

THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

SPECIAL RESOLUTION

OF

VOLUNTEER DEVELOPMENT SCOTLAND LTD

Passed: 15 November 1996

a) At the Annual General Meeting of Volunteer Development Scotland held at Old Viewforth, Stirling Council, Stirling at 10.00am, the following resolution was duly passed as a special resolution of the company:-

That the Memorandum and Articles of Volunteer Development Scotland Ltd
Be revised and up-dated, and that the revised Memorandum and Articles be
Adopted with immediate effect.

Signed:

Registered Office:-

At 15th November 1996

80 Murray Place
Stirling
FK8 2BX

From 20th April 2009
Jubilee House
Forthside Way
Stirling
FK8 1QZ

From 21st November 1996

72 Murray Place
Stirling
FK8 2BX

Chief Executive

From 3rd October 2001

Stirling Enterprise Park
Stirling
FK7 7RP



THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

MEMORANDUM and ARTICLES of ASSOCIATION

Of

VOLUNTEER DEVELOPMENT SCOTLAND LIMITED

**Alexander Stone & Co
Solicitors
4 West Regent Street
Glasgow G2 1RW
THE COMPANIES ACT 1985**

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

Of

VOLUNTEER DEVELOPMENT SCOTLAND LIMITED

1. The name of the Company is "Volunteer Development Scotland Limited".
2. The registered office of the Company will be situated in Scotland.
3. This Clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable as defined in the purposes of the Charities and Trustees Investment (Scotland) Act 2005 and section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force). Subject to that over-riding qualification, the company's objects are:-

To encourage, stimulate and support volunteering principally in Scotland, and in carrying out this object to advance education, to relieve poverty, sickness and distress and in general to benefit the community.

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

- a) To promote and organise co-operation in the achievement of the above purposes and to that end bring together representatives of voluntary organizations statutory authorities and business sector bodies engaged in the furtherance of the above purposes.
- b) To advise in relation to, prepare, organise and/or conduct seminars, conferences, exhibitions and training courses, and educational and training events and programmes of all kinds.
- c) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings and display materials.
- d) To advise in relation to, commission and/or conduct research projects and programmes and to publish and promote the findings of such research.

- e) To provide other information, advisory and support services which further the aims of the company.
- f) To liaise with central government authorities and agencies, local authorities, local enterprise agencies, local economic development companies, educational establishments, charitable/community benefit bodies and others, all with a view to furthering the aims of the company.
- g) To carry on any activity which may be advantageously carried on in connection with any of the objects of the company.
- h) To promote companies whose activities may further one or more of the above objects or may generate income to support the activities of the company, acquire and hold shares, stocks, debentures and other interests in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- i) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitles to any property or rights suitable for any of the objects of the company.
- j) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.
- k) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
- l) To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- m) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- n) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.
- o) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- p) To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the partner, relatives and dependents of any such individual; and to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- q) To pay training and other allowances to unemployed trainees.

- r) To promote any private Act of Parliament, Provisional Order and other authority to enable the company to carry out its objects, alter its constitution, and achieve any other purpose which may promote the company's interests; and to oppose or object to any application or proceedings which may prejudice the company's interests.
- s) To enter into any arrangement with any organization, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organization, government or authority any charter, right, privilege or concession.
- t) To enter into any arrangement for sharing profit, co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- u) To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- v) To effect insurance against risks of all kinds.
- w) To invest funds not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirements) and to dispose of and vary such investments and securities.
- x) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on.
- y) To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the company.
- z) To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the company is authorized to amalgamate.
- aa) To transfer all or any part of the undertaking, property and rights of the company to any body, incorporated or unincorporated, with which the company is authorized to amalgamate.
- bb) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects.
- cc) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company.

- dd) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise.
- ee) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- ff) To do anything which may be incidental or conducive to the attainment of any of the objects of the company.

And it is declared that in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated.

***4.1 Subject to clause 4.2**

- a) the income and property of the company shall be applied solely towards promotion of its objects as set out in clause 3 of this memorandum of association.
- b) no part of the income or property of the company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the members of the company.
- c) no board director of the company, excluding (for the avoidance of doubt) the senior employee who holds the post of "Director", shall be appointed to any office under the company in respect of which a salary or fee is payable and
- d) no benefit in money or money's worth shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

***4.2 The Company shall, notwithstanding the provisions of clause 4.1, be entitled**

- a) to pay interest at a rate not exceeding a commercial rate on money lent to the company by any director or member of the company
- b) to pay rent at a rate not exceeding the open market rent for premises let to the company by any director or member of the company and
- c) to purchase assets from, or sell assets to, any director or member of the company providing such purchase or sale is at market value.

5. The liability of the members is limited.

- 6. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required but not exceeding one pound.

- *7.1 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association.
- *7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have or may acquire jurisdiction.
- *7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.
- *8.1 Accounting records shall be kept in accordance with all statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.
- *8.2 The company's auditors shall make a report to the members on the annual accounts examined by them, copies of which are to be laid before the company in general meeting.

*(as altered by special resolution passed on 15th November 1996.

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names and address of subscribers

MICHAEL MARTIN
18 South Road
Clarkston
Glasgow
G76

MARGARET E. MACLEOD
2A Glencairn Crescent
Edinburgh
EH12 5BS

Dated 30th August 1987

Witness to the above Signatures,

JOAN CAWLEY
44 Coneypark,
Stirling
FK7 9LU

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL;

ARTICLES of ASSOCIATION

Of

VOLUNTEER DEVELOPMENT SCOTLAND LIMITED
(as adopted by special resolution passed on 15th November 1996)

Membership

1. The subscribers to the memorandum of association and such other individuals and bodies as are admitted to membership under the articles of association of the company in force from time to time shall be the members of the company.
2. Membership shall cease on death or, in the case of a member which is a corporate body, on the liquidation, receivership or dissolution of that body.
3. A member may not transfer his/her/its membership to any other person.

Qualifications for membership

4. Subject to articles 5, 6, 7 and 8 membership shall be open to
 - a) any individual who supports the aims of the company
 - b) any incorporated body which wishes to support the aims of the company
 - c) any individual nominated by an unincorporated body which wishes to support the aims of the company.
5. No employee of the company may become a member; a person admitted to membership shall automatically cease to be a member if he/she becomes an employee of the company.

6. The directors shall be entitled at their discretion to refuse to admit any individual/body to membership even if he/she/it is qualified for membership under article 4 and is not debarred from membership by article 5.
7. The directors shall be bound to refuse to admit an applicant nominated by an unincorporated body if, at the time when the application is considered, another individual nominated by that body is entered as a current member in the register of members.
8. An individual or body, once admitted to membership, will (subject to article 2) remain a member unless and until his/her/its membership is terminated under articles 16, 17, 18 or 20.

Application for membership

9. Any individual/body who/which wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her or (in the case of an application by a corporate body) signed by the appropriate officers of that body; in the case of an individual applying for membership on the basis of nomination by an unincorporated body, the application shall also be signed by the appropriate officers of that body.
10. An application for membership must be accompanied by a remittance for the full amount of the annual membership subscription.
11. Each application for membership shall be considered by the directors at the first meeting of the directors, which is held after receipt by the company of the written application, and remittance required under articles 9 and 10.
12. The directors shall, within a period of seven days after the meeting at which an application for membership is considered, notify the applicant in writing of the directors' decision as to whether or not to admit him/her/it to membership.

Membership subscription

13. The amount of the annual membership subscription applicable to each category of membership, and the categories to be adopted for this purpose, shall be determined from time to time by ordinary resolution of the company.
14. The annual membership subscription shall be due on each accounting reference date of the company and shall (subject to articles 10 and 19) be taken to cover the period from one accounting reference date to the date falling immediately prior to the next accounting reference date.
15. The directors shall give to the members at least ten days' notice of each accounting reference date; each notice shall specify the amount of the membership subscription which will be due and shall state the possible consequence (under the following article) of failure to make payment.

16. If the company has not received a member's annual membership subscription within 50 days after the accounting reference date on which it fell due, the directors may by resolution expel that individual/body from membership; if, however, proper notice under article 15 was not given, a member shall not be liable to be expelled under this article unless he/she/it fails to pay the subscription within 60 days after notice requiring payment has been given to him/her/it.

Withdrawal from membership

17. Any individual/body who/which wishes to withdraw from membership shall lodge with the company a written notice of retrial (in such form as the directors require), signed by him/her or (in case of a corporate body) signed by the appropriate officers of that body; on receipt of the notice by the company he/she/it shall cease to be a member.
18. An individual admitted to membership on the basis of nomination by an unincorporated body shall cease to be a member on receipt by the company of notice withdrawing his/her nomination, signed by the appropriate officers of that body.
19. An individual/body/who/which ceases to be a member shall not be entitled to any refund (total or partial) of the annual membership subscription.

Expulsion from membership

20. The directors may, by resolution passed at any meeting of directors, expel any member for good and sufficient reason.
21. An individual or body expelled from membership under article 20 shall cease to be a member with effect from the time at which the relevant resolution is passed by the board of directors.

General meetings

22. All general meetings other than annual general meetings are to be called extraordinary general meetings.
23. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A(2) of the Act).
24. Subject to the preceding article and to the requirements under section 366 of the Act (which lay down the maximum period which can pass before the first annual general meeting and the maximum period between one annual general meeting and the next), the directors may convene general meetings whenever they think fit.

Notice of general meetings

25. At least twenty one clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 30) or a resolution

requiring special notice under the Act is to be proposed; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.

26. The reference to "clear days" in article 25 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
27. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (see article 30) (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.
28. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
29. Notice of every general meeting shall be given to all the members and directors and to the auditors.

Special resolutions and ordinary resolutions

30. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 25 and 27; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
31. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
 - a) to alter its name
 - b) (subject to the provisions of the Act) to alter its memorandum of association with respect to the company's objects
 - c) to alter any provision of these articles or adopt new articles of association.
32. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against, and (as applicable) the chairperson's casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 25 and 27.

Proceedings at general meetings

33. No business shall be transacted at any meeting unless a quorum is present; 25 members, present in person (in the case of a corporate body, represented by an authorized representative), shall be a quorum.

34. If the quorum required under article 33 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
35. The President shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if the President is not present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the Chair shall act as chairperson.
36. If neither the President nor the Chair is present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson; if there is only one director present and willing to act, he/she shall be chairperson.
37. The President, and all directors (including any of them who is not a member), shall be entitled to attend and speak at any general meeting.
38. The chairperson may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests hi/her to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.
39. A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson or by at least 2 members present in person (or, in the case of a corporate member, present via an authorized representative) at the meeting.
40. If a secret ballot is demanded in accordance with the preceding article, it shall be taken at once and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Votes of members

41. Every member shall (subject to article 42 and paragraph (e) of article 52) have one vote which (whether on a show of hands or on a secret ballot) may be given personally (in the case of a corporate member, via its authorized representative) or by proxy.
42. No member shall be entitled to vote at any general meeting if any part of the membership subscription due by him/her/it has not been paid to the company.
43. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he/she have.
44. A member who/which wishes to appoint a proxy to vote on his/her/it behalf at any meeting (or adjourned meeting) shall lodge with the company, at the company's registered office, not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require), signed by him/her or, in the case of a corporate body, signed by the appropriate officers of

that body; an instrument of proxy which does not conform with the preceding provisions or which is not lodged in accordance with such provisions shall be invalid.

45. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
46. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who/which appointed him/her to speak at the meeting and need not be a member of the company.
47. A member which is a corporate body may authorize any individual to act as its representative at any general meeting of the company; the individual so authorized shall be entitled to exercise the same powers on behalf of the member which he/she represents as that body could exercise if it were an individual member.
48. A vote given, or secret ballot demanded, by proxy or by the authorized representative of a corporate member shall be valid notwithstanding that the authority of the person voting or demanding a ballot has 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 before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
49. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

Categories of director

- 50 For the purposes of these articles

"Members Director" means a director elected/re-elected/appointed under articles 52 to 57

"Appointed Director" means a director appointed or re-appointed under articles 58 to 61

Number of directors

- 51 The maximum number of Directors shall be 15, of whom a maximum of 6 Directors shall be (Elected) Member Directors.

Amended by Resolution September 2016

Election, retiral, re-election: Member Directors

52. Subject to article 52A, the election of Member Directors shall be dealt with as follows:-

- (a) Not less than 8 weeks prior to each annual general meeting of the company, the Secretary shall invite each of the members to nominate himself/herself, or in the case of a member which is a corporate body, one individual, for election to serve as a Member Director with effect from that annual general meeting, and shall issue nomination forms to the members for that purpose.
- b) The nomination form in relation to each individual who is being nominated for election as a Member Director shall be signed by the individual himself/herself and, in the case of a member which is a corporate body, on behalf of that body by its authorized officers; the nomination form, accompanied by brief biographical details of the individual who is being proposed for election, shall be returned to the Secretary by the date occurring 6 weeks prior to the relevant annual general meeting.
- c) Where the number of valid nominations received by the due date under paragraph (b) is equal to, or less than, the number of vacancies, those nominated will automatically serve as Member Directors with effect from the end of the annual general meeting which immediately follows.
- d) Where the number of nominations received by the due date under paragraph (b) exceeds the number of vacancies, the Secretary shall, as soon as reasonably practicable after the date referred to in paragraph (b), prepare a ballot form listing the name of each individual who has been validly nominated for election as a Member Director and shall forward copies of such ballot form – accompanied by the biographical details, as supplied in pursuance of paragraph (b), of the individuals named in the ballot form – to all members.
- e) Each member shall have one vote for each vacant place to be cast in relation to his/her/its preferred candidate in the ballot form issued to that member under paragraph (d); a ballot form which purports to record more than one vote for each vacant place shall be invalid.
- f) The ballot forms referred to in paragraph (d), duly completed and signed by each member, shall be returned to the Secretary by the date occurring 2 weeks prior to the relevant annual general meeting.
- g) In the event that the aggregate number of votes recorded in the ballot forms in relation to two or more candidate's results in a tie, the question of which of the candidates is to serve as a Member Director shall be determined by the Secretary by some random method.
- h) As soon as reasonably practicable after the date referred to in paragraph (f), the Secretary shall calculate the aggregate number of votes recorded against each candidate on the ballot forms and shall determine, on the basis of the votes cast, the identities of those individuals who will serve as Member Directors with effect from conclusion of the annual general meeting which follows; the Secretary's determination shall accord with the provisions of this article 52.
- i) For the purposes of this article, each member, which is a corporate body, may nominate not more than one individual to be elected as a Member Director.
- j) The Secretary's determination under paragraph (h) shall be conclusive and binding, except in the case of manifest error.

- k) The Secretary's determination under paragraph (h) shall be issued at the annual general meeting; each of the individuals identified in the determination will automatically constitute a Member Director with effect from the conclusion of the annual general meeting.
 - l) A nomination form or ballot form shall be in such terms and layout as the directors may reasonably determine from time to time.
 - m) A nomination form or ballot form which does not comply with the requirements of the preceding paragraphs or which is not duly signed or which is not returned to the Secretary by the due date shall be invalid.
- 52A. At the annual general at which these articles of association are adopted, the election of the Member Directors shall be dealt with as follows:-
- a) Any member who wishes to be considered for election as a director at the annual general meeting must lodge with the company written notice (in such form as the directors require), confirming that he/she is willing to be appointed; the notice must be signed by him/her (and, in the case of a member which is a corporate body, on behalf of the body nominating him/her by its authorized officers) and must be lodged with the company at least seven days before the date of the annual general meeting.
 - b) For the purposes of this article, each member which is a corporate body may nominate not more than one individual to be elected as a Member Director; any reference in this article to a member shall be deemed to include the individual nominated for election by a member which is a corporate body.
 - c) At the annual general meeting the company may elect as a director (a "Member Director") any member who has given notice of his/her willingness to accept appointment in accordance with paragraph (a) of this article.
53. If a vacancy arises in relation to the Member Directors in the period between annual general meetings (or if not all places are filled under the Secretary's determination issued under paragraph (h) at an annual general meeting), the Member Directors shall, as soon as reasonably practicable, fill the vacancy by appointing as a Member Director (a) any member or (b) any individual who is nominated by a corporate member.
54. One third (to the nearest whole number) of the Member Directors shall retire from office at the conclusion of each annual general meeting – but shall (subject to article 56) be eligible for re-election in accordance with the provisions of article 52.
55. The Member Directors to retire in pursuance of article 54 shall be those who have been longest in office since they were last appointed or re-appointed; the question of who is to retire as between directors appointed or re-appointed on the same date shall be determined by some random method.
56. A Member Director shall not be eligible to serve as a director for a period in excess of six consecutive years; on expiry of that six-year period, the Member Director shall vacate office and shall be ineligible to serve as a Member Director for one year.

57. For the purposes of article 56,

- a) the period between the date of appointment of a Member Director and the annual general meeting which next follows shall be deemed to be a period of one year unless it is of less than six months' duration, in which case it shall be disregarded in determining the period for which a Member Director has held office
- b) the period between one annual general meeting and the next shall be deemed to be a period of one year
- c) if a Member Director ceases to hold office I re-appointed as a Member Director within a period of six months after he/she ceased to hold office, he/she shall be treated as having held office as a Member Director continuously notwithstanding that interruption.

Appointment, vacating of office, re-appointment: Appointed Directors

58. In addition to their powers of appointment under article 53, the directors may at any time appoint any individual (other than an employee of the company) to be a director (an "Appointed Director") providing he/she is willing to act, either to fill a vacancy or as an additional director.

59. An Appointed Director shall be appointed for a 3 year term after which they will vacate office and this position will be open to reappointment for a period of 3 further years following the full adoption of the appointments process within the Standards of Practice for Directors (and as per section 72).

Amended by resolution December 2007

60. Immediately following each annual general meeting, the directors may reappoint any person, as an Appointed Director, vacated office under the preceding article at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

61. Deleted by resolution December 2008

Appointment of President

62-67 Deleted by resolution September 2016

Disqualification and removal of directors

68. A director shall vacate office if

- a) he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director
- b) he/she is sequestrated

- c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than 6 months
- d) he/she becomes an employee of the company
- e) (in the case of a Member Director) he/she ceases to be a member of the company or, in the case of a director nominated by a corporate body, that body ceases to be a member of the company
- f) he/she resigns office by notice to the company
- g) he/she is absent (without permission of the directors) from more than three successive meetings of directors and the directors resolve to remove him/her from office
- h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

Inserted below (i) – (p) by Resolution 2009

- i) 68(i) he/she is or becomes disqualified from being a charity trustee pursuant to section 69 of the Charities and Trustee Investment (Scotland) Act 2005 (the "2005 Act"); has been suspended or removed as a charity trustee pursuant to section 34 of the 2005 Act; or has been the subject of any direction issued by Office of the Scottish Charity Regulator pursuant to section 28 and/or section 31 of the 2005 Act
- j) 68(j) following an investigation carried out in accordance with the terms of the company's document setting out the standards of good practice and guidance regarding Directors' responsibilities, he/she is found to be or have been in serious or persistent breach of any duties imposed on charity trustees pursuant to section 66 of the 2005 Act
- k) 68(k) he/she is or has been in serious or persistent breach of the company's document setting out the standards of good practice and guidance regarding Directors' responsibilities and, as a result of such breach, two thirds of the other directors vote in favour of the director's removal from office at a meeting of the directors convened for that purpose
- l) 68(l) he/she is involved in a formal arrangement with all of his/her creditors
- m) 68(m) he/she is sentenced to prison for a month or more or have been convicted of a crime of dishonesty for which the rehabilitation period in terms of the Rehabilitation of Offenders Act 1974 has not expired or for which rehabilitation is excluded in terms of the said Act
- n) 68(n) he/she is involved in any legal proceedings in any court or tribunal by or against the company
- o) 68(o) he/she has been removed from a charity under section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 or

- p) 68(p) he/she has had a Disqualification Order made against him/her under the Company Directors' Disqualification Act 1986

Appointments to office

69. Subject to article 70, directors shall be appointed to hold the offices of Chair, Vice Chair, Treasurer and any other offices which the directors may consider appropriate.
70. The appointments under the preceding article shall be made by the Member Directors and the two Appointed Directors nominated for appointment by the Volunteer Bureaux Representatives Group, at meetings of directors (the remaining Appointed Directors having no power to vote in respect of such appointments).
71. Each office shall be held for three years; a director whose period of office expires under this article may (subject to article 72) be re-appointed to that office under article 69 (providing he/she is willing to act).
72. A director may hold an office under article 69 for a maximum of two terms each of three consecutive years, after which he/she shall not be eligible for re-appointment under article 69.
73. The appointment of any director to an office under article 69 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
74. If the appointment of a director to any office under article 69 terminates, the directors shall appoint another director to hold the office in his/her place.

Directors' interests

75. Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial), a director (notwithstanding his/her office)
- a) may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company
 - b) may be a party to, or have some other personal interest in, any transaction in which the company or any associated company has an interest
 - c) may be a director or secretary of, or employed by, or have some other personal interest in, any associated company

and

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

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

76. For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to "associated company" shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.

Directors' remuneration and expenses

77. No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 69.
78. The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings or meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

Powers of directors

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

Proceedings of directors

81. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
82. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
83. Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.
84. The directors shall meet at least 6 times a year.
85. The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed at any other number, shall be six; notwithstanding the preceding provisions of this article, a quorum shall not be deemed to be constituted (subject to article 86) unless at least one of the office-bearers referred to in article 69 is present at the meeting;

86. If there are no office-bearers present at a meeting of directors and it is considered by the directors present that there would be a risk of serious prejudice to the company's interests if consideration of a particular matter due to be considered at that meeting were postponed, the quorum for the transaction of business shall be deemed to be satisfied if six directors are present notwithstanding that no office-bearers are present.
87. The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or he/she may act only for the purpose of filling vacancies or of calling a general meeting.
88. Unless he/she is unwilling to do so, the Chair shall preside as chairperson at every meeting of directors at which he/she is present; if the Chair is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the Vice-Chair shall preside as chairperson of the meeting and if/she is unwilling to preside as chairperson or is not present the directors present may appoint one of their number to be chairperson of the meeting.
89. A maximum of 3 observers may be invited to attend meetings of directors; for the avoidance of doubt, the observers shall be entitled to attend and speak at meetings of directors but shall not be entitled to vote.
90. For the avoidance of doubt, individuals attending meetings of directors under the preceding article shall not be deemed to be directors for the purposes of these articles or any statutory provision.
91. A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.
92. For the purposes of the preceding article, an interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force as at the date of adoption of these articles), shall be treated as a personal interest of the director.
93. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
94. The company may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of article 91.

Sub-committees and working groups

95. The directors may, subject to articles 98, 99 and 100, delegate to any sub-committee or working group all such powers as the directors may think fit; any such delegation shall be made collaterally with, and not to the exclusion of, the directors' powers and may be revoked or altered.

96. The members of a sub-committee or working group shall include at least one director and a majority of the other members of the committee/group shall be members of the company; the remaining members of the committee/group need not be members of the company.
97. The director included among the members of a sub-committee or working group (or, if more than one director is included among the members of the committee, the director appointed to such office at a meeting of directors) shall hold office as convener of the committee/group.
98. Each sub-committee or working group shall regulate its proceedings in accordance with the directions issued by the directors of the company and shall give effect to any instruction or decision on matters of principle issued or made by the directors of the company.
99. Unless otherwise determined by special resolution, the following matters shall be excluded from delegation to any sub-committee or working group
- a) any introduction of a new policy or any change in policy, which could have a significant impact on, the company or which would fall within the responsibility of another committee/group or conflict with the declared policy of another committee/group.
 - b) Any matter involving expenditure not in accordance with the financial regulations of the company
 - c) Any capital building project
100. All contracts with third parties in connection with the discharge of the functions of a sub-committee or working group shall require the prior approval of the board of directors and shall be entered into by the convener of the committee/group or, in his/her absence, by some other director of the company; no member of a sub-committee or working group (other than a director) shall contract, or hold himself/herself out as contracting, on behalf of the company.
101. All acts done by a sub-committee or working group shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the committee/group or that any member of the committee/group was not qualified to act a such, be as valid as if every such person has been duly appointed and was so qualified.
102. A resolution in writing signed by all the members of a sub-committee or working group shall be as valid and effectual as if it has been passed at a meeting of the committee/group duly convened and held; it may consist of several documents in the same form each signed by one or more members of the committee/group.

Delegation to committees of directors and holders of offices

103. The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the Chair or a director holding any other office such of their powers as they consider appropriate.

104. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and may be revoked or altered.
105. Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

Secretary

106. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they think fit; and any secretary so appointed may be removed by them.

Minutes

107. The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors, and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present and the minutes of each meeting shall be signed by the chairperson of that meeting.

Accounts

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

Notices

109. Any notice to be given in pursuance of these articles shall be in writing; the company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address, or by sending it by facsimile or electronic transmission.
110. Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

Winding-up

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

Indemnity

112. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer of the company shall be indemnified out of the assets of the company against any loss or liability which he/she may

sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality, any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

Interpretation

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