

**FILE COPY**



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

Company No. 236539

The Registrar of Companies for Scotland hereby certifies that

**FAMILIES OUTSIDE**

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 9th September 2002



\*NSC236539J\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

Package: 'Laserform'  
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12

Please complete in typescript,  
or in bold black capitals.

CHFP025

## Declaration on application for registration

233539

### Company Name in full

FAMILIES OUTSIDE

I,

STEPHEN PAUL PHILLIPS

of

Burness, 242 West George Street, Glasgow G2 4QY

† Please delete as appropriate.

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

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

### Declarant's signature

Declared at

Glasgow

Day Month Year

On

0 6 0 9 2 0 0 2

① Please print name.

before me ①

ALASTAIR GORDON SMITH

### Signed

Date

06.09.2002

† A person named as director or secretary of the company must be a 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

277213

Tel 0141 248 4933

DX number GW 154

DX exchange Glasgow

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**

SCT S329CE2Y 0225  
COMPANIES HOUSE 09/09/02

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# 30(5)(a)

Please complete in typescript,  
or in bold black capitals.

CHFP025

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

230539

### Company Name in full

FAMILIES OUTSIDE

I,

STEPHEN PAUL PHILLIPS

of

Burness, 242 West George Street, Glasgow G2 4QY

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] ~~has acted as~~  
~~the sole or joint 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

0 6 0 9 2 0 0 2

● Please print name.

before me●

ALASTAIR GORDON SMITH

Signed

Date

06.09.2002

A ~~Company Secretary or Director~~ or ~~Joint Secretary or Joint Director~~ or ~~Director~~ or ~~Secretary~~ 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

277217

Tel 0141 248 4933

DX number GW 154

DX exchange Glasgow

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

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for companies registered in England and Wales

or

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

for companies registered in Scotland

**DX 235 Edinburgh**

SCT S329BE2X  
COMPANIES HOUSE

0226  
09/09/02

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# 10

Please complete in typescript,  
or in bold black capitals.

CHFP025

Notes on completion appear on final page

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

236539

### Company Name in full

FAMILIES OUTSIDE

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

1st Floor, 17 Waterloo Place

Post town Edinburgh

County / Region Lothians

Postcode EH1 3BG

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 Strathclyde

Postcode G2 4QY

Number of continuation sheets attached

1

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

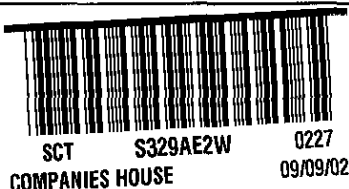
Tel 0141 248 4933

DX number GW 154

DX exchange Glasgow

265876

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**



**Company Secretary** (see notes 1-5)

Company name

**NAME**

\*Style / Title

OBE

\*Honours etc

\* Voluntary details

Forename(s)

THOMAS BARTLETT

Surname

BUYERS

Previous forename(s)

None

Previous surname(s)

None

**Address***Usual residential address*

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

2 Oakbank Place

Turretbank Road

Post town

Crieff

County / Region

Perthshire

Postcode

PH7 4JF

Country

Scotland

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

**Consent signature**

M B Buyers

**Date**June 19<sup>th</sup> 2002**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME**

\*Style / Title

\*Honours etc

Forename(s)

IAN MACLAREN

Surname

PATRICK

Previous forename(s)

None

Previous surname(s)

None

**Address***Usual residential address*

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

7 Roffey park

Ralston

Post town

Paisley

County / Region

Renfrewshire

Postcode

PA1 3ET

Country

Scotland

**Date of birth**

Day Month Year

1 8

1 2

1 9

3 9

**Nationality**

British

**Business occupation**

Salvation Army officer

**Other directorships**

None

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

**Consent signature**

Ian Patrick

**Date**JUNE 14<sup>th</sup> 2002

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)

KATHARINE HILARY ROSS

Surname

PHILBRICK

Previous forename(s)

None

Previous surname(s)

SINCLAIR

Address

*Usual residential address*

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

Post town

Glasgow

County / Region

Strathclyde

Postcode

G11 5AJ

Country

Scotland

Day Month Year

Date of birth

04

12

19

53

Nationality

British

Business occupation

Charity Consultant

Other directorships

None

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

Consent signature

Kate Philbrick

Date

14/06/02



## 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.



236539

THE COMPANIES ACT 1985

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COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

---

MEMORANDUM and ARTICLES of  
ASSOCIATION  
of  
FAMILIES OUTSIDE

Burness

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
CAPITAL

MEMORANDUM OF ASSOCIATION

of

FAMILIES OUTSIDE



1. The name of the company is "Families Outside".
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 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 poverty, hardship, suffering and distress among partners, children, families and dependants of persons who have suffered a legal restriction on their liberty in any penal or correctional establishment or through any means whatsoever
  - (2) To advance education, and in particular to increase public awareness, understanding and knowledge of the impacts on partners, children, families and dependents of a partner or other family member suffering a restriction of liberty.

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

- (a) To work in partnership with agencies in the statutory and voluntary sectors to promote, coordinate and assist the strategic and informed improvement of services for families affected by imprisonment, and thereby add value to services provided by SFPS member agencies and other service providers.
- (b) To promote and initiate new services and new ways of providing services in response to the needs of families affected by imprisonment.

- (c) To influence the development of national and local policy and legislation to improve the quality of life of families affected by imprisonment.
- (d) To prepare, organise, participate in, and/or conduct, conferences, seminars and workshops, and educational and training events, courses and programmes of all kinds.
- (e) To provide and/or assist in the provision of information and advisory services which advance the aims of the company.
- (f) To design, prepare, publish and/or distribute information packs, leaflets, reports, books, newsletters, magazines, posters and other publications, audio and visual recordings, multi-media products and display materials, and to create and maintain a website or websites.
- (g) To liaise and collaborate with international, UK, Scottish and local government authorities and other statutory and voluntary agencies, all with a view to maximising the effectiveness of the company in pursuing its objectives.
- (h) To carry out or commission research within all such fields as are relevant to the company's objects and to disseminate the results of such research.
- (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 acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.
- (l) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.
- (m) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
- (n) 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.

- (o) 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.
- (p) 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.
- (q) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- (r) 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).
- (s) To oppose or object to any application or proceedings which may prejudice the company's interests.
- (t) 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.
- (u) To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- (v) To effect insurance against risks of all kinds.
- (w) 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.
- (x) 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.
- (y) 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.

- (z) 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.
- (aa) 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.
- (bb) 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.
- (cc) 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; and
  - (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 the promotion of its 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 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 (iii) payment of reasonable remuneration in respect of particular services (not being of a management nature) provided to the company by any director.
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/it is a member or within one year after he/she/it ceases to be a member, for payment of the company'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.
- 7.1 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among 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.

  
for and on behalf of  
THE SALVATION ARMY  
7 Roffey Park  
Ralston  
Paisley PA1 3ET

2.

  
IAN MITCHEL TIERNEY  
(being the individual nominated by Hope)  
14 Robertson Drive  
Bellshill M14 2EQ

3.

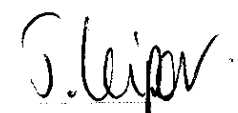
  
KATHARINE HILARY ROSS  
PHILBRICK  
(being the individual nominated by KIDS  
VIP)  
18 Turnberry Road  
Glasgow G11 5AJ

---

Dated

14.6.02

Witness to the above signatures:-

  
JENNIFER LEIPER

42K MILLHILL, MUSSELBURGH

EAST LOTMIAN EH21 7RW

ADMINISTRATOR.

THE COMPANIES ACT 1985

---

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
CAPITAL

---

ARTICLES OF ASSOCIATION

of

FAMILIES OUTSIDE

236539

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Board meetings - calling of meetings, voting, quorum, committees of directors, standing orders	articles 97 to 116
General - secretary, minutes, etc	articles 117 to 130

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**Membership**

1. The subscribers to the memorandum of association and such other individuals and bodies as are admitted to membership under articles 4 to 14 shall be the members of the company.
2. Membership shall cease on death or, in the case of an incorporated body, on the dissolution, winding-up, striking-off or receivership of that body.
3. A member may not transfer his/her/its membership to any other individual/body.

**Categories of membership**

4. For the purposes of these articles,



“Corporate Member” means a member admitted under paragraph (a) or (b) of article 5

“ Individual Member” means a member admitted under paragraph (c) of article 5

“Associate Member” means a member admitted under paragraph (d) of article 5.

### **Qualifications for membership**

5. Subject to articles 1,6,7, 11 and 12, membership shall be open to the following:-
  - (a) any incorporated body, operating as a non-profit distributing organisation or statutory body, which supports the aims and activities of the company;
  - (b) any individual nominated for membership by an unincorporated body operating as a non-profit distributing organisation or statutory body, which supports the aims and activities of the company;
  - (c) any individual, aged 18 or over, who supports the aims and activities of the company;
  - (d) any other body or individual (whether in a personal capacity or on the basis that he/she has been nominated for membership by an unincorporated body) who/which wishes to be kept informed of the company’s activities but does not wish to be admitted to voting membership.
6. No more than one individual nominated by each unincorporated body may constitute a member at any given time.
7. No employee of the company may become An Individual Member, and an person admitted as an Individual Member shall automatically cease to be a member if he/she becomes an employee of the company; an employee of the company shall, however, be eligible to apply for admission as an Associate Member.

### **Application for membership**

8. Any incorporated body which wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed on its behalf by one of its authorised officers, and stating the category of membership for which it is applying.
9. Any individual who wishes to become a member on the basis of nomination by an unincorporated body shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her and also signed by one of the authorised officers of the unincorporated body nominating

him/her for membership; the application for membership shall state the category of membership for which he/she is applying.

10. Any individual who wishes to become a member in an individual capacity shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her, and stating the category of membership for which he/she is applying.
11. 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 required under article 8, 9 or 10; the directors shall be entitled at their discretion to refuse to admit any applicant (other than an employee of the company who is applying to become an Associate Member) to membership.
12. The directors shall be under obligation to refuse to admit any applicant to membership if the effect of admitting him/her would be that
  - (a) there were more than 15 Corporate Members; or
  - (b) there were more than 50 Individual Members (but such that the maximum limit on Individual Members imposed by this paragraph (b) may be altered from time to time by ordinary resolution).
13. The directors shall, within a period of ten days after the meeting at which an application is considered under article 11, notify the applicant in writing of the directors' decision as to whether or not to admit him/her/it to membership; if the decision was to admit the applicant to membership, the notification shall (except in the case of admission of an employee of the company as an Associate Member) be accompanied by a request for payment of the annual membership subscription applicable to the category of member into which the applicant falls.
14. Any resolution by the directors to the effect that an applicant should be admitted to membership shall (except in the case of admission of an employee of the company as an Associate Member) be deemed to be conditional on receipt of the membership subscription for which he/she/it is liable under the preceding article; the name of the applicant shall not be entered in the register of members until a remittance in full settlement of the membership subscription is received by the company.

### **Membership subscription**

15. The amount of the annual membership subscription applicable to each category of member (and such that the directors may, for this purpose, split the members within each category into such sub-categories as they may deem appropriate from time to time) shall be determined by the directors from time to time; no membership subscription shall be payable by an Associate Member who is an employee of the company.
16. The annual membership subscription shall be due on each accounting reference date of the company and shall (subject to articles 14 and 28) be taken to cover the

period from one accounting reference date to the date falling immediately prior to the next accounting reference date.

17. The directors shall give to the members at least two weeks' notice of each accounting reference date; each notice shall specify the amount of the membership subscription which will be due and shall state the possible consequence (under the following article) of failure to make payment.
18. If the company has not received a member's annual membership subscription within four weeks after the accounting reference date on which notice was given to the member under article 17 (or by such later date as the directors may determine), the directors may by resolution expel that individual or body from membership.

### **Expulsion**

19. Subject to articles 20 to 24, the company may, by special resolution, expel any individual or body from membership.
20. Any member who/which wishes to propose at any meeting a resolution for the expulsion of any individual or body from membership shall lodge with the company written notice of his/her/its 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.
21. 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.
22. 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/body to whom notice of the meeting is or was given.
23. Whether or not a copy of written representations has been given to each of the individuals/bodies entitled to receive notice of the meeting, the member concerned, or (in the case of a corporate body) the authorised representative of that body, shall be entitled to be heard on the resolution at the meeting.
24. Failure to comply with any of the provisions of articles 20 to 23 shall render any resolution for the expulsion of an individual/body from membership invalid.

25. An individual/body expelled from membership under articles 19 to 23 shall cease to be a member with effect from the time at which the relevant resolution is passed.

### **Withdrawal from membership**

26. Any individual or body who/which 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 or, in the case of an incorporated body, signed on its behalf by one of its authorised officers; on receipt of the notice by the company he/she/it shall cease to be a member.
27. Any unincorporated body which wishes to withdraw its nomination for membership shall lodge a notice in writing with the company to that effect (in such form as the directors require), signed on its behalf by one of its authorised officers; on receipt of the notice by the company, the individual admitted to membership on the basis of nomination by that body shall cease to be a member.
28. An individual or body who/which ceases to be a member shall not be entitled to any refund (total or partial) of the annual membership subscription.

### **General meetings**

29. All general meetings other than annual general meetings are to be called *extraordinary general meetings*.
30. 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).
31. 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.
32. The business of each annual general meeting shall include the following (unless the directors otherwise resolve, in exceptional circumstances):-
- (a) a report by the chair on the activities of the company
  - (b) consideration of the annual accounts of the company
  - (c) the election/re-election of directors, as referred to in articles 69 to 74.

## **Notice of general meetings**

33. 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 38) 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.
34. The reference to "clear days" in article 33 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of a notice contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded.
35. 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 38) (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.
36. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
37. Notice of every general meeting shall be given (either in writing or, where the individual or body to which notice is given has notified the company of an address to be used for the purpose of electronic communication, by way of electronic communications) to all the members and directors, and (if there are auditors in office at the time) to the auditors.

## **Special resolutions and ordinary resolutions**

38. 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 33 to 37; 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.
39. 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.

40. 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 33 to 37.

### **Proceedings at general meetings**

41. No business shall be transacted at any general meeting unless a quorum is present; one third (rounded downwards if necessary) of the total number of Corporate Members and Individual Members, present in person (in the case of an incorporated body, represented by its authorised representative), or represented by proxy, shall (subject to article 42) be a quorum.
42. Associate Members shall not be counted in determining whether a quorum is present at any general meeting.
43. If the quorum required under articles 41 and 42 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.
44. The Convener shall (if present and willing to act) preside as chairperson of the meeting; if the Convener is not present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the Vice Convener shall (if present and willing to act) preside as chairperson of the meeting.
45. If neither the Convener nor the Vice Convener is present and willing to act as chairperson of the meeting 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 of the meeting or, if there is only one director present and willing to act, he/she shall be chairperson of the meeting.
46. A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
47. The chairperson of the meeting 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.
48. 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 of the meeting or by any person present at the meeting and entitled to vote (whether as a member, a

proxy for a member or the representative of a member which is an incorporated body).

49. 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 of the meeting may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
50. A resolution in writing signed by or on behalf of all the members of the company who/which, at the date of the resolution, would have been entitled to attend and vote at a general meeting at which the resolution was proposed shall be as effectual as if it had been passed at a general meeting duly convened and held; the signatures need not be on a single document, provided each signature is on a document which accurately states the terms of the resolution.

### **Votes of members**

51. Every Corporate Member or Individual Member shall have one vote, which may be given either personally (in the case of a member which is an incorporated body, via its duly authorised representative present at the meeting) or (whether on a show of hands or on a secret ballot) by proxy.
52. For the avoidance of doubt, an Associate Member shall be entitled to attend and speak at any general meeting, but shall not be entitled to vote.
53. A member who/which wishes to appoint a proxy to vote on his/her/its behalf at any meeting (or adjourned meeting)
  - (a) shall lodge with the company, at the company's registered office, not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require), signed by him/her or (as the case may be) signed by its appropriate officers; or
  - (b) shall send to the company at such address as may have been notified to the members by the company for that purpose, an electronic communication containing the appointment of a proxy, providing such electronic communication is received by the company at such address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
54. An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of article 53, or which is not lodged or sent in accordance with such provisions, shall be invalid.
55. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

56. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who/which appointed him/her to speak at the meeting and need not be a member of the company.
57. A member which is an incorporated body may authorise an individual to act as its representative at any general meeting of the company; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that incorporated body could exercise if it were an individual member.
58. A vote given, or ballot demanded, by proxy or by the duly authorised representative of a member which is an incorporated body shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot unless notice of such termination was received by the company at the company's registered office (or, where contained in an electronic communication, was received by the company at the address notified by the company to the members for the purpose of electronic communication) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
59. 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.

### **Categories of director**

60. For the purposes of these articles

“Appointed Director” means a director appointed or re-appointed under articles 63 to 68.

“Elected Director” means a director elected, re-elected or appointed under articles 69 to 74.

“Co-opted Director” means a director appointed or re-appointed under articles 75 to 77.

### **Number of directors**

61. The maximum number of directors shall be 27, of whom no more than 15 may be Appointed Directors, no more than 8 may be Elected Directors, and no more than 4 may be Co-opted Directors.
62. Out of the Elected Directors, at least 2 shall be drawn from Individual Members who have a family member in prison.



### **Appointment, removal etc: Appointed Directors**

63. Subject to article 65, each of the Corporate Members may by notice in writing, signed on its behalf by one of its appropriate officers (or, if the Corporate Member is an individual admitted to membership on the basis of nomination by an unincorporated body, signed by him/ her) and given to the company
  - (a) appoint any person (other than an employee of the company) who is willing so to act to be a director, either to fill a vacancy or as an additional director; or
  - (b) remove any director appointed by that member from office as a director.
64. Any appointment or removal of a director under article 63 shall have effect from the date on which the relevant notice is given to the company.
65. The powers conferred by article 63 shall be deemed to be limited such that no more than one individual appointed by each of the Corporate Members under article 62 may hold office as a director at any given time.
66. For the purposes of articles 63 to 65, the individuals entered in the register of members from time to time on the basis of nomination by a given unincorporated body shall be deemed to constitute a single member.
67. One third (to the nearest round number) of the directors appointed under article 63 shall vacate office with effect from the conclusion of each annual general meeting, but shall then be eligible for re-appointment by the relevant member under article 63; if the notice re-appointing him/her as a director is received by the company at or prior to the relevant annual general meeting, he/she shall (subject to article 78) remain as a director until the annual general meeting which next follows.
68. The directors to vacate office under article 67 shall, in the case of the first annual general meeting, be chosen by some random method, and in the case of every subsequent annual general meeting shall be those who have been longest in office since they were last appointed or re-appointed; as between directors who were last appointed or re-appointed on the same date, the question of which of them is to vacate office shall be determined by some random method.

### **Election, retiral, re-election: Elected Directors**

69. At an annual general meeting the members may (subject to article 61) elect as a director (an "Elected Director") any Individual Member who has lodged with the company a written notice confirming his/her willingness to be appointed; the notice may be lodged by him/her at any time up to the commencement of the annual general meeting.

70. The directors may at any time appoint any Individual Member (providing he/she is willing to act) to be a director (an "Elected Director"), either to fill a vacancy or (subject to article 61) as an additional director.
71. At the first annual general meeting, one third (to the nearest round number) of the Elected Directors shall retire from office; the question of which of them are to retire under the preceding provisions of this article shall be determined by some random method.
72. At each annual general meeting (other than the first)
  - (a) any Elected Director who was appointed by the directors (under article 69) in the period from the date of the last annual general meeting shall retire from office; and
  - (b) out of the remaining Elected Directors, one third (to the nearest round number) shall retire from office.
73. The directors to retire under paragraph (b) of article 72 shall be those who have been longest in office since they were last appointed or re-appointed; if two or more directors were appointed or re-appointed on the same date, the question of which of them is to retire under paragraph (b) of article 72 shall be decided by some random method.
74. The members may (subject to article 61) at any annual general meeting re-elect any Elected Director who retires from office at the meeting under article 71 or 72 (providing he/she is willing to act); if any such Elected 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.

**Appointment, vacating of office, re-appointment: Co-opted Directors**

75. Subject to article 61, the directors may at any time appoint any individual (other than an employee of the company) to be a director (a "Co-opted Director") providing he/she is willing so to act.
76. At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office.
77. Immediately following each annual general meeting, the directors may (subject to article 61) re-appoint any person who, as a Co-opted Director, vacated office under the preceding article at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

## **Disqualification and removal of directors**

78. 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 has continued, or is expected to continue, for a period of more than six months
- (d) he/she becomes an employee of the company
- (e) in the case of a director appointed by a member which is an incorporated body, the body which appointed him/her ceases to be a member of the company
- (f) in the case of a director who is a member of the company, he/she ceases to be a member of the company
- (g) he/she resigns office by notice to the company
- (h) he/she is absent (without permission of the directors) from more than three consecutive meetings of directors and the directors resolve to remove him/her from office; or
- (i) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

## **Appointments to offices**

79. Directors shall be appointed to hold the offices of Convener, Vice Convener and Treasurer, and any other offices which the directors may consider appropriate.
80. The appointments under article 79 shall be made at meetings of directors.
81. Each office shall be held (subject to article 84) until the conclusion of the annual general meeting which next follows appointment; a director whose period of office expires under this article may (subject to article 82) be re-appointed to that office under article 78 (providing he/she is willing to act).
82. A director who has held any office under article 79 for a period of three years shall not be eligible (unless the directors otherwise resolve, in exceptional circumstances) for re-appointment to that office until a further period of one year has elapsed.
83. For the purposes of article 82,

- (a) the period between the date of appointment of any director to an office under article 79 and the annual general meeting which 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 a particular office under article 79 but is re-appointed to that office within a period of six months, he/she shall be deemed to have held that office without interruption.
84. The appointment of any director to an office under article 79 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
85. If the appointment of a director to any office under article 79 terminates, the directors shall appoint another director to hold the office in his/her place.

### **Honorary President**

86. The directors may appoint any individual as the Honorary President of the company (and on the basis that there may be more than one Honorary President at any given time); an Honorary President shall be entitled to attend and speak at general meetings of the company, but shall not be entitled to vote and shall not constitute a director of the company.
87. An individual appointed as Honorary President shall (subject to article 88) continue to hold that office unless and until he/she resigns office by written notice to the company to that effect, or dies.
88. The directors may, for good and sufficient reason, remove any individual from the office of Honorary President, by way of a resolution to that effect passed at a directors' meeting provided at least two thirds of the directors present at the meeting voted in favour of the resolution.

### **Directors' interests**

89. 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 or arrangement in which the company or any associated company has an interest

98. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
99. 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 a meeting of directors shall have a second or casting vote.
100. The quorum for the transaction of the business of the directors shall be one third (rounded downwards if necessary) of the total number of directors in office at the time.
101. 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 may act only for the purpose of filling vacancies or of calling a general meeting.
102. Unless he/she is unwilling to do so, the Convener shall preside as chairperson at every meeting of directors at which he/she is present; if the Convener is unwilling to act as chairperson of a meeting of directors or is not present within fifteen minutes after the time appointed for the meeting, the Vice Convener shall preside as chairperson.
103. If neither the Convener nor the Vice Convener is willing to act as chairperson of a meeting of directors or if neither is present within fifteen minutes after the time appointed for the meeting, the directors may appoint one of their number to be chairperson of the meeting.
104. The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors in the capacity of adviser.
105. A person invited to attend a meeting of the directors under the preceding article shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the Act or any provision of these articles.
106. All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
107. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held; it may consist of several documents in the same form, each signed by one or more directors.

- (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.

90. 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**

91. 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 79.
92. The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings, meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

#### **Powers of directors**

93. 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.
94. 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.
95. The powers conferred by article 92 shall not be limited by any special power conferred on the directors by these articles.
96. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

#### **Proceedings of directors**

97. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.

108. 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; if a director is debarred by the preceding provisions of this article from voting in relation to any matter, he/she shall absent himself/herself from the meeting while the voting is being conducted in relation to that matter.
109. For the purposes of the preceding article,
- (a) 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
  - (b) a director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has a personal interest in that matter.
110. 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.
111. 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 107 to 109.
112. If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

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

113. The directors may delegate any of their powers to any committee consisting of two or more directors; they may also delegate to the Convener or a director holding any other office such of their powers as they consider appropriate.
114. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
115. 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.

## **Standing orders**

116. The directors may prescribe such standing orders as they may think from time to time regulating the proceedings at general meetings and/or meetings of the directors and/or any other matters of a similar nature, providing that the content of such standing orders is consistent with the provisions of the articles of association of the company in force from time to time.

## **Secretary**

117. 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**

118. The directors shall ensure that minutes are made (and recorded in a manner which complies with the Act) of all proceedings at general meetings, meetings of the directors and meetings of committees of directors, all such minutes being approved at the next relevant meeting; 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**

119. 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**

120. Any notice to be given in pursuance of these articles shall be given either in writing or by way of an electronic communication.
121. The company may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her/its registered address or by leaving it at that address; in the case of a member who has notified the company of an address to be used for the purpose of electronic communications, the company may give any notice to that member by way of an electronic communication.
122. A member may give any notice to the company either by sending it by post in a pre-paid envelope addressed to the company at its registered office or by leaving it, addressed to the company secretary, at the company's registered office or (where the company has notified the member of an address to be used for the purpose of electronic communications) by way of an electronic communication.



123. 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.
124. Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any electronic communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.
125. A member present or represented at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

### **Winding-up**

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

### **Indemnity**

127. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any loss or liability which 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.
128. For the avoidance of doubt, the company shall be entitled to purchase and maintain insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office.

### **Interpretation**

129. 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

"electronic communication" has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.

130. 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.



for and on behalf of  
THE SALVATION ARMY  
7 Roffey Park  
Ralston  
Paisley PA1 3ET

2.



IAN MITCHEL TIERNEY  
(being the individual nominated by Hope)  
14 Robertson Drive  
Bellshill M14 2EQ

3.



KATHARINE HILARY ROSS  
PHILBRICK  
(being the individual nominated by KIDS  
VIP)  
18 Turnberry Road  
Glasgow G11 5AJ

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Dated

14.6.02

Witness to the above signatures:



JENNIFER LEIPER

42K MILLHILL, MUSSELBURGH

EAST LOTHIAN EH21 7RN

ADMINISTRATOR.