

THE COMPANIES ACT 1985

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| COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL |
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MEMORANDUM and ARTICLES of ASSOCIATION

Of

ROSEMOUNT LIFELONG LEARNING

Company Number SC190521

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MEMORANDUM of ASSOCIATION  
Of  
ROSEMOUNT LIFELONG LEARNING

1. The Company's name is "Rosemount Lifelong Learning".
2. The Company's registered office is to be situated. In Scotland.
3. This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the Company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable for the purposes of section 505 of the Income and Corporation Taxes 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:
  - a. To promote the benefit of the inhabitants Glasgow ("the Operating Area") without distinction of race, class, nationality, disability, sexuality, political, religious or other opinions and to provide facilities in the interest of social welfare for recreational and leisure time occupation with the objective of improving the conditions of life of the said inhabitants.
  - b. To advance education among the residents of the Operating Area, particularly among lone parents and the long-term unemployed.
  - c. To promote and/or provide training in skills of all kinds, particularly such skills as will assist residents of the Operating Area in obtaining paid employment.
  - d. To promote, establish and operate other schemes of a charitable nature for the benefit of the community within the Operating Area.

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

- a. To provide a range of services for children and families in the Operating Area covering: family support, childcare, adult education, health, community outreach and the promotion of good practices.
- b. To promote Companies whose activities may further one or more of the above objects, 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.
- c. To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the Company.
- d. 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.
- e. 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.
- f. To sell, feu, let hire, licence, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the Company.
- g. 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.

- h. 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.
- i. To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- j. To remunerate any individual in the employment of the Company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the Company and the spouse, widow/er, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person .
- k. To oppose or object to any application or proceedings, which may prejudice the Company's interest.
- l. To enter into arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company and to obtain from any such organisation, government or authority any right, privilege or concession.
- m. To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- n. To effect insurance against risks of all kinds.
- o. To invest funds not immediately required for the purposes of the Company's activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- p. 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.
- q. 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.
- r. 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.
- s. 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.
- t. 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 other capacity and either alone or in conjunction with others.
- u. To do anything which may be incidental or conducive to the attainment of any of the objects of the Company.

3. And it is declared that

- i. In this clause where the context so admits, “property” means any property, heritable or moveable, real or personal, wherever situated.
  - ii. In this clause, and throughout this memorandum of association the word “charitable” shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.
4.
  - a. The income and property of the Company shall be applied solely towards promoting the Company’s objects (as set out in clause 3 of this memorandum of association).
  - b. No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the members of the Company, whether by way of dividend, bonus or otherwise.
  - c. No Director of the Company shall be appointed as a paid employee of the Company; no director shall hold any office under the Company for which a salary or fee is payable.
  - d. No benefit (whether in money or in any kind) 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.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1.00) to the company’s assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 7.1 If on the winding-up of the Company any property remains after satisfaction of all the Company’s debts and liabilities, such property shall not be paid to or distributed among the members of the Company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the Company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association.
- 7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the Company with the approval in writing of The Rosemount Development Trust at or before the time of dissolution or, failing such determination and approval, 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 applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Company; such accounting records shall be open to inspection at all times by any director of the Company and, with the prior approval of the Directors, any funder of the Company.
- 8.2 The Company’s auditors shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure

account and on all group accounts, copies of which are to be laid before the Company in general meeting.

WE, the subscribers to this memorandum of association, wish to be  
formed into a company pursuant to this memorandum.

|                                       |
|---------------------------------------|
| Names and addresses<br>Of subscribers |
|---------------------------------------|

1. Ellen Mary McConnon

[REDACTED]

2. Elizabeth McIlroy

[REDACTED]

3.

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Dated 14/10/98

Witness to the above signatures: -

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION  
Of  
ROSEMOUNT LIFELONG LEARNING

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Membership

1. The subscribers to the memorandum of association and such other persons as are admitted to membership under articles 9 to 17 shall be the members of the Company.
2. Membership shall cease on death.
3. A member may not transfer his/her membership to any other person.

Qualification for membership

4. Subject to articles 5,6 and 7, membership shall be open to:-
  - a. Any individual who is a resident of the Glasgow (“the Operating Area”)
  - b. Any individual whose place of employment or place of business is within the Operating Area.
  - c. Any individual who (although not qualifying under paragraph (a) or (b) is nominated by two members who themselves (according to the entries in the register of members) qualify under one or both of those paragraphs.
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 person to membership even if he/she is qualified for membership under article 4 and is not debarred from membership by article 5.
7. The Directors shall not admit any person to membership if admitting him/her would have the result that the local members no longer constituted a majority of the membership; for this purpose, a “local member” shall mean a member who, according to the entries at the time in the register of members fulfils either or both of the qualifications laid down by paragraphs (a) and (b) of article 4.

8. A person, once admitted to membership, may remain a member even if he/she ceases to fulfil any of the qualifications under article 4.

#### Application for membership

9. Any person who 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 and (in the case of an application under paragraph C of Article 4) signed by the persons nominating him/her for membership an application must be accompanied by a remittance for the full amount of the annual membership subscription.
10. Where an applicant claims to qualify under paragraph (a) or (b) of article 4, he/she shall lodge with the Company such evidence of his/her home address (or, in the case of an application under paragraph (b), of his/her place of business) as the Directors require.
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 (and, if appropriate, supporting evidence) 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 to membership; if the decision was to refuse admission, the Directors shall return to the applicant the remittance lodged by him/her under article 9.

#### Special Member

13. Rosemount Development Trust shall be entitled to become a member of the Company; on admission to membership under article 14, Rosemount Development Trust shall constitute "the Special Member" for the purposes of these articles.
14. Rosemount Development Trust may lodge with the Company a written application for membership, duly executed by it; it shall automatically constitute a member of the Company with effect from the date on which the application is given to the Company.
15. The Special Member shall not require to pay any membership subscription; articles 19 to 22 shall be deemed to be modified accordingly.
16. The Special Member shall have the rights conferred by article 32 (giving of notice of general meetings) and articles 103 and 104 resolution to effect fundamental change to memorandum or articles) and its duly authorised representative shall be entitled to attend and speak at any meeting at which a resolution of a nature referred to in article 104 is to be proposed.
17. Except as specified or referred to in the article 16, the Special Member shall have no power to attend, speak or vote at any general meeting.

#### Register of Members

18. In addition to the particulars required by section 352 of the Act, there shall be entered in the register of members against the name of each member (other than the Special Member) particulars of the qualifications(s) under paragraphs (a) and (b) of article 4 which (on the basis of the evidence last supplied by him/her to the company) he /she fulfils or, if he/she does not (on the basis of that evidence) fulfil any of such qualifications, a statement to that effect.

#### Membership subscription

19. Unless otherwise determined by ordinary resolution, the amount of the annual membership subscription shall be £1.00.
20. The annual membership subscription shall be due on each accounting reference date of the Company and shall (subject to articles 9 and 240) be taken to cover the period from one accounting reference date to the date falling immediately prior to the next accounting reference date.

21. 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.
22. If the Company has not received a member's annual membership subscription within fourteen days after the accounting reference date on which it fell due, the Directors may by resolution expel that person from membership; if, however, proper notice under article 21 was not given, a member shall not be liable to be expelled under this article unless he/she fails to pay the subscription within 24 days after notice requiring payment has been given to him/her.

#### Withdrawal from membership

23. Any person who wishes to withdraw from membership shall lodge with the Company a written notice of retiral (in such form as the Directors require), signed by him/her; on receipt of the notice by the Company he/she shall cease to be a member.
24. A person who ceases to be a member shall not be entitled to any refund (total or partial) of the annual membership subscription.

#### General Meetings

25. All general meetings other than annual general meetings are to be called extraordinary general meetings.
26. The charity shall hold a meeting of members attending in person or virtually in each calendar year, to be called an 'annual general meeting' or 'AGM'. The charity trustees [Board etc] may call other meetings of the members attending in person or virtually as they think fit. Such meetings may be entirely virtual meetings or hybrid meetings as the circumstances allow.
27. 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).
28. Subject to the preceding article and to the requirements under section 366 of the Act (which lay down 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

29. 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 33) 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.
30. The reference to "clear days" in article 28 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.
31. 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 33) (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.
32. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
33. Notice of every general meeting shall be given to all the members and Directors and to the auditors.

#### Special resolutions and ordinary resolutions.

34. 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 28 and 30; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

35. 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.
36. 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 has been given in accordance with articles 28 and 30).

#### Proceedings at general meetings

37. No business shall be transacted at any meeting unless a quorum is present; 5 members present to be quorum . A meeting of members of the charity or a meeting of the charity trustees [Board etc] where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending virtually.
38. A quorum shall not be deemed to be constituted at any meeting at which any resolution of a nature referred to in article 104 (fundamental change to memorandum or articles) is to be proposed unless the duly authorised representative of the Special Member is present.
39. If the quorum required under article 36, or (as applicable) article 37, 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 places as may be fixed by the chairperson of the meeting.
40. The Convener shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if the convener is not 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.
41. A Director shall, even if he/she is not a member, be entitled to attend and speak at any general meeting.
42. The chairperson may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.
43. 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, by the representative of the Special Member or by at least 4 members present in person at the meeting.
44. 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

45. Every member shall (subject to articles 17 and 103) have one vote which (whether on a show of hands or on a secret ballot) must be given personally.

46. 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 may have.

#### Categories of director

47. For the purposes of these articles
- “Member Director” means a Director (drawn from the membership of the Company) elected or re-elected by the members under articles 49 to 55
- “Appointed Director,” means a (non –member) Director appointed or re-appointed by the Directors under articles 56 to 59.
48. Unless otherwise determined by special resolution, the maximum number of directors shall be 18 of whom a maximum of 10 directors and a maximum of 3 Directors shall be Appointed Directors.
49. The Member Directors shall at all times constitute a majority of the Directors.

#### Election, retrial, re-election: Member Directors

50. Any member who wishes to be considered for election as a Director at an annual general meeting must lodge with the company a 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 must be lodged with the Company at least seven days before the date of the annual general meeting.
51. At an 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 the preceding article.
52. The Directors may at any time appoint any member providing he/she is willing to act) to be a director (a “Member Director”), either to fill a vacancy or as an additional Director.
53. At the first annual general meeting, all the Member Directors shall retire from office.
54. At each annual general meeting, (other than the first)
- a. Any Member Director who was appointed by the directors (under article 51) in the period from the date of the last annual general meeting shall retire from office and
- b. Out of the remaining Member Directors, the 2 Directors who have been longest in office since they were last appointed or re- appointed shall retire from office.
55. If two or more Directors were appointed or re-appointed on the same date, the question of which of them is to retire under paragraph (b) of article 53 shall be decided by some random method.
56. The Company may at any annual general meeting re-elect any Member Director who retires from office at the meeting under articles 52 or 53 (providing he/she is willing to act); if any such Member Director is not re-appointed, he/she shall retain office until the meeting appoints someone in his/her place or if it does not do so, until the end of the meeting.

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

57. In addition to their powers of appointment under article 51, the Directors may at any time appoint any non-member (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.
58. At the conclusion of each annual general meeting (including the first) all Appointed Directors shall vacate office.
59. Immediately following each annual general meeting, the directors may re-appoint any person who, 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.

#### **Disqualification and removal of Directors**

60. A Director shall vacate office if
- a. he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a Director
  - b. he/she is sequestered
  - c. he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than 6 months
  - d. he/she becomes an employee of the Company
  - e. he/she resigns office by notice to the Company
  - f. he/she is absent for a period of more than 3 months (without permission of the Directors) from meetings of Directors held during that period and the Directors resolve to remove him/her from office
- or
- g. he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

#### **Appointments to office**

61. Directors shall be appointed to hold the offices of convener, vice convener, treasurer and any other offices which the Directors may consider appropriate.
62. The appointments under the preceding article shall be made at meetings of Directors.
63. Each office shall be held (subject to article 64) until the conclusion of the annual general meeting which next follows appointment; a director whose period of office expires under this article may be re-appointed to that office under article 61 (providing he/she is willing to act).
64. The appointment of any Director to an office under article 61 shall terminate if he/she ceases to be a Director or if he/she resigns from that office by notice to the Company.
65. If the appointment of a Director to any office under article 61 terminates, the Directors shall appoint another Director to hold the office in his/her place.

#### **Directors' interest**

66. 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 (not withstanding) 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 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.
67. 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/her; 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**

68. 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 61.

69. 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.

#### Alternate directors

70. A Director (excluding, for the avoidance of doubt, an alternate director) may appoint any other Director, or any other person not being an employee of the Company willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him/her.
71. Any appointment or removal of an alternate director may be effected by notice to the Company signed by the Director making or revoking the appointment or may be effected in any other manner approved by the Directors.
72. A notice appointing an alternate Director may specify that the appointment is to relate only to the particular meeting at which the director will not be present; in the absence of a statement to that effect, the appointment will be deemed to relate to carrying out all the functions of the director until such time as the appointment is revoked.
73. An alternate Director shall, subject to the following article and to the terms of notice and appointment, be entitled to be given notice of all meetings of Directors and to attend and vote at such meetings at which the director who appointed him/her is not personally present and generally to perform all the functions of his/her appointer as a Director in his/her absence.
74. No notice of a meeting of Directors need be given to an alternate Director who is absent from the United Kingdom.
75. An alternate Director shall not be entitled to receive any remuneration from the Company for his/her services as an alternate Director.
76. An alternate Director shall, subject to the following article, cease to be an alternate Director if his/her appointer ceases to be a Director.
77. If a Director vacates office at the conclusion of an annual general meeting but is then re-appointed immediately following the annual general meeting, any appointment of an alternate Director made by him/her which was in force immediately prior to vacating office shall continue after his/ her re-appointment.
78. An alternate Director shall alone be responsible for his/her own acts and defaults; an alternate Director shall not be deemed to be the agent of the Director appointing him/her.
79. Reference in these articles to Directors shall, unless the context otherwise requires, be construed as including alternate Directors.

#### Powers of directors

80. 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.
81. A meeting of directors at which a quorum is present may exercise all powers exercisable by the Directors.

#### Proceedings of directors

82. Subject to the provisions of these articles, the Directors may regulate their proceedings as they think fit.
83. Any director may call a meeting of the Directors or request the secretary to call a meeting of the Directors.

84. 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.
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 5.
86. 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.
87. Unless he/she is unwilling to do so, the convener shall preside as chairperson at every meeting of Directors at which he/she is present; if the convener is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairperson of the meeting.
88. 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 interest of the Company.
89. 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 at the date of incorporation of the Company) shall be treated as a personal interest of the Director.
90. 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.
91. 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 88.

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

92. The Directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the convener or a Director holding any other office such of their powers as they consider appropriate.
93. 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.
94. 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

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

#### Minutes

96. 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

97. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or as authorised by the Directors or by ordinary resolution of the Company.

## Social and community benefits

98. The Directors shall issue a report each year to the members of the Company (in such form as the directors may reasonably deem appropriate), setting out the social and community benefits, which they consider the activities of the Company to have achieved.
99. The Directors may arrange for an objective assessment (such assessment being referred to in these articles as a “social audit”) to be made on an annual basis of the social and community benefits achieved by the Company; the social audit, in addition to examining the effectiveness of the Company in relation to pursuit of its objectives, shall address matters bearing upon the welfare of employees.

## Notices

100. 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.
101. 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

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

## Fundamental changes to memorandum or articles

103. If at any meeting any resolution of a nature referred to in article 104 is proposed, the Special Member shall, in relation to that resolution, have such number of votes as exceeds by one the total number of votes which may be cast at the meeting; the preceding provisions of this article shall apply also in relation to any alteration (the adoption of additional or substitute provisions being deemed for this purpose to constitute an alteration) to the memorandum or articles of association which would exclude or modify the operation of this article.
104. The provisions of article 103 shall apply in relation to
- a. any resolution to alter the provisions of the memorandum or articles of association with respect to the objects of the Company
  - b. any resolution for the alteration of the memorandum or articles of association of the Company (the adoption of additional or substitute provisions being deemed for this purpose to constitute an alteration) where the effect of such alteration would be that the memorandum and articles of association of the Company ceased to incorporate provisions to the following effect: -
    - i. No part of the income or property of the Company may be paid or transferred to the members of the Company by way of dividend or other distribution.
    - ii. All surplus assets on a winding up of the Company are to be transferred to a charitable body or applied to a charitable purpose; none of such surplus assets may be distributed among the members of the Company.
    - iii. No Director of the Company shall receive from the Company any payment or benefit in kind for carrying out the ordinary duties of a Director.

iv. An applicant shall not be admitted to membership if his/her admission would have the result that persons fulfilling the qualifications under paragraphs (a) and (b) of article 4 would cease to constitute a majority of the members.

v. The upper limits on the number of Directors of each category shall be such that, if all places were filled, those Directors who are drawn from the members and subject to periodic retirement/reappointment by the members in general meeting would constitute a majority of the Directors.

vi. The Directors shall issue a report each year to the members setting out the social and community benefits, which they consider the activities of the Company to have achieved.

## Indemnity

105. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality, any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

## Interpretation

106. 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.
107. References in these articles to the singular shall be deemed to include the plural.

|                                       |
|---------------------------------------|
| Names and addresses<br>Of subscribers |
|---------------------------------------|

Elleen Mary McConnon

[REDACTED]

Elizabeth McIlroy

[REDACTED]

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Dated 14/10/98

Witness to the above signatures: -

|                                       |
|---------------------------------------|
| Names and addresses<br>of subscribers |
|---------------------------------------|

1.

2.

3.

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Dated

Witness to the above signatures: -