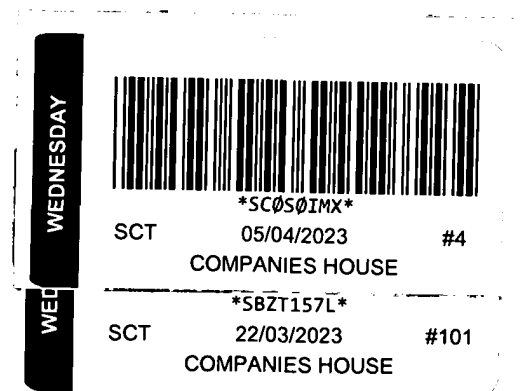


THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Company No: 340206
Charity No: SC035036

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
CLUED UP PROJECT



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, for directors and staff, as allowed by law.
- 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 are subject to:

- (i) a prior written agreement by the unconflicted members of the Board of Directors setting out the maximum amount to be paid
- (ii) the unconflicted members of the Board of Directors are satisfied that the maximum amount to be paid is reasonable and in the interests of the charity
- (iii) immediately after the agreement, less than half the total number of directors are getting paid directly/indirectly from the charity

6.4.2. Reasonable and proper remuneration to any director/member/connected person in return for specific services actually rendered to the Company (not being of a management nature normally carried out by a director of the Company). Such remuneration is subject to:

- (i) a prior written agreement by the unconflicted members of the Board of Directors setting out the maximum amount to be paid
- (ii) the unconflicted members of the Board of Directors are satisfied that the maximum amount to be paid is reasonable and in the interests of the charity
- (iii) immediately after the agreement, less than half the total number of directors are getting paid directly/indirectly from the charity

For clarification the term “connected to” includes:

- spouses, civil partners and cohabitees of a charity trustee
- child, stepchild, parent, grandchild, grandparent, brother or sister of a charity trustee (and a spouse of any such person)
- an institution controlled by a charity trustee or a person connected with them or two or more trustees/connected persons when taken together
- a body corporate or company in which the charity trustee or a person connected with them has a substantial interest, or
- a Scottish partnership (business) in which the charity trustee or, a person connected with them is a partner.

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.

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.
 - “**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 General meeting 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 14 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 auditor or independent examiner, whichever appropriate
- 18.5. Approval of the accounts of the Company; and
- 18.6. The appointment of the auditor or independent examiner, whichever appropriate

19. The provisions with regard to General Meetings are as follows:

- 19.1 All meetings, other than AGMs, shall be called General Meetings.
- 19.2 The Board may convene General Meetings whenever it thinks fit and
- 19.3 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).
- 19.4 A notice calling a meeting shall specify the time and hour and place of meeting (subject to Article 19.5); it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see Article 27) (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.
- 19.5 If members and directors are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s), the notice (or notes accompanying the notice) must:
 - (a) set out details of how to connect and participate via that link or links; and
 - (b) (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the following options:
 - (i) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - (ii) appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should use that proxy vote in relation to each resolution to be proposed at the meeting;
 - (iii) (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting;
- 19.6 Where a general meeting is to involve participation solely via audio and/or audio-visual links, the notice (or notes accompanying the notice) must include

a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to Article 19.7) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.

- 19.7 The chairperson of a general meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.
- 19.8 The directors may if they consider appropriate (and must, if that is required under Article 20) make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:
- (a) the means by which members and directors can participate via those link(s) are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;
 - (b) the notice calling the meeting (or notes accompanying the notice) contains the information required under Article 19.5; and
 - (c) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and directors who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and directors (if any) who are attending in person (and vice versa).
20. If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the membership, the directors must make arrangements for members and directors to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs (a) to (c) of Article 19.8 will apply.
- (i) Reference in Articles 19.5 to 19.9 and Article 20) to members, should be taken to include proxies for members (and authorised representatives of members which are corporate bodies).
- 20.1. A general meeting may involve two or more members or directors participating via attendance in person while other members and/or directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 20.2 An individual participating in a general meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a member [or the authorised representative of a member which is a corporate body], will be deemed to be in attendance) at the meeting.

- 20.3 Where participation in an adjourned meeting is to be by way of audio and/or audio-visual links - with no intention for the adjourned meeting to involve attendance in person by two or more members or directors in one place - the requirement under article 19.4 for the chairperson to fix the place of the adjourned meeting shall not apply.
- 20.6. 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 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy. Any member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting):

- (a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by them; or
- (b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require)
- (c) providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- (d) An instrument of proxy which does not conform with the provisions of article 0, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- (e) A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- (f) A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting and need not be a member of the company.
- (g) A vote given, or ballot demanded, by proxy 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 sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

25.4 Where members are participating in a meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the directors have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.

25.5 Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to in Article 25.4, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).

The principles set out in Articles 25.4 and 25.5 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member or as the authorised representative of a member which is a corporate body.

Technical objections to remote participation in general meetings

These articles impose certain requirements regarding the use of audio and/or audio visual links as a means of participation and voting at general meetings; providing the arrangements made by the directors in relation to a given general meeting (and the manner in which the general meeting is conducted) are consistent with those requirements:

- (a) a member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;
- (b) the general meeting need not be held in any particular place;
- (c) the general meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links – must still be met);
- (d) the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
- (e) a member will be able to exercise the right to vote at the general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the directors) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

- 26. 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.
- 27. 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:
 - 27.1 To alter the name of the Company; or
 - 27.2 To amend the Purposes; or
 - 27.3 To amend these Articles; or
 - 27.4 To wind up the Company in terms of Clause 8 of the Memorandum of Association; or
 - 27.5 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
 - 27.6 To form, acquire or dispose of any subsidiary; or

- 27.7 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
- 27.8 All other Special Resolutions.
28. 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 27) 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.
29. 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

30. 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.
31. 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

32. Upon incorporation of the Company, the following applies with regard to the Interim Board of Directors:
- 32.1 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.
- 32.2 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 35.4)
33. Employees of the Company may not be nominated as or become Directors.

COMPOSITION OF THE BOARD OF DIRECTORS

34. 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:
- 34.1 Up to 9 individual persons elected as Directors by the Ordinary Members in terms of Article 35 (“the Elected Directors”), who must themselves be Ordinary Members; and
- 34.2 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.
- 34.3 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 43.

ELECTED DIRECTORS

35. At the first General Meeting held in terms of Articles 32.2 and 33, the Ordinary Members shall elect up to twelve Elected Directors, in respect of which the following shall apply:
- 35.1 Provided that the first General Meeting in terms of Article 32.2 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);
- 35.2 At the second, and each subsequent AGM, one third of the Elected Directors, or the nearest number upwards) shall retire from office;
- 35.3 A retiring Elected Director shall retain office until the close or adjournment of the meeting.
- 35.4 A retiring Director shall be eligible for re-election after one term of office, consisting of 3 years.
- 35.5 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;
- 35.6 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
- 35.7 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

36. Subject to Article 33, up to three individuals may be co-opted from time to time by the Board of Directors itself, as follows:
- 36.1 Subject to Article 35.3, a Co-opted Director shall serve until the next AGM after his or her co-option;
- 36.2 A Co-opted Director can be re co-opted at such next AGM;
- 36.3 A Co-opted Director can be removed from office at any time by a simple majority of the Board; and
- 36.4 For the avoidance of doubt, a Co-opted Director may participate fully in and vote at all Board meetings which he or she attends.
37. 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.
- 37.1 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.
- 37.2. 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

38. A Director shall retire or be deemed to retire if:
- 38.1 Being an Elected Director, he or she ceases to be an Ordinary Member in terms of either Articles 7.1 or 16;
- 38.2 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
- 38.3 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
- 38.4 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

- 38.5 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
- 38.6 By written notice to the Registered Office, he or she resigns as a Director.

CHAIRMAN AND VICE-CHAIRMAN

39. 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

40. 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.
41. 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.
42. Whenever a Director finds that there is a personal interest, as defined in Article 40, 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:
- 42.1 Whether the potential or real conflict simply be noted in the Minutes of any relevant meeting, or
- 42.2 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
- 42.3 Whether the Director in question should be required to be absent during that particular element of the meeting and in terms of Article 44, 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

43. 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.

44. 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

45. The directors may, if they consider appropriate (and must, if this is required under Article 20) allow directors to participate in directors' meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:
- 45.1 The means by which directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the directors - a barrier to participation; and
- 45.2 The manner in which the meeting is conducted ensures, so far as reasonably possible, that those directors who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those directors (if any) who are attending in person (and vice versa).
- 45.3 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed directors' meeting would not be possible or advisable for one or more of the directors, the directors must make arrangements for directors to participate in that directors' meeting by way of audio and/or audio-visual link(s); and on the basis that:
- 45.4 The requirements set out in paragraphs (a) and (b) of Article 19.5 will apply; and
- 45.5 The directors must use all reasonable endeavours to ensure that all directors have access to one or more means by which they may hear and contribute to discussions at the meeting.
- 45.6 A directors' meeting may involve two or more directors participating via attendance in person while other directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 45.7. For the avoidance of doubt, an individual participating in a directors' meeting via an audio or audio-visual link will be deemed to be present in person (or, if they are not a director, will be deemed to be in attendance) at the meeting.
- 45.8. Where a director or directors are participating in a directors' meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
- 45.9 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend (whether in person or by way of an audio or

audio-visual link) and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.

(a) The principles set out in (technical objections to remote participation) shall apply in relation to remote participation and voting at directors' meetings, as if each reference in that article to a member were a reference to a director and each reference in that article to a general meeting were a reference to a directors' meeting.

46. A resolution agreed to in writing (or by e-mail) by a majority of the directors then in office shall be as valid as if duly passed at a directors' meeting.
- 46.1. A resolution shall not be valid unless a copy of the resolution was circulated to all of the directors, along with a cut-off time (which must be reasonable in the circumstances) for notifications.
- 46.2. If a resolution is circulated to the directors, any one or more directors may, following receipt of a copy of the resolution, notify the secretary that they consider that a directors' meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:
- 46.2. The secretary must convene a directors' meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
- 46.3. The resolution cannot be treated as valid unless and until that directors' meeting has taken place;
- 46.4. The directors may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that directors' meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the directors then in office.
47. 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 27 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.
48. 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.
49. 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.

50. 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.
51. 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.
52. 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.
53. 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.
54. 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.
55. 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.
56. 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.
57. 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

58. 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.
59. The Board may appoint a Minute Secretary, for the purposes of Article 52, 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.
60. 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

61. 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.
62. 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 manner as the Board shall from time to time by resolution determine.
63. 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.
64. The Board shall ensure that all funds and assets of the Company are applied towards achieving the Purposes.

ACCOUNTS

65. The Board shall cause accounting records to be kept in accordance with the requirements of the Act and other relevant regulations.
66. 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.

67. The accounts of the Company shall be independently examined regularly: at least once in every year. An accountant or independent examiner, whichever is appropriate, shall be appointed for this task by the Board on the direction of members in General Meeting.
68. 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 auditor or 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

69. 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.
70. 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.
71. 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

72. 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

73. Any alteration to the Memorandum and/or these Articles may be made only upon the following conditions:

- 73.1 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 27;
- 73.2 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

74. 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.
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