i>A. Sneddon</i>				<b>Date</b>	<b>11 - 6 - 2001</b>				

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

14-6-01

**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.

220293

THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL  
MEMORANDUM and ARTICLES of  
ASSOCIATION  
of  
DISABILITY RESOURCE CENTRE,  
CLYDESDALE

Burness





THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
CAPITAL

MEMORANDUM of ASSOCIATION

of

DISABILITY RESOURCE CENTRE, CLYDESDALE

1. The company's name is "Disability Resource Centre, Clydesdale".
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 limiting the powers of the company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable 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). Subject to that over-riding qualification, the company's objects are:-
  - (1) To relieve the needs of people living within the general area of Clydesdale and South Lanarkshire ("the Operating Area") who suffer from any form of mental or physical disability, illness or impairment.
  - (2) To advance education, particularly in relation to the needs of people who suffer from any form of mental or physical disability, illness or impairment.

In pursuance of those aims (but not otherwise) the company shall have the following powers:-

- (a) To promote, establish, develop, manage and/or operate a centre or centres providing facilities for information and educational/training activities, accommodation for community groups and refreshment facilities.
- (b) To promote a befriending service for disabled persons resident within the Operating Area.
- (c) To promote a volunteer driver service for the benefit of the disabled residents of the Operating Area.

- (d) To advise in relation to, prepare, organise and/or conduct educational and training courses and programmes.
- (e) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, multi-media products and display materials and to create and maintain a website or websites.
- (f) To promote, support and/or present cultural events and activities of all kinds.
- (g) To provide and/or assist in relation to the provision of all such other information, advisory and/or support services as may further the aims of the company.
- (h) To stimulate the formation of, and support, community groups and other bodies operating within the voluntary sector whose activities further the aims of the company or are otherwise directed towards some charitable purpose.
- (i) To carry on any other activity which may be appropriately carried on in connection with any of the objects of the company
- (j) To promote companies whose activities may further one or more of the above objects or may generate income to support the activities of the company, 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 of the company, all such functions as may be associated with a holding company.
- (k) 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.
- (l) 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.
- (m) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.
- (n) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- (o) 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/er, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.

- (p) To oppose or object to any application or proceedings which may prejudice the company's interests.
- (q) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organisation, government or authority any right, privilege or concession.
- (r) To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- (s) To effect insurance against risks of all kinds.
- (t) To invest funds not immediately required for the purposes of the company's activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- (u) 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.
- (v) 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.
- (w) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company.
- (x) 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.

- (y) 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.
- (z) To do anything which may be incidental or conducive to the attainment of any of the objects of the company.

And it is declared that:-

- (i) in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, 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 company shall be applied solely towards promoting the company's objects (as set out in clause 3 of this memorandum of association).
- (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
- (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
- (d) No benefit (whether in money or in kind) shall be given by the company 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 company.
5. The liability of the members is limited.
6. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/she 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.
- 7.1 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, (including any obligations to funders which apply in circumstances where the company ceases to carry on its activities), 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 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, 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. 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.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

---

Names and addresses of subscribers

---

1.

AILEEN ANN DEVANEY  
27 Miller Street  
Carluke ML8 4DQ

*Aileen Devaney*

2.

ANN BROWN METHVEN  
SNEDDON  
36 Angus Road  
Carluke ML8 4NX

*A. Sneddon*

3.

ALEXANDER McDONALD  
3 Davidson Lane  
Carluke ML8 4NJ

*Alex McDonald*

4.

JOYCE YOUNIE McDONALD  
3 Davidson lane  
Carluke  
ML8 4NJ

*J. McDonald*

Dated *25th May 2001*

\* JOSEPHINE

Witness to the above signatures:-

*Bernadette F. Pennie*  
Resource Worker: Floor 7, Council H.Q.,  
Almada Street, Hamilton, ML3 0AA.

---



THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
CAPITAL

ARTICLES of ASSOCIATION

of

220293

DISABILITY RESOURCE CENTRE, CLYDESDALE

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Board meetings - calling of meetings, voting, quorum, committees of directors	articles 64 to 77
General - secretary, minutes, etc	articles 78 to 86

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**Qualifications for membership**

**Membership**

1. The subscribers to the memorandum of association and such other individuals as are admitted to membership under articles 4 to 10 shall be the members of the company.
2. Membership shall cease on death.
3. A member may not transfer his/her membership to any other individual.

### **Qualifications for membership**

- 4 Subject to articles 1, 5, 6 and 7, membership shall be open to any individual over the age of 18 years who supports the aims and activities of the company.
- 5 No employee of the company may become a member; a person admitted to membership shall automatically cease to be a member if he/she becomes an employee of the company.
6. The directors shall be entitled at their discretion to refuse to admit any person to membership even if he/she is qualified for membership under article 4 and is not debarred from membership by article 5.

### **Application for membership**

- 7 Any person 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 him/her.
- 8 A person applying for membership shall lodge with the company such information and evidence in support of his/her application as the directors require.
9. 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 required by the directors, supporting information and evidence) required under articles 7 and 8.
10. The directors shall, within a period of seven days after the meeting at which an application for membership is considered, notify the applicant in writing of the directors' decision as to whether or not to admit him/her to membership.

### **Register of members**

11. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership and the date on which he/she ceased to be a member.

### **Annual re-registration**

12. Each of the members shall require to re-register annually as a member of the company in accordance with articles 13 to 17.
13. The directors shall, at least eight weeks prior to each annual general meeting, notify the members in writing of the requirement to re-register; each such notification shall be accompanied by a re-registration form (in such terms as the directors may require) and shall include a statement of the possible consequences (under article 16) of failure to re-register.

14. A member shall (subject to article 15) require to return his/her re-registration form by the date occurring four weeks prior to the annual general meeting.
15. If the directors fail to issue a notification (complying with article 13) to any member by the date occurring eight weeks prior to any annual general meeting, then the member shall require to return his/her re-registration form
  - (a) by the date occurring four weeks after the written notification (with accompanying form) complying with article 13 was given to him/heror
  - (b) by the date of the annual general meeting, whichever is the earlier.
16. If a member fails to return his/her re-registration form within the period allowed under article 14 or (as applicable) article 15, the directors may, by resolution, expel him/her from membership.
17. For the avoidance of doubt, the directors shall have no power to refuse re-registration of a member in a case where the member has lodged a re-registration form within the period allowed under article 14 or (as applicable) article 15.

#### **Expulsion from membership**

18. Subject to articles 19 to 23, the company may, by special resolution, expel any individual from membership.
19. Any member who wishes to propose at any meeting a resolution for the expulsion of any individual 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.
20. 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.
21. 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 individual to whom notice of the meeting is or was given.

22. Whether or not a copy of written representations has been given to each of the individuals entitled to receive notice of the meeting, the member concerned shall be entitled to be heard on the resolution at the meeting.
23. Failure to comply with any of the provisions of articles 19 to 22 shall render any resolution for the expulsion of an individual from membership invalid.
24. An individual expelled from membership under articles 18 to 23 shall cease to be a member with effect from the time at which the relevant resolution is passed.

#### **Membership subscription**

25. There shall be no membership subscription.

#### **Withdrawal from membership**

26. Any person who wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed by him/her; on receipt of the notice by the company he/she shall cease to be a member.

#### **General meetings**

27. All general meetings other than annual general meetings are to be called extraordinary general meetings.
28. 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(2) of the Act).
29. Subject to the preceding article and to the requirements under section 366 of the Act (which lay down the maximum period which can pass before the first annual general meeting and the maximum period between one annual general meeting and the next), the directors may convene general meetings whenever they think fit.

#### **Notice of general meetings**

30. At least twenty one clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 35) or a resolution requiring special notice under the Act is to be proposed; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.
31. The reference to "clear days" in article 30 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.

32. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (see article 35) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
33. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
34. Notice of every general meeting shall be given to all the members and directors and (if there are auditors in office at the time) to the auditors.

### **Special resolutions and ordinary resolutions**

35. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 30 and 32; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
36. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
  - (a) to alter its name
  - (b) (subject to the provisions of the Act) to alter its memorandum of association with respect to the company's objects
  - (c) to alter any provision of these articles or adopt new articles of association.
37. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against, and (as applicable) the chairperson's casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 30 and 32.

### **Proceedings at general meetings**

38. No business shall be transacted at any meeting unless a quorum is present; one quarter (to the nearest round number) of the members, present in person, shall be a quorum.
39. If the quorum required under article 38 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.

40. The Chair of the board of directors shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if the Chair of the board of directors is not 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, he/she shall be chairperson.
41. The chairperson may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.
42. A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson, or by at least two members present in person at the meeting.
43. If a secret ballot is demanded in accordance with the preceding article it shall be taken at once and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

#### **Votes of members**

44. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
45. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.

#### **Number of directors**

46. The maximum number of directors shall be 7.

#### **Election, retiral, re-election of directors**

47. Any member who has been a member for at least 6 months and who wishes to be considered for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming that he/she is willing to be appointed; the notice must be signed by him/her and must be lodged with the company at least seven days before the date of the annual general meeting.

48. At an annual general meeting the company may (subject to article 46) elect as a director any member who has given notice of his/her willingness to accept appointment in accordance with the preceding article.
49. Subject to article 46, the directors may at any time appoint any member (providing he/she is willing to act and has been a member for at least 6 months) to be a director, either to fill a vacancy or as an additional director.
50. At each annual general meeting, all the directors shall retire from office.
51. The company may at any annual general meeting re-elect any director who retires from office at the meeting under article 50 (providing he/she is willing to act); if any such director is not re-appointed, he/she shall retain office until the meeting appoints someone in his/her place or, if it does not do so, until the end of the meeting.

#### **Disqualification and removal of directors**

52. A director shall vacate office if:-
  - (a) he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director
  - (b) he/she is sequestered
  - (c) he/she 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 3 months
  - (d) he/she becomes an employee of the company
  - (e) he/she resigns office by notice to the company
  - (f) he/she is absent for a period of more than 3 months (without permission of the directors) from meetings of directors held during that period and the directors resolve to remove him/her from officeor
  - (g) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

#### **Appointments to office**

53. Directors shall be appointed to hold the offices of Chair, Vice-chair and Treasurer.
54. The appointments under the preceding article shall be made at meetings of directors.

55. Each office shall be held (subject to article 56) until the conclusion of the annual general meeting which next follows appointment; a director whose period of office expires under this article may be re-appointed to that office under article 53 (providing he/she is willing to act).
56. The appointment of any director to an office under article 53 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
57. If the appointment of a director to any office under article 53 terminates, the directors shall appoint another director to hold the office in his/her place.

#### **Directors' interests**

58. Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial), a director (notwithstanding his/her office):-

- (a) may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company
- (b) may be a party to, or have some other personal interest in, any transaction in which the company or any associated company has an interest
- (c) may be a director or secretary of, or employed by, or have some other personal interest in, any associated company

and

- (d) shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company

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

59. For the purposes of the preceding article 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; the references to "associated company" shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.



## **Directors' remuneration and expenses**

60. No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 53.
61. 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 or meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

## **Powers of directors**

62. Subject to the provisions of the Act, the memorandum of association and these articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.
63. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

## **Proceedings of directors**

64. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
65. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
66. 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 of the meeting shall have a second or casting vote.
67. 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 one quarter (to the nearest round number) of the directors then in office.
68. 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 he/she may act only for the purpose of filling vacancies or of calling a general meeting.
69. Unless he/she is unwilling to do so, the Chair of the board of directors shall preside as chairperson at every meeting of the directors at which he/she is present; if the Chair of the board of directors is unwilling 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.

70. 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.
71. A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.
72. For the purposes of the preceding article, an interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), shall be treated as a personal interest of the director.
73. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
74. The company may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 71 and 73.

#### **Delegation to committees of directors and holders of offices**

75. The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the Chair of the board of directors or a director holding any other office such of their powers as they consider appropriate.
76. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and may be revoked or altered.
77. Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

#### **Secretary**

78. 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**

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

directors shall include the names of the directors present and the minutes of each meeting shall be signed by the chairperson of that meeting.

### **Accounts**

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

### **Notices**

81. 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.
82. 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.

### **Winding-up**

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

### **Indemnity**

84. 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 the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, 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 he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

### **Interpretation**

85. In these articles, "the Act" means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.
86. References in these articles to the singular shall be deemed to include the plural.

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Names and addresses of subscribers

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1.

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*Aileen Devaney*

2.

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*A. Sneddon.*

3.

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*Alex McDonald*

4.

JOYCE YOUNIE McDONALD  
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ML8 4NJ

*J. McDonald*

Dated *25<sup>th</sup> May 2001*

Witness to the above signatures:-

*\*JOSEPHINE*

*Bernadette J. Pennie*  
*Resource Worker: Floor 7, Council H.Q.*  
*Almada Street, Hamilton. ML3 0AA.*