

**THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**Company No: 340206
Charity No : SC035036**

**MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

CLUED UP PROJECT**

TUESDAY



S4BMHBQ8
SCT 14/07/2015 #149
COMPANIES HOUSE

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF
CLUED UP PROJECT

NAME

1. The name of the company is Clued Up Project ("the Company")

REGISTERED OFFICE

2. The registered office of the Company is situated in Scotland.

PURPOSES

3. This clause, and throughout this Memorandum of Association, 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" under section 7 of the Charities and Trustee Investment (Scotland) Act 2005, and which is also regarded as a charitable purpose in relation to the application of sections 505 and 506 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.
 4. Subject to that overriding qualification, the objects for which the Company are established are:
 - 4.1 to advance the well-being of young people, under the age of twenty-five, in the Fife area by providing a comprehensive, youth friendly, drug/alcohol support and information service.
 - 4.2 To advance the health of young people by encouraging them to make positive lifestyle choices to improve their conditions of life and assist them to prosper into responsible and active members of their own communities and society as a whole.
- By:-
- 4.3 Providing education, prevention, early intervention and diversion for young people affected by their own or someone else's drug/alcohol/substance misuse
 - 4.4 Delivering appropriate awareness training and workshops.
 - 4.5 Providing one-to-one support, group work and diversionary activities.
 - 4.6 Providing drop-in services and outreach work in the community.
 - 4.7 Providing a specialist employability projects for young people aged sixteen to twenty-five years.

POWERS

5. The Company shall have the following powers, but only in furtherance of the Purposes (and wherein reference to "property" means any property, assets or rights, heritable or moveable, wherever situated)

General

- 5.1 To encourage and develop a spirit of voluntary or other commitment by, or in co-operation with, individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others and any groups or groupings thereof willing to assist the Company to achieve its' Purposes.
- 5.2 To promote and carry out research, surveys and investigations and to promote, develop and manage initiatives, projects and programmes.
- 5.3 To provide advice, consultancy, training, tuition, expertise and assistance.
- 5.4 To prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops, to collect, collate, disseminate and exchange information and to prepare, produce, edit, publish, exhibit and distribute articles, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium.

Property

- 5.5 To purchase, take on lease, hire or otherwise acquire any property suitable for the Company and to construct, convert, improve, develop, conserve, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature, and manage and operate or arrange for the professional or other appropriate management and operation of the Company's property.
- 5.6 To sell, let, hire, licence, give in exchange and otherwise dispose of all or any part of the property of the Company.
- 5.7 To establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds.

Employment

- 5.8 To employ, contract with, train and pay such staff (whether employed or self employed) as are considered appropriate for the proper conduct of the activities of the Company.

Funding and Financial

- 5.9 To take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Company.
- 5.10 To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust.
- 5.11 To borrow or raise money for the Purposes and to give security in support of any such borrowings by the Company and/or in support of any obligations undertaken by the Company.

- 5.12 To set aside funds not immediately required as a reserve or for specific purposes.
- 5.13 To invest any funds which are not immediately required for the activities of the Company in such investments as may be considered appropriate, which may be held in the name of a nominee Company under the instructions of the Board of Directors, and to dispose of, and vary, such investments.

- 5.14 To make grants or loans of money and to give guarantees.

Development

- 5.15 To establish, manage and/or support any other charitable organisation, and to make donations for any charitable purpose falling within the Purposes.
- 5.16 To establish, operate and administer and/or otherwise acquire any separate trading company or association, whether charitable or not.
- 5.17 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 enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charitable organisation.

- 5.18 To enter into contracts to provide services to or on behalf of others.

Insurance and Protection

- 5.19 To effect insurance of all kinds (which may include indemnity insurance in respect of Directors and employees)
- 5.20 To oppose, or object to, any application or proceedings which may prejudice the interests of the Company.

Ancillary

- 5.21 To pay the costs of forming the Company and its subsequent development.
- 5.22 To carry out the Purposes as principal, agent, contractor, trustee or in any other capacity.
- 5.23 To do anything which may be incidental or conducive to the Purposes so long as these are charitable.

CONSTRAINTS ON RETURNS TO MEMBERS

- 6.1 The income and property of the Company shall be applied solely towards promoting the Purposes and do not belong to the members. Any surplus income or assets of the Company are to be applied for the benefit of the Community.
- 6.2 No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the members of the Company, or to any other individual, whether by way of dividend, bonus or otherwise, except in relation to Clause 6.4
- 6.3 No director of the Company shall be appointed as a paid employee of the Company.

- 6.4 No benefit (whether in money or in kind) shall be given by the Company to any member or director except the possibility of:
- 6.4.1 Repayment of out-of-pocket expenses to directors (subject to the prior agreement by the Board of Directors); or
 - 6.4.2 Reasonable remuneration to any member or director in return for specific services actually rendered to the Company (not being of a management nature normally carried out by a director of a company); or
 - 6.4.3 Payment of interest at a rate not exceeding the commercial rate on money lent to the Company by any member or director; or
 - 6.4.4 Payment of rent at a rate not exceeding the open market rent for property let to the Company by any member or director; or
 - 6.4.5 The purchase of property from any member or director provided that such purchase is at or below market value or the sale of property to any member or director provided that such sale is at or above market value; or
 - 6.4.6 Payment by way of an indemnity, where appropriate.

and in any such event the terms of Articles 39-41 shall specifically apply.

LIMIT OF LIABILITY

- 7.1 The liability of all members of the Company is limited.
- 7.2 Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the property of the Company if it should be wound up while he/she or it is a member or within one year after he/she or it ceases to be a member (for whatever reason), for payment of the Company's debts and liabilities contracted before he/she or it ceases to be a member, and of the costs, charges and expenses of winding up

DISSOLUTION

- 8.1 The winding up of the Company may take place only on the decision of not less than 75% of its Ordinary Members who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose.
- 8.2 If, on the winding up of the Company, any property remains, after the satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the members of the Company; that property shall instead be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are similar (wholly or in part to the objects of the Company).
- 8.3 The body or bodies to which property is transferred under paragraph 8.2 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 jurisdiction at the time.

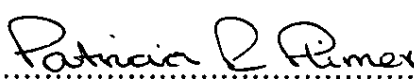
INTERPRETATION

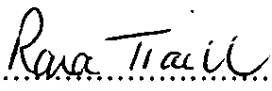
9.1 The definitions included in Article 2 are incorporated into the Memorandum.

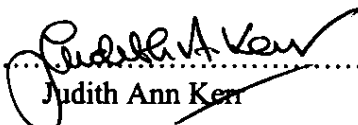
We, the Subscribers to this Memorandum of Association, wish to be formed into a limited company pursuant to this Memorandum.

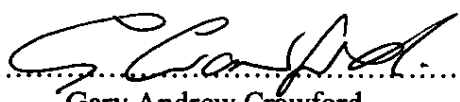
Names and addresses of subscribers

1. 
Name: Nicholas James St Aubyn

Address: 15 Ballingall Park
Glenrothes
KY6 3QT
2. 
Name: Patricia Rodger Plimer

Address: 19 Dunnotar Place,
Raith Heights
Kirkcaldy
KY2 5YH
3. 
Name: Rona Traill

Address: 85 Mid Street
Kirkcaldy
KY1 2QB
4. 
Name: Judith Ann Ken

Address: 43 Balwearie Crescent
Kirkcaldy
KY2 5LT
5. 
Name: Gary Andrew Crawford

Address: 12 Wellbank Gardens
Glenrothes
KY7 4TR

6. *Jackie Barbour*
Name: Jackie Barbour

Address: Wildacre Cottage
Wester Balfgarvie
Cupar
KY15 4NE

7.
Name:

Address:

Dated: 09th June 2015

Witness to the above signatures:

..... *Laura Crombie*

Name: Laura Crombie

Occupation: Service Manager

Address: 5 Dryburgh Road
Coatown of Wemyss
Kirkcaldy
KY1 4PB

THE COMPANIES ACTS 1985 TO 1989
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

Of
CLUED UP PROJECT

DEFINITIONS and INTRODUCTORY

1. The regulations contained in Table C in the Companies (Tables A to F) Regulations 1985, as may be amended or re-enacted, shall not apply to the Company.
2. In these Articles of Association, the following definitions apply throughout:
 - “**Act**” means the Companies Act 1985 as amended and every statutory modification and re-enactment thereof for the time being in force.
 - “**AGM**” means an Annual General Meeting.
 - “**Article(s)**” means this or these Articles of Association.
 - “**Board**” means the Board of Directors.
 - “**Clear days**” means a period excluding the day when notice is given and the day of the meeting.
 - “**Director(s)**” means the director(s) for the time being of the Company.
 - “**EGM**” means an Extraordinary General Meeting
 - “**Memorandum**” means the foregoing Memorandum of Association.
 - “**Organisation**” means any unincorporated association, society, federation, partnership, corporate body, agency, undertaking, local authority, union, co-operative, trust or other organisation (not being an individual person)
 - “**Property**” means any property, assets or rights, heritable or moveable, wherever situated in the world.
 - “**Subscribers**” means those persons who have subscribed both the Memorandum and these Articles.
3. Words importing the singular number only shall include the plural number, and *vice versa*; and words importing the masculine gender only shall include the feminine gender.
4. The Company is established to achieve the Purposes.

GENERAL STRUCTURE

5. The structure of the Company comprises:

MEMBERS – comprising Ordinary Members (who have the right to attend the AGM and any EGM and have important powers under these Articles and the

Act, who elect people to serve as directors and take decisions in relation to any changes to these Articles); the Associate Members and the Junior Members

DIRECTORS – who hold regular meetings between each AGM, set the strategy and policy of the Company, generally control and supervise the activities of the Company and, in particular, are responsible for monitoring its financial position and, where there are no employees or managers appointed, are responsible also for the day to day management of the Company.

MEMBERSHIP

6. The members of the Company shall consist of the Subscribers (being those Ordinary Members who sign the original Memorandum and Articles of Association) and such other persons and organisations as are admitted to the membership in terms of these Articles.
7. Membership of the Company is open to:
 - 7.1 **Ordinary Members:** those individuals who are aged 16 and over that support the purposes;
 - 7.2 **Associate Members:** those organisations wherever located that support the purposes. Associate members are neither eligible to stand for election to the Board nor to vote at any General Meeting.
- Each member organisation shall appoint one named Authorised Representative to represent and act for such member at all General Meetings. Any change in the Authorised Representative may be made at any time by the appointing member, but only by written notice to the Company. Such notice will take effect upon its receipt by the Company.
- 7.3 **Junior Members:** those individuals who are aged up to 15 years old who support the purposes. Junior members are neither eligible to stand for election to the Board nor to vote at any General Meetings.
8. Employees of the Company shall not be eligible for membership; a person who becomes an employee of the Company after admission to the membership shall automatically cease to be a member.

APPLICATION FOR MEMBERSHIP

9. Any person who wishes to become a member must sign, and lodge with the Company, a written application for membership.
10. The directors may, at their discretion, refuse to admit any person to membership.
11. The directors shall promptly consider applications for membership, made in such written form as it shall prescribe from time to time, determining if the terms of Article 7 apply and into which category of membership each applicant shall belong, and immediately thereafter shall approve any valid

application provided the applicant is not excluded from membership by virtue of Article 16.

12. The Board shall maintain a Register of Members, setting out the name and postal address of each member, the relative category of membership and the date of the member's appointment.

MEMBERSHIP SUBSCRIPTION

13. The Ordinary Members may at any or each AGM fix the annual subscriptions (and, if relevant, different rates thereof for different categories)
14. Members shall be required to pay the appropriate annual membership subscription, where fixed. Only those members who have paid their current subscription, where fixed, are entitled to take part in and vote at any General Meeting.
15. Any individual who, or organisation which, ceases to be a member (for whatever reason) shall not be entitled to any refund of membership subscription.

CESSATION OF MEMBERSHIP

16. A member shall cease to be a member if:
 - 16.1 He, she or it sends written notice of resignation to the Company; or
 - 16.2 Being an individual, he or she becomes insolvent or apparently insolvent or makes any arrangement with his or her creditors; or
 - 16.3 Being an organisation, it goes into receivership, goes into liquidation, dissolves or otherwise ceases to exist (the right of membership not being assignable); or
 - 16.4 The annual subscription due remains outstanding for more than six calendar months (and provided that the member in question has been given at least one written reminder) and if the Board chooses to expel that member from membership; or
 - 16.5 A resolution that a member be expelled is passed by a majority of at least 75% of the members present and voting at a General Meeting, of which not less than 21 days' previous notice specifying the intention to propose such resolution and the grounds on which it is proposed is sent to all Directors, all members and the Company Secretary and also to the member whose removal is in question, such member being entitled to be heard at that meeting; or
 - 16.6 Being an individual, he or she dies (the right of membership not being assignable)

GENERAL MEETINGS (MEETINGS OF MEMBERS)

17. The Board shall convene an AGM in each year, at such time as it may determine, although the first AGM need not be held in the first year provided

that it be held within 18 months after the date of incorporation of the Company. Thereafter, not more than 15 months shall elapse between one AGM and the holding of the next.

18. The business of each AGM shall include:

- 18.1. The report by the Chairman on the activities of the Company;
- 18.2. The election of Directors;
- 18.3. Fixing of annual subscriptions;
- 18.4. The report of the independent examiner;
- 18.5. Approval of the accounts of the Company; and
- 18.6. The appointment of the independent examiner.

19. The provisions with regard to EGMs are as follows:

19.1 All General Meetings, other than AGMs, shall be called Extraordinary General Meetings;

19.2 The Board may convene an EGM whenever it thinks fit; and

19.3 The Board must convene an EGM within 28 days of a valid requisition. To be valid, such requisition must be signed by not less than 10% of the Ordinary Members, must clearly state the Purposes of the meeting and must be delivered to the Registered Office. The requisition may consist of several documents in like form each signed by one or more requisitionists.

20. Subject to the terms of Articles 66 & 67, the provisions regarding notice of a General Meeting are as follows:

20.1 21 clear days' notice at the least shall be given of every General Meeting to each member, Director, the Company Secretary and the independent examiner;

20.2 The notice shall specify the place, the day and the hour of the General Meeting, the general nature of any business and the full text of any Special Resolutions in terms of Article 26;

20.3 The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any members, persons or organisations entitled to receive notice thereof shall not invalidate any resolution passed at or proceedings of any General Meeting.

CHAIRMAN OF GENERAL MEETINGS

21. The Chairman of the Company, whom failing the Vice-Chairman of the Company (if any) shall act as chairman of each General Meeting. If neither Chairman nor the Vice-Chairman is present or willing to act as chairman of the meeting within 15 minutes after the time at which the General Meeting in question was due to commence, the Directors present shall elect from among themselves one of the Elected Directors who will act as chairman of that meeting.

QUORUM AT GENERAL MEETINGS

22. The quorum for a General Meeting shall be the greater of 12 Ordinary Members or 10% of the Ordinary Members, in either event being present in person. No business shall be dealt with at any General Meeting unless a quorum is present.
23. If a quorum is not present within 15 minutes after the time at which the General Meeting was due to commence – or if, during a General Meeting, a quorum ceases to be present – the General Meeting shall stand adjourned to such time and place as may be fixed by the chairman of the meeting.

VOTING AT GENERAL MEETINGS

24. The chairman of the meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.
25. The provisions regarding voting are as follows:
 - 25.1 Each Ordinary Member shall have one vote, to be exercised in person by a show of hands (unless a secret ballot is demanded by the chairman of the meeting, or by at least two Ordinary Members present at the meeting and entitled to vote, which may be demanded only before any show of hands takes place and shall be taken immediately at the same meeting, shall be conducted in such a manner as the chairman of the meeting may direct and the result of which shall be declared at the same meeting at which the ballot was demanded and, in that event, the chairman of the meeting shall appoint and instruct tellers, who may cast their own personal votes if Ordinary Members);
 - 25.2 Associate and Junior Members shall have no vote;
 - 25.3 Voting cannot be by proxy;
 - 25.4 In the event of an equal number of votes for and against any resolution, the chairman of the meeting shall have a casting vote as well as any deliberative vote.
26. At any General Meeting, a resolution put to the vote of the meeting shall be voted upon by a simple majority of the Ordinary Members who are present and voting thereon, except for decisions relating to any of the following Special Resolutions, which shall require to be decided upon by not less than 75% of the Ordinary Members present and voting thereon (no account thereof being taken of members who abstain from voting or who are absent from the meeting), namely:
 - 26.1 To alter the name of the Company; or
 - 26.2 To amend the Purposes; or
 - 26.3 To amend these Articles; or

- 26.4 To wind up the Company in terms of Clause 8 of the Memorandum of Association; or
- 26.5 To purchase or sell or to grant a lease over any heritable property owned by or leased to the Company or any of its subsidiaries and to purchase or take the tenant's part in any lease or sub-lease of heritable property wherever situated; or
- 26.6 To form, acquire or dispose of any subsidiary; or
- 26.7 To create or issue or allow to come into being any mortgage, security, charge or other encumbrance upon any part or parts of the property or assets of the Company or to obtain any advance or credit in any form other than normal trade credit, or to create or issue by any subsidiary or any debenture or loan stock; or
- 26.8 All other Special Resolutions.
- 27. A resolution in writing signed by or on behalf of all or a sufficient majority of the Ordinary Members (as specified in terms of Article 26) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Such resolution may consist of several documents in the same form, each signed by or on behalf of one or more Ordinary Members.
- 28. The chairman of the General Meeting may, with the consent of a majority of the Ordinary Members present and voting thereat, adjourn the General Meeting to such time and place as he or she may determine.

APPOINTMENT OF DIRECTORS

- 29. The affairs, property and funds of the Company shall be directed and managed by a Board of Directors. The Board may well exercise all such powers of the Company, and may on behalf of the Company do all acts as may be exercised and done by the Company, other than those required to be exercised or done by the Ordinary Members in a General Meeting, and subject always to these Articles and to the provisions of the Act.
- 30. The number of Directors shall be not less than five and not more than 12. Unless otherwise determined by a special resolution at a General Meeting (but not retrospectively).

INTERIM BOARD

- 31. Upon incorporation of the Company, the following applies with regard to the Interim Board of Directors:
 - 31.1 The Subscribers (all of whom must be Ordinary Members), and any one or more individual persons whom they chose to co-opt as Co-opted Directors in terms of Article 35, shall comprise the Interim Board.

- 31.2 The Interim Board shall remain in office until the first General Meeting of the Company, to be held as soon as practicable after incorporation, at which time each Director on the Interim Board shall retire, but may remain eligible for election thereat (without the period of office between the date of incorporation and the first General Meeting counting as a term of office for the purposes of Article 34.4)

32. Employees of the Company may not be nominated as or become Directors.

COMPOSITION OF THE BOARD OF DIRECTORS

33. From and after the first General Meeting of the Company, the Board shall comprise the following individual persons (a majority of whom shall always be Elected Directors), namely:
- 33.1 Up to 9 individual persons elected as Directors by the Ordinary Members in terms of Article 34 ("the Elected Directors"), who must themselves be Ordinary Members; and
- 33.2 Up to 3 individual persons co-opted in terms of Article 35 ("the Co-opted Directors"), so as to ensure a spread of skills and experience within the Board.
- 33.3 Who shall meet as often as necessary to despatch all business of the Company as specified in the Articles and particularly with reference to the restrictions in the quorum for Board meetings specified in Article 42

ELECTED DIRECTORS

34. At the first General Meeting held in terms of Articles 31.2 and 33, the Ordinary Members shall elect up to twelve Elected Directors, in respect of which the following shall apply:
- 34.1 Provided that the first General Meeting in terms of Article 31.2 is held before the first AGM, there shall be no change in or election of Directors at the first AGM (except to the extent of filling any vacancies in the Board left over after the first General Meeting or caused by any retrials since);
- 34.2 At the second, and each subsequent AGM, one third of the Elected Directors, or the nearest number upwards) shall retire from office;
- 34.3 A retiring Elected Director shall retain office until the close or adjournment of the meeting.
- 34.4 A retiring Director shall be eligible for re-election after one term of office, consisting of 3 years.
- 34.5 If no other Director has or Directors have decided or agreed to retire, the Elected Directors to retire at each AGM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Directors on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot;

- 34.6 Nomination of any Elected Director, who shall himself or herself be (or be eligible to become) an Ordinary Member, shall be in writing by not less than any two Ordinary Members delivered to the Registered Office not less than 7 days prior to the date of the AGM in question and wherein the nominee shall confirm his or her willingness to act as an Elected Director if elected; and
- 34.7 Election of any Elected Director shall be by vote of the Ordinary Members, each Ordinary Member having one vote for each vacancy in the Elected Directors on the Board.

CO-OPTED DIRECTORS

35. Subject to Article 33, up to three individuals may be co-opted from time to time by the Board of Directors itself, as follows:
- 35.1 Subject to Article 35.3, a Co-opted Director shall serve until the next AGM after his or her co-option;
- 35.2 A Co-opted Director can be re co-opted at such next AGM;
- 35.3 A Co-opted Director can be removed from office at any time by a simple majority of the Board; and
- 35.4 For the avoidance of doubt, a Co-opted Director may participate fully in and vote at all Board meetings which he or she attends.
- 36.1 The Board may from time to time fill any casual vacancy arising as a result of the retiral (or deemed retiral for any reason) of any Elected Director from or after the date of such retiral or deemed retiral until the next AGM.
- 36.2 The Junior Members shall at each AGM select one of their own number, aged under 16 years, to act as the Junior representative, who will not be a Director but who will be entitled to attend all Board meetings (without a vote) to put forward the views and interests of young people using the services.
36. The Board shall ensure that a Register of Directors is maintained, which sets out the full details of each Director as required for all registration purposes, including the date and type of appointment and the date of retiral.

RETIRAL OF DIRECTORS

37. A Director shall retire or be deemed to retire if:
- 37.1 Being an Elected Director, he or she ceases to be an Ordinary Member in terms of either Articles 7.1 or 16;
- 37.2 He or she becomes prohibited from being a director of a limited company by reason of any order made under the Company Directors Disqualification Act 1986 and every statutory modification and re-enactment thereof for the time being in force; or

- 37.3 He or she is employed by or holds any office of profit under the Company (except where the provisions of Clause 6.4.2 of the Memorandum shall apply); or
- 37.4 He or she becomes incapable for medical reasons of fulfilling the duties of a Director and such incapacity, as certified (if necessary) by two medical practitioners, is expected to continue for a period of more than six months from the date or later date of such certification; or
- 37.5 He or she is absent (without permission of the Board) from more than three consecutive meetings of the Board, and the Board resolves to remove him or her from office; or
- 37.6 By written notice to the Registered Office, he or she resigns as a Director.

CHAIRMAN AND VICE-CHAIRMAN

38. The Board shall meet as soon as practicable immediately after each AGM to appoint a Chairman, and if desired a Vice-Chairman, from the Directors (both of whom must be Ordinary Members)

PERSONAL INTERESTS

39. Any Director and/or employee who has a personal interest in any prospective or actual contract or other arrangement with the Company must declare that interest either generally to the Board or specifically to any relevant meeting of the Company. A personal interest includes not only the interest of the Director or employee in question, but also his or her partner, close relative or business associate, or any firm of which he is a partner or employee, or any limited company of which he is a director, employee or shareholder of more than 5% of the equity.
40. Additionally, the Board may resolve at any time to require all Directors and employees to deliver a Notice of Relevant Interests to the Registered Office, as they arise and at least annually. In that event, the Board shall determine from time to time what interests shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained, which shall be open for inspection by both the board and the members of the Company and, with the express prior written approval of the Director or employee concerned, by members of the public.
41. Whenever a Director finds that there is a personal interest, as defined in Article 39, he or she has a duty to declare this to the Board meeting in question. It will be up to the chairman of the meeting in question to determine:
- 41.1 Whether the potential or real conflict simply be noted in the Minutes of any relevant meeting, or
- 41.2 Whether the Director in question, whilst being permitted to remain in the meeting in question, must not partake in discussions or decisions relating to such matter, or

- 41.3 Whether the Director in question should be required to be absent during that particular element of the meeting and in terms of Article 43, where a Director leaves, or is required to leave, the meeting he or she no longer forms part of the quorum thereat.

QUORUM AT BOARD MEETINGS

42. The quorum for Board meetings shall not be less than one third of all the Directors, or two, whichever is greater, provided that the Elected Directors are always in the majority at any Board meeting. No business shall be dealt with at a Board meeting unless such a quorum is present.
43. A director shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, he or she is not entitled to vote.

MEETINGS OF THE BOARD OF DIRECTORS

44. Meetings of the Board may take place in person or by telephone conference call, video conference call or by any other collective electronic means approved from time to time by the Board.
45. Not less than 14 clear days' notice in writing shall be given of any meeting of the Board at which a decision in relation to any of the matters referred to in Article 26 is to be made, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided. All other Board meetings shall require not less than 7 days' prior notice, unless all Directors agree unanimously in writing to dispense with such notice on any specific occasion.
46. A Director may, and on the request of a Director, the Company Secretary shall summon a meeting of the Board by a notice served upon all Directors, to take place at a reasonably convenient time and date.
47. The Chairman, whom failing the Vice-Chairman (if any), shall be entitled to preside as chairman of all Board meetings at which he or she is present. If at any meeting neither the Chairman nor the Vice-Chairman is present and willing to act as chairman of the meeting within 15 minutes after the time appointed for holding the meeting, the remaining Directors may appoint one of the Elected Directors to be chairman of the Board meeting, which failing the meeting shall be adjourned until a time when the Chairman or Vice-Chairman will be available.
48. The Chairman of the Board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote, on a show of hands only, each Director present having one vote. In the event of an equal number of votes for and against any resolution at a Board meeting, the chairman of the meeting shall have a casting vote as well as a deliberative vote.
49. The Board may delegate any of its powers to sub-committees, each consisting of not less than one Director and such other person or persons as it thinks fit or which it delegates the committee to appoint. Any sub-committee so formed

shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Directors.

50. The Board shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all General meetings and of all Board meetings and of sub-committees, including the names of those present, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval, either by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
51. No alteration of the Memorandum or Articles and no direction given by Special Resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
52. A resolution in writing (whether one single document signed by all or a sufficient majority of the Directors or all or a sufficient majority of the members of any sub-committee) whether in one or several documents in the same form each signed by one or more Directors or members of any relative sub-committee as appropriate, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.
53. The Board may act notwithstanding any vacancy in it, but where the number of Directors falls below the minimum number specified in Article 30 may not conduct any business other than to appoint sufficient Directors to match or exceed that minimum.
54. The Board may invite or allow any person to attend and speak, but not to vote, at any meeting of the Board or of its sub-committees.
55. The Board may from time to time promulgate, review and amend any Ancillary Regulations, Guidelines and/or Policies, subordinate at all times to the Memorandum of Association and these Articles, as it deems necessary and appropriate to provide additional explanation, guidance and governance to members.

COMPANY SECRETARY, MINUTE SECRETARY AND TREASURER

56. The Board shall appoint a Company Secretary for such term and upon such conditions as it may think fit. The Company Secretary may be removed by the Board at any time.

57. The Board may appoint a Minute Secretary, for the purposes of Article 50, for such term, at such remuneration (if any), and upon such conditions as it may think fit. The Minute Secretary may be removed by the Board at any time.
58. The Board may appoint a Treasurer for such term and upon such conditions as it may think fit. The Treasurer may be removed by the Board at any time. Whilst in post, the Treasurer may be required (but shall have no vote at) Board meetings during his or her tenure as Treasurer, except any part or parts thereof dealing with his or her employment or remuneration, or any other matter which the Board wish to keep confidential.

FINANCES

59. The bank account or accounts of the Company shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time determine.
60. All cheques and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such matter as the Board shall from time to time by resolution determine.
61. The signatures of two of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Company; at least one out of the two signatures must be the signature of a director. No two signatories shall be related or connected to each other by way of spouses, partners, close relatives, or business associates.
62. The Board shall ensure that all funds and assets of the Company are applied towards achieving the Purposes.

ACCOUNTS

63. The Board shall cause accounting records to be kept in accordance with the requirements of the Act and other relevant regulations.
64. The accounting records shall be maintained by the Treasurer, or otherwise by some other person or persons, as determined by, the Board. Such records shall be kept at such a place or places as the Board shall think fit and shall always be open to the inspection of the Directors.
65. The accounts of the Company shall be independently examined regularly: at least once in every year. An independent examiner shall be appointed for this task by the Board on the direction of members in General Meeting.
66. At each AGM, the Board shall provide the members with a copy of the accounts for the period since the last preceding accounting reference date or (in the case of the first account since the incorporation of the Company). The accounts shall be accompanied by proper reports of the Board and the independent examiner. Copies of such accounts shall, not less than 21 clear days before the date of the General Meeting at which they fall to be approved,

be delivered or sent to all members, Directors, the Company Secretary and the independent examiner, or otherwise be available for inspection on the website of the Company (with all members, Directors, the Company Secretary and the independent examiner being made aware that they are so available for inspection there).

NOTICES

67. A notice may be served by the Company upon any member, either personally or by sending it by post, fax, e-mail or other appropriate electronic means, addressed to such member at his or her or its address as appearing in the Register of Members.
68. Any notice, whether served by post or otherwise, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or is otherwise despatched.
69. The business of the Company and all its correspondence with and notification to or from members may be conducted equally validly and effectively if transmitted by fax or e-mail or other appropriate electronic means (except where a member specifically requests all such correspondence and notification by post) or otherwise if publicised on the website of the Company where the Company has advised each member of this and has taken due steps to notify by other reasonable means all other members who state that they do not have access to the internet.

INDEMNITY

70. Subject to the terms of the Act and without prejudice to any other indemnity, the Directors, or member of any sub-committee, the Company Secretary, Treasurer and all employees of the Company shall be indemnified out of the funds of the Company against any loss or liability (including the costs of defending successfully any court proceedings) which he, she or they may respectively incur or sustain, in connection with or on behalf of the Company and each of them shall be chargeable only for so much money as he or she may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his or her own acts, receipts, neglects or defaults only.


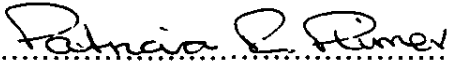
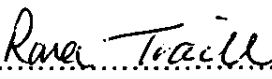
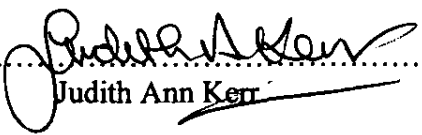
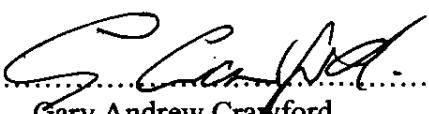
ALTERATION TO THE MEMORANDUM and ARTICLES OF ASSOCIATION

71. Any alteration to the Memorandum and/or these Articles may be made only upon the following conditions:
 - 71.1 Upon the decision of not less than 75% of the Ordinary Members present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose in terms of Article 26;
 - 71.2 With the written consent of the Office of the Scottish Charity Regulator (and its successors) in terms of Section 16 of the Charities and Trustee Investment (Scotland) Act 2005.

DISSOLUTION

72. Clause 8 of the Memorandum of Association of the Company, relating to the winding up and dissolution of the Company, shall have effect as if its provisions were repeated in these Articles.

Names and addresses of subscribers

1. 
Name: Nicholas James St Aubyn
Address: 15 Ballingall Park
Glenrothes
KY6 3QT
2. 
Name: Patricia Rodger Plimer
Address: 19 Dunnotar Place
Raith Heights
Kirkcaldy
KY2 5YH
3. 
Name: Rona Traill
Address: 85 Mid Street
Kirkcaldy
KY1 2QB
4. 
Name: Judith Ann Kerr
Address: 43 Balwearie Crescent
Kirkcaldy
KY2 5LT
5. 
Name: Gary Andrew Crawford
Address: 12 Wellbank Gardens
Glenrothes
KY7 4TR

6. Jackie Barbour

Name: Jackie Barbour

Address: Wildacre Cottage
Wester Balgarvie
Cupar
KY15 4NE

7.

Name:

Address:

Dated: 9th June 2015

Witness to the above signatures:

..... Laura Crombie

Name: Laura Crombie

Occupation: Service Manager

Address: 5 Dryburgh Road
Coatown of Wemyss
Kirkcaldy
KY1 4PB