

families
outside

voicing the needs
of families affected
by imprisonment

NOTICE OF SPECIAL RESOLUTION

FAMILIES OUTSIDE

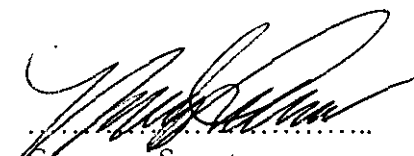
(Company Number SC236539 & Scottish Registered Charity SC025366)

("the Charity")

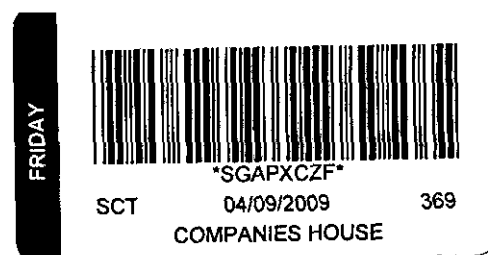
The following Special Resolution was agreed and passed by the Members of the Charity at an Extraordinary General Meeting on the 9 day of June 2009:

THAT:

That the Charity's Articles of Association be replaced so that the Articles of Association marked as Attachment B be substituted and adopted therefor and that with effect from 1 September 2009.


.....
Company Secretary

11/6/09
.....
Date



SPECIAL RESOLUTION
OF FAMILIES OUTSIDE
Registered office 13 Great King Street, Edinburgh EH13 6QW
Registered Company Number SC236539
Scottish Registered Charity SC025366

THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
FAMILIES OUTSIDE

01.09.2009
CS/SAM F.3101.001

TURCAN CONNELL

SOLICITORS AND ASSET MANAGERS

PRINCES EXCHANGE, 1 EARL GREY STREET, EDINBURGH, EH3 9EE

Telephone 0131 228 8111 Fax 0131 228 8118

DX 723300 Edinburgh 43 LP 1 Edinburgh 14

E-mail enquiries@turcanconnell.com www.turcanconnell.com

COMPANIES ACTS 1985 to 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
FAMILIES OUTSIDE
PRELIMINARY

1. The regulations contained in Table C in The Companies (Tables A to F) Regulations 1985 as amended shall not apply to the Company.

In these presents, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act	The Companies Act 2006 and every other Act for the time being in force concerning companies and affecting the Company.
These presents	These Articles of Association, as originally framed, or as from time to time altered by Special Resolution.
Seal	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Year	Calendar year.
In writing	Written or produced by any substitute for writing, including by electronic means, or partly one and partly another.

The expression "Secretary" shall include any person appointed in accordance with these presents.

The expression "Treasurer" shall include any person appointed in accordance with these presents. Any words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

MEMBERS

2. Each member of the Company shall be known as a Member. The number of Members of the Company shall not be less than six and no more than twelve. The Company may by Ordinary Resolution from time to time increase or reduce the number of Members.
3. (a) The subscribers to the Memorandum of Association of the Company and all persons that are appointed as Directors of the Company in accordance with the Articles shall be Members of the Company. A person shall not be admitted as a Member of the Company unless permitted by the Articles of Association.

- (b) Membership of the Company other than the initial subscribers shall consist of only the Directors of the Company.
- (c) A person will be deemed to have been admitted as a Member with effect from the date on which he or she formally consents to his or her appointment as a Director of the Company by signing Companies House Form 288a (or its replacement for the time being in force).
- (d) Each Member shall be a natural person. Institutions, organisations or other bodies shall not be eligible to become a Member of the Company.
- (e) Subject to the Memorandum of Association and subject to the provisions of any Rules or Bylaws made pursuant to the Articles:-
 - (i) a Member may at any time resign from Membership of the Company only when he or she resigns as a Director of the Company in accordance with Article 28A; and
 - (ii) a Member will cease to be a Member of the Company if he or she is disqualified as a Director by reason of any of the events listed in Article 28.
- (f) Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

4. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Company and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place in Scotland as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.
5. The Directors may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene an Extraordinary General Meeting.
6. An Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution or any other General Meeting shall be called by fourteen days' notice in writing at the least, exclusive in every case of the day on which the notice is served or deemed to be served and of the day for which it is given. Provided that a General Meeting shall, notwithstanding that it is called by shorter notice than as aforesaid, be deemed to have been duly called if it is so agreed:-
 - (A) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (B) in the case of an Extraordinary General Meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority

together representing not less than 90 per cent of the total voting rights at that meeting of all the Members.

The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at any General Meeting.

7. Every notice calling a General Meeting shall specify the place and the day and hour of the meeting and in the case of an Annual General Meeting shall also specify the meeting as such. If other than routine business is to be transacted, the notice shall specify the general nature of such business and, if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.
8. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-
 - (a) considering and adopting the balance sheet and income and expenditure account and reports of the Directors and the Auditors or Independent Examiners, as appropriate, and other related documents;
 - (b) appointing Auditors or Independent Examiners, as appropriate;
 - (c) appointing Directors in the place of those retiring.

PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any General Meeting unless a quorum is present in person or by proxy when the meeting proceeds to business; save as herein otherwise provided three in number of the Members entitled to receive notice of and vote at meetings present in person or by proxy shall be a quorum.
10. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
11. The Chairman, whom failing Vice Chairman, of the Company shall preside as Chairman at every General Meeting but, if there is no such Chairman or Vice Chairman of the Company or if at any meeting such Chairman shall not be present within fifteen minutes after the time appointed for holding the meeting, the Directors present shall choose one of their number to preside.
12. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the

business to be transacted at an adjourned meeting (except where the meeting has been adjourned for 30 days or more when notice of the adjourned meeting shall be given as in the case of an original meeting).

13. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-

(A) the Chairman; or

(B) not less than two Members present in person or by proxy having the right to vote at the meeting; or

(C) any Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

14. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude to vitiate the resolution.
15. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
16. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
17. A poll demanded on the election of a Chairman or on the question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.
18. Subject to the provisions of the Act, a resolution in writing shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held.

VOTES OF MEMBERS

19. Where in Scotland or elsewhere a curator bonis, guardian, trustee or receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any Member on the ground (however formulated) of mental disorder, or incapacity the Directors will not permit such curator bonis, guardian, trustee or receiver or other person on behalf of such Member to vote in person or by proxy at any General Meeting or to exercise any other right conferred by Membership in relation to meetings of the Association. The voting rights of any such Member will cease with effect from the date of any such appointment described above.
20. On a poll votes may be given either personally or by proxy.
21. An instrument appointing a proxy shall be in writing and shall be signed by the appointor or his attorney. The Directors may, but shall not be bound to, require evidence of the authority of any such attorney.
22. An instrument appointing a proxy must be left at the Office or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting (or, in the case of a poll, before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.

23. An instrument appointing a proxy may be in the usual common form, or in such other form as the Directors may accept, and shall be deemed to confer authority to demand or join in demanding a poll. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
24. A vote given by proxy shall be valid notwithstanding the previous death or mental incapacity of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, mental incapacity or revocation shall have been received by the Company at the Registered Office before the commencement of the meeting or adjourned meeting or poll at which the vote is given.

APPOINTMENT AND RETIREMENT OF DIRECTORS

25. Each Director shall be a natural person. Subject as hereinafter provided, the minimum number of Directors shall be six, of whom at least one shall be resident in Scotland. The maximum number of Directors shall be twelve. Subject to these Articles the Directors shall be appointed for a term not exceeding three years and shall be eligible for re-appointment for a second term and for a third term in the case of the Chairman, Vice Chairman and Treasurer not exceeding three years. Directors shall then stand down for a period of at least one year but may then be re-appointed as a Director subject to the terms of this clause. The Company may by Ordinary Resolution from time to time increase or reduce the number of Directors.

26. The Company may by Ordinary Resolution, for which special notice shall not be required, remove a Director at any time and may by a like resolution appoint another person in his place. The Company may also by Ordinary Resolution appoint any person to be a Director either to fill a vacancy should one arise for any reason or as an additional Director but so that the maximum number of Directors fixed by or in accordance with these presents is at no time exceeded.
27. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a vacancy should one arise for any reason or as an additional Director, but so that the total number of the Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents.

DISQUALIFICATION OF DIRECTORS

28. The office of a Director shall be vacated in any of the following events, namely:-
- (A) if he resigns by notice in writing to the Company at the Registered Office; or
 - (B) if he shall enter into an arrangement with his creditors or become apparently insolvent; or
 - (C) if in Scotland or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a curator bonis or guardian

or a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or

- (D) if he is prohibited by law from being a Director or ceases to be a Director by virtue of any provision of the Act or any statutory modification or re-enactment thereof, or if he is disqualified from acting as a charity trustee in terms of the Charities and Trustee Investment (Scotland) Act 2005 or any statutory modification or re-enactment thereof; or
- (E) if he shall for more than nine months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.

PROCEEDINGS OF THE DIRECTORS

- 29. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes, and in the case of an equality of votes the Chairman shall have a second or casting vote. Any member of the board of Directors may, and the Secretary (if one is appointed) on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of the board of Directors to any member thereof for the time being absent from the United Kingdom.

30. The quorum necessary 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 not less than three Directors. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.
31. The continuing Directors may act notwithstanding any vacancies, but, if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents, the continuing Director or Directors may act for the purpose of filling up such vacancies or of summoning General Meetings of the Company, but for no other purpose.
32. The Directors will elect a Chairman of the board of Directors from their number. Such Chairman shall be known as the Chairman of the Company. The Chairman shall be so appointed for a term not exceeding three years and shall be eligible for re-appointment for a second and third term not exceeding three years each (and subject always to the Chairman being a Director of the Company who will be subject to the provisions for disqualification set out in Article 28) and upon such conditions as the Directors prior to the date of appointment of the Chairman may think fit. Any Chairman appointed may be removed from office by the Members by Ordinary Resolution. If no Chairman of the Company shall have been appointed, or if at any meeting the Chairman shall not be present within fifteen minutes after the time appointed for holding the same, the Vice Chairman shall preside, failing which the Directors present may choose one of their number to be Chairman of the meeting.

33. A resolution in writing signed by a majority of the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.
34. The Directors may delegate any of their powers to a committee consisting of such number of Directors, if any, as the Directors shall at a meeting of Directors think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.
35. The meetings and proceedings of any committee shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors; provided that no resolution of any committee shall be effective unless a majority of the Members (as members of the relevant committee) at the meeting are Directors or unless such resolution is approved by the Directors.
36. All acts done by any meeting of the Directors or any committee, or by any person acting as a Director or as a member of a committee, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment or continuance in office of any Director or member of a committee or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or a member of a committee and had been entitled to vote.

37. Any one or more (including without limitation, all) of the Directors or any committee may participate in a meeting of the Directors or such committee:-

- (a) by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time; or
- (b) by a succession of telephone calls to Directors from the Chairman of the meeting following disclosure to them of all material points.

Participating by such means shall constitute presence in person at a meeting. Such meeting shall be deemed to have occurred either (i) at the place where most of the Directors participating are present or (ii) at the place where the Chairman of the meeting is present.

POWERS OF THE DIRECTORS

38. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these presents, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these presents and to such regulation being not inconsistent with the aforesaid provisions as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

39. All cheques, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
40. The Directors shall cause minutes to be made in books provided for the purpose:-
- (A) of all appointments of officers made by the Directors;
 - (B) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors or established by the Directors;
 - (C) of all resolutions and proceedings at all meetings of the Company, and of the Directors and of the committees of or established by the Directors.

VICE CHAIRMAN

41. The Directors will elect from their number a Vice Chairman of the board of Directors. The Vice Chairman shall be so appointed for a term not exceeding three years and shall be eligible for re-appointment for a second and third term not exceeding three years each (and subject always to the Vice Chairman being a Director of the Company who will be subject to the provisions for disqualification set out in Article 28), upon such conditions as the Directors may think fit prior to the date of appointment and/or re-appointment.
42. Any Vice Chairman appointed may be removed by the Directors.

SECRETARY

43. If it is desired that a Secretary shall be appointed by the Directors, the Secretary shall be so appointed for such term, at such remuneration and upon such terms and conditions as they may think fit.
44. Any Secretary appointed may be removed by the Directors.

TREASURER

45. The Directors will elect from their number a Treasurer. The Treasurer shall be so appointed for a term not exceeding three years and shall be eligible for re-appointment for a second and third term not exceeding three years each (and subject always to the Treasurer being a Director of the Company who will be subject to the provisions for disqualification set out in Article 28), upon such conditions as the Directors may think fit prior to the date of appointment and/or re-appointment.
46. Any Treasurer appointed may be removed by the Directors.

THE SEAL

47. The Company shall not have a Seal.

ACCOUNTS

48. Accounting records sufficient to show and explain the Company's transactions and otherwise complying with the Act shall be kept at the Registered Office, or at such other place within Scotland as the Directors think fit, and shall at all times be open to inspection by the Directors. Subject as aforesaid no Member of the Company or other person shall have any right of inspecting any account or book or document of the Company except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the Directors.

AUDIT/INDEPENDENT EXAMINATION

49. Auditors or Independent Examiners, as appropriate, shall be appointed and their duties regulated in accordance with the provisions of the Act and of the Charities and Trustee Investment (Scotland) Act 2005 and any statutory modification or re-enactment thereof.

NOTICES

50. Any notice or document may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member, or by sending it by email to such Member, at the registered address as appearing in the Register of Members or to such other address or email address as he may supply to the Company for the giving of notices to him, and any notice so served by post or by email shall be deemed to have been duly served notwithstanding that

such Member be then dead or bankrupt and whether or not the Company have notice of his death or bankruptcy.

51. A Member whose address in the Register of Members is outside the United Kingdom and who has not supplied to the Company either an address for service within the United Kingdom or an email address, shall not be entitled to receive any notice from the Company.

52. Any notice or document served by post shall be deemed to have been served at the expiration of 24 hours (or, where second class mail is employed, 48 hours) after the letter containing the same is posted, and in proving such service it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted. Any notice or document served by email shall be deemed to have been served at the expiration of 24 hours after the email containing the same has been sent, and in proving such service it shall be sufficient to show that the email containing the notice or document was properly addressed and sent.

INDEMNITY

53. Subject to the provisions of the Act and of the Memorandum of Association a Director, Auditor, Independent Examiner, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

WINDING UP

54. Upon the winding up of the Company the provisions of clause VII of the Memorandum of Association shall have effect and be observed as if the same were repeated in these Articles.