

FILE COPY



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

Company No. 332331

The Registrar of Companies for Scotland hereby certifies that

THE GIRLS' BRIGADE IN SCOTLAND

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the 12th October 2007



NSC3323316



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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



12

Please complete in typescript,
or in bold black capitals

CHFP025

Declaration on application for registration

50332331

Company Name in full

The Girls' Brigade in Scotland

I, Alistair S Burrow

of Tods Murray LLP Solicitors, 33 Bothwell Street, Glasgow
, G2 6NL

† Please delete as appropriate

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

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

Declarant's signature

Alistair S Burrow *Alistair S Burrow*

Declared at

GLASGOW REDECLARED AT
GLASGOW

Day Month Year

On

09 10 2007

on 11/10/2007

① Please print name

before me ①

STEPHEN GEORGE HUMPHREYS

Signed

Stephen Humphreys, Notary Public Glasgow 11/10/07
Stephen Humphreys, Notary Public Glasgow

Date

09/10/07

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form

Tods Murray LLP
33 Bothwell Street
Glasgow
G2 6NL

Tel 0141 275 4771

DX number DX 512815 DX exchange Glasgow Central

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
companies registered in England and Wales

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

for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2



30(5)(a)

Please complete in typescript,
or in bold black capitals

CHWP000

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

Company Name in full

The Girls' Brigade in Scotland

I, Alistair S Burrow

of Tods Murray LLP Solicitors, 33 Bothwell Street, Glasgow, G2 6NL

† Please delete as appropriate

a ~~Solicitor engaged in the formation of the company~~ ~~person named as~~
~~director or secretary of the company in the statement delivered under~~
~~section 10 of the Companies Act 1985~~ I do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985

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

Declarant's signature

Alistair S Burrow

Declared at

GLASGOW

Day Month Year

on

09 10 2007

• Please print name

before me •

STEPHEN GEORGE HUMPHREYS

Signed

Stephen George Humphreys

Date

09/10/07

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query

TODS MURRAY LLP (Ref ASB/NXM/61013/002)

33 BOTHWELL STREET

GLASGOW Tel 0141 275 4771

DX number DX 512815 DX exchange GLASGOW CENTRAL

When you have completed and signed the form please send it to the
Registrar of Companies at
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP 4 Edinburgh 2

SINC0368

10



Please complete in typescript,
or in bold black capitals

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

The Girls' Brigade In Scotland

Proposed Registered Office

(PO Box numbers only, are not acceptable)

11A Woodside Crescent

Post town Glasgow

County / Region

Postcode G3 7UL

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address

X

Agent's Name Tods Murray LLP

Address 33 Bothwell Street

Post town Glasgow

County / Region

Postcode G2 6NL

Number of continuation sheets attached

3

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
fo

Tods Murray LLP
33 Bothwell Street
Glasgow
G2 6NL

Tel 0141 275 4771

DX number DX 512815 DX exchange Glasgow Central

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Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or

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

for companies registered in Scotland

DX 235 Edinburgh

FRIDAY

SCI

10/10/2007

506

COMPANIES HOUSE

Company Secretary (see notes 1 5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Caroline

Surname

Goodfellow

Previous forename(s)

Previous surname(s)

Address ††

~~Garle' Brigade Scotland~~~~11A Weeside Crescent~~ 11 Tower Place

Post town

Glasgow Helensburgh

County / Region

Postcode

~~G3 7UL~~ G84 7PA

Country

Scotland

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

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

Consent signature

M Goodfellow

Date

06/10/07

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Morag

Surname

Barnstaple

Previous forename(s)

Previous surname(s)

Address ††

26 Pegasus Avenue

Post town

Carluke

County / Region

Postcode

ML8 5TN

Country

Scotland

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

Date of birth

1/2/06

19/4/6

Nationality

British

Business occupation

BANK MANAGER

Other directorships

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

Consent signature

Morag Barnstaple

Date

06/10/07

Directors

(see notes 1 5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc
* Voluntary details		
Forename(s)	Anne Jamieson	
Surname	Hosie	
Previous forename(s)		
Previous surname(s)		
Address <input type="checkbox"/>	11 Castlevew Drive	
	Stanley Green	
	Post town	Paisley
	County / Region	
	Postcode	PA2 8ED
	Country	Scotland
Date of birth	Day 18 Month 08 Year 1953	Nationality British
Business occupation	CIVIL SERVANT	
Other directorships	NONE	
I consent to act as director of the company named on page 1		
Consent signature	<i>Anne Hosie</i>	Date 06/10/07

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

High S Byrne
for Murray LLP

Date

10/10/2007

Or the subscribers

Signed

Date

(i.e. those who signed
as members on the
memorandum of
association)

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

- 1 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s)

If the director or secretary is a corporation or Scottish firm show the corporate or firm name on the surname line

Give previous forename(s) or surname(s) except that

for a married woman, the name by which she was known before marriage need not be given,

names not used since the age of 18 or for at least 20 years need not be given

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it

Address

Give the usual residential address

In the case of a corporation or Scottish firm give the registered or principal office

Subscribers

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s)

- 2 Directors known by another description

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council

- 3 Directors details

Show for each individual director the director's date of birth, business occupation and nationality

The date of birth must be given for every individual director

- 4 Other directorships

Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**

dormant,

a parent company which wholly owned the company making the return,

a wholly owned subsidiary of the company making the return, or

another wholly owned subsidiary of the same parent company

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director

- 5 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

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

Consent signature**Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

09 03 1954

Nationality British**Business occupation**

SCHOOL TEACHER

Other directorships

NONE

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

Consent signature

Marianne McCafferty

Date

06/10/07

Company Secretary (see notes 1 5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

38 Woodland Avenue

Paisley

PA2 8BH

Scotland

Day Month Year

Date of birth

02 12 1962 Nationality British

Business occupation

Minister of Religion

Other directorships

THE STAR PROJECT

St NINIAN'S EDEN PROJECT

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

Consent signature

Date

E. J. McMahon

06/10/07

Company Secretary (see notes 1 5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

01 04 1951

Nationality

British

Business occupation

OCCUPATIONAL THERAPIST

Other directorships

None

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

Consent signature

Nancy Petrie

Date

06/10/07

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE GIRLS' BRIGADE IN SCOTLAND

2007

ASB G10113 1002

FAS NO 7646



TODS MURRAY LLP
SOLICITORS

33 Bothwell Street Glasgow G2 6NL
Tel 0141 275 4771 Fax 0141 275 4781 DX 512815-Glasgow Central
Also at Edinburgh Quay 133 Fountainbridge Edinburgh EH3 9AG Tel 0131 658 2000 Fax 0131 658 2020 DX ED58
Email maildesk@todsmurray.com
www.todsmurray.com

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE GIRLS' BRIGADE IN SCOTLAND

- 1 The name of the Company is "THE GIRLS' BRIGADE IN SCOTLAND"
- 2 The Registered Office of the Company will be situated in Scotland
- 3 The Company is established for charitable objects and purposes only
- 3 1 In particular the Company is established to help girls become followers of the Lord Jesus Christ, and through self control, reverence and a sense of responsibility, find true enrichment of life. This is done by the formation, development, encouragement and support of local groups (known as companies) for the purposes of training and encouraging girls to follow the standard set by the Lord Jesus Christ for the whole of life and to provide positive Christian teaching and education in the development of individual capabilities, skills and understanding of the social challenges facing young people as they grow in wisdom and stature, such education and teaching to include respect for other religions and the promotion of social harmony, equality and diversity in society
- 4 In furtherance of the said objects, but not further or otherwise, the Company may exercise the following powers or pursue the objects by the following means
- 4 1 To take over the property and assets of Girls' Brigade Scotland (an unincorporated association with Scottish Charity reference SC010980) having its principal place of business at 11A Woodside Crescent, Glasgow G3 7UL and to carry on the work of the Girls' Brigade Scotland as carried out before that take over and to have the benefit of any goodwill associated with such unincorporated association and to indemnify the trustees of Girls' Brigade Scotland in respect thereof,
- 4 2 To provide teaching, instruction, advice, and other assistance to young people and those responsible for their welfare with the intent of fulfilling the objects set out in this Memorandum,
- 4 3 To enter into agreements and engagements with such staff and other persons and advisers as may be deemed appropriate in furtherance of the objects provided in this Memorandum and to remunerate such persons by salary or fees as may be deemed appropriate and proper,
- 4 4 To arrange for the practical equipping of Girls' Brigade work with all that is or may be described as necessary for use among the members,

- 4 5 To provide or maintain a corporate image for The Girls' Brigade in Scotland (hereinafter "the Brigade") which will include a badge and uniform for the Brigade,
- 4 6 To establish and assist the international, national and regional exchange of ideas and information in relation to voluntary uniformed work with girls [and young people], disseminate the useful products thereof and establish and maintain such local, national and international links with other bodies, institutions and companies as may assist in the achievement of the foregoing,
- 4 7 To provide, promote, encourage or undertake organised research, surveys, investigations and experimental work in connection with the objects of the Company and to publish the results of same for the benefit of the general public,
- 4 8 To enter into agreements with such companies, associations and societies, funding bodies, professional organisations and other sponsors to provide goods and services in connection with the Company's activities,
- 4 9 Subject to Clause 5 hereof to employ and pay such accountants, architects, surveyors, solicitors and other professional persons, advisers, workmen and other staff as are necessary for the furtherance of the objects of the Company,
- 4 10 To provide and arrange facilities for travel, accommodation and catering for staff, advisers and other persons assisting in the promotion of the objects of the Company,
- 4 11 To receive, allocate and administer subscriptions, donations, grants, contributions, gifts or bequests made available to the Company for any or all of its objects, whether from public funds or from private sources under the terms and conditions referable to such subscriptions, donations, grants, contributions, gifts or bequests and generally to manage, invest and expend all monies belonging to the Company,
- 4 12 To organise, promote and manage or cause to be organised, promoted or managed fund raising activities, to issue appeals, hold public meetings and take such steps as may be deemed necessary or desirable for the purposes of procuring contributions to the funds of the Company by way of donations or otherwise,
- 4 13 To purchase, take on lease or in exchange, hire or otherwise acquire and hold any heritable or moveable, real or personal property, and to maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) to sell, lease or otherwise dispose of or mortgage any such heritable or moveable, real or personal property and to issue or grant any mortgage, charge, standard security, lien or other security upon all or any part of its property or assets whether present or future,
- 4 14 To invest the moneys of the Company not immediately required for its objects in or upon such investments, securities or properties as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law,
- 4 15 To lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company,

- 4 16 To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company,
- 4 17 Subject to such consents as may be required by law, to sell, let, grant heritable security, charge, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects,
- 4 18 To assist any person, body or bodies financially or otherwise in the furtherance of the above purposes or any of them,
- 4 19 To borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit and to issue any debentures or debenture stock, whether perpetual, irredeemable or otherwise,
- 4 20 To raise funds for and to make donations to charity which donations may represent the whole or any part of the income of the Company for any accounting period or to be made out of any other monies of the Company and generally to establish, promote, form and support or aid in the establishment, promotion and formation and support of any charitable association or body and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further the objects of the Company,
- 4 21 To apply for, register, purchase or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, designs, trade marks, licences, concessions and the like, conferring an exclusive or non exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences or privileges in respect of or otherwise turn to account any rights and information so acquired,
- 4 22 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company,
- 4 23 To enter into any arrangement with any Institution, Corporation, Company, Association, firm or person or with any government or Public Authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or Public Authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions,
- 4 24 To insure and arrange insurance cover for and to indemnify the Company's officers, employees and voluntary workers and those of its members from and against all risks incurred in the course of the performance of their duties as may be thought fit,
- 4 25 Subject to the provisions of Clause 5 hereof, to establish and support pension and superannuation schemes for the benefit of persons employed by the Company and to grant pensions or retiring allowances to persons who have been employed by the Company or to their dependants,

- 4 26 To transfer all or any part of the undertaking, assets and liabilities of the Company to or to take over, federate or amalgamate with, or to affiliate or become affiliated to any other institution, company or association having charitable objects similar in whole or in part to those of the Company provided that any such institution, company or association is prohibited from the payment of dividend, bonus or profit to its members at least to as great an extent as such payment is prohibited to members of the Company and further provided that this Clause shall not authorise anything which shall prevent the Company from properly and usefully carrying out its functions as contemplated by this Memorandum of Association,
- 4 27 To form any subsidiary to further or assist in carrying out the objects of the Company, whether directly or indirectly,
- 4 28 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and/or any subsidiary company formed to further or to assist in carrying out the objects of the Company,
- 4 29 To undertake and execute any charitable trusts having primary objects wholly or partly similar to those of the Company and which may lawfully be undertaken by the Company,
- 4 30 To apply for, promote and obtain any Private Act of Parliament, Provisional Order, Royal Charter or licence or any authority for enabling the Company to carry any of its objects into effect or affecting any modification of the Company's Constitution calculated directly or indirectly to promote the Company's interest and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest,
- 4 31 To co operate and enter into arrangements with authorities, national, local or otherwise,
- 4 32 To procure the Company to be registered in any country or place,
- 4 33 To establish where necessary local branches (whether autonomous or not),
- 4 34 To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub contractors, trustees or otherwise,
- 4 35 To do all such other things as may be incidental or conducive to the Company's objects or any of them PROVIDED THAT
 - 4 35 1 In case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts,
 - 4 35 2 The Company's objects shall not extend to the regulation of relations between workers and employees or organisations or workers and organisations of employers
- 5 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to the Members of the Company

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company

- 5 1 of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company, or any Director of the Company who is employed by the Company in an administrative or technical capacity, or being a person engaged in any profession of all usual professional or other charges for work done by her or her firm when instructed by her co directors so to act in that capacity on behalf of the Company, provided always that such remuneration is not for services solely rendered to the Company in the capacity of Director,
- 5 2 of interest on money lent by any Member of the Company or of its Board of Directors at a rate per annum not exceeding Two per centum less than base lending rate for the time being prescribed by the Bank of Scotland or Three per centum whichever is the greater,
- 5 3 of reasonable and proper rent for premises let by any Member of the Company or its Board of Directors,
- 5 4 of fees, remuneration or other benefit in money or money's worth to any Company of which a Member of the Board of Directors of the Company may also be a Member holding not more than one hundredth part of the capital, and
- 5 5 to any Director of out of pocket expenses
- 6 The liability of the Members is limited
- 7 Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1 00) to the assets of the Company in the event of its being wound up during the time that she is a Member, or within one year afterwards for the payment of the debts and liabilities of the Company contracted before she ceases to be a Member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves
- 8 If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Company by Clause 5 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some other charitable institution
- 9 True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being shall be open to the inspection of the Members

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

Names and Addresses

of Subscribers

Anne J Hosie
 ANNE J HOSIE MBE 11 CASTLEVIEW DRIVE, STANLEY GREEN, PAISLEY PA28BE
Marianne M' Cafferty
 MARIANNE M'CAFFERTY, 61 KINNAIRD DR STENHOUSEMUIR HARBERT FK54JN
Eleanor J. M'Mahon
 ELEANOR J M'MAHON, 38 WOODLAND AVE PAISLEY PA28DH
Morna Barnstaple
 MORNA BARNSTAPLE, 26 PEGASUS AVENUE, CARLUKE ML85TN
Nancy Petrie
 NANCY PETRIE, 56 MACFARLANE PLACE, UPHALL EH52 SP5

Dated 6th October 2007

Witness to the above signatures

Signature

Mel Goodfellow

11A Woodside Terrace, Glasgow G3 7UL

(MARGARET (ARIZINE) GOODFELLOW)

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE GIRLS' BRIGADE IN SCOTLAND

2007

ASB G10113 1002

FAS NO 7646



TODS MURRAY LLP
SOLICITORS

Edinburgh Quay 133 Fountainbridge Edinburgh EH3 9AG

Tel 0131 656 2000 Fax 0131 656 2020 DX ED58

Also at 33 Bothwell Street Glasgow G2 6NL Tel 0141 275 4771 Fax 0141 275 4781 DX 512815 Glasgow Central

Email maildesk@todsmurray.com

www.todsmurray.com

TABLE OF CONTENTS

1	INTERPRETATION	1
2	OBJECTS	3
3	MEMBERS	3
4	PATRONS AND ASSOCIATE MEMBERS	4
5	BRIGADE COUNCIL PURPOSE AND POWERS	5
6	MEMBERSHIP OF THE BRIGADE COUNCIL	6
7	BRIGADE COUNCIL MEETINGS	6
8	NOTICE OF GENERAL MEETINGS	6
9	PROCEEDINGS AT GENERAL MEETINGS	7
10	VOTES OF MEMBERS	8
11	NUMBER OF DIRECTORS	11
12	POWERS OF DIRECTORS	12
13	DELEGATION OF DIRECTORS' POWERS	12
14	APPOINTMENT AND RETIREMENT OF DIRECTORS	12
15	DISQUALIFICATION AND REMOVAL OF DIRECTORS	13
16	DIRECTORS' EXPENSES	14
17	DIRECTORS' APPOINTMENTS AND INTERESTS	14
18	PROCEEDINGS OF DIRECTORS	15
19	GBS REGULATIONS	16
20	SECRETARY	17
21	MINUTES	17
22	NOTICES	17
23	DISSOLUTION	18
24	INDEMNITY	18

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE GIRLS' BRIGADE IN SCOTLAND

1 INTERPRETATION

1 1 In these Articles

"the Act" shall mean the Companies Act 1985 including any statutory modification or re enactment thereof for the time being in force

"address" in relation to Electronic Communications, include any number or address used for the purposes of Electronic Communications

"Annual General Meeting or "AGM" means the Annual General Meeting of the Brigade Council, as provided for in GBS Regulations

"the Articles" or **"these Articles"** shall mean the Articles of Association of the Company or such as are in force from time to time

"the Brigade Council" means The Council of The Girls' Brigade in Scotland, whose members constitute the membership of the Company for the purposes of the Act, and a meeting of which shall constitute a meeting of the Company

a **"Company"** is a local grouping of the Brigade as defined in the GBS Regulations

"the Company" shall mean THE GIRLS' BRIGADE IN SCOTLAND, referred to in theses Articles as "the Brigade" or "GBS"

"clear days" shall mean, in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given but including the day for which it is given or on which it is to take effect

"the Directors" shall mean the Directors for the time being as a body or a quorum of the Directors present at a Meeting of the Directors which shall be known as "the Executive" and accordingly "Director" means a member of the Executive

a **"Division"** is a grouping together of Companies in a geographical area, as provided for in the GBS Regulations

"Electronic Communications" has the meaning given in the Electronic Communications Act 2000

"executed" shall mean any mode of execution

"GBS Regulations" means rules made by the Brigade Council for the governance of the Brigade

"National Director" shall mean the senior employed official of the Brigade for the time being by whatever title such person may be known

"office" shall mean the registered office of the Brigade

"Secretary" shall mean the National Director or any other person appointed to perform the duties of the Secretary of the Brigade, including a joint, assistant or deputy Secretary

"United Kingdom" shall mean Great Britain and Northern Ireland

1 2 **Electronic communications and publication of documents on a web site**

For the purposes of these Articles

1 2 1 references to "writing" include references to the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods (including, without limitation, by Electronic Communication) and "written" shall be construed accordingly,

1 2 2 references to a document being "signed" or "executed" include, in the case of an Electronic Communication, references to it being executed by electronic signature (as defined in section 7(2) Electronic Communications Act 2000), and "signature" shall be construed accordingly,

1 2 3 references to an "instrument" means a written document in tangible form and not comprised in an Electronic Communication,

1 2 4 references to sending to any persons printed copies and references to documents being deposited at or delivered to an address include references to using Electronic Communications for sending those copies or documents to such address as may for the time being be notified to the Company by that person for that purpose Copies of those documents are also to be treated as sent to a person where

1 2 4 1 the Company and that person have agreed to that person having access to the documents on a web site (instead of their being sent to such person),

1 2 4 2 the documents are documents to which that agreement applies, and

1 2 4 3 that person is notified, in a manner for the time being agreed for the purpose between such person and the Company, of

a) the publication of the documents on a web site,

b) the address of that web site, and

- c) the place on that web site where the documents may be accessed, and how they may be accessed,

1 2 5 documents treated as sent to any person pursuant to Article 1 2 4 are to be treated as sent to such person not less than 21 days before the date of a meeting if, and only if

1 2 5 1 the documents are published on the web site throughout a period beginning at least 21 days before the date of the meeting and ending with the conclusion of the meeting, and

1 2 5 2 the notification given for the purposes of Article 1 2 4 3 is given not less than 21 days before the date of the meeting, and

1 2 6 nothing in these Articles shall invalidate the proceedings of a meeting where

1 2 6 1 any documents that are required to be published as mentioned in Article 1 2 5 1 are published for a part, but not all, of the period mentioned in that paragraph, and

1 2 6 2 the failure to publish those documents throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid

1 3 Unless the context otherwise requires, words or expressions employed in these Articles bear the same meanings as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company

1 4 Words defined in the GBS Regulations shall have the same meanings as in these Articles

1 5 Words denoting the feminine shall include the masculine and vice versa Words importing the singular shall include the plural and vice versa Words denoting individuals shall include corporations or unincorporated associations, as the case may be or require

2 OBJECTS

The Company is established for the objects expressed in the Memorandum of Association

3 MEMBERS

3 1 The subscribers to the Memorandum of Association of the Company and such other persons or organisations as are admitted to membership in accordance with the GBS Regulations shall be Members of the Brigade No person shall be admitted a Member of the Company unless she is approved by the Directors

3 2 Any person who desires to be admitted to membership of the Brigade must sign or have signed on her behalf and deliver to the Brigade an application for admission

framed in such terms as the Directors may require and shall so consent in writing to be a member and to subscribe at least £1 00 each year, or such other sum as the Brigade may from time to time upon the recommendation of the Directors determine, to the general funds of the Brigade. The Directors shall have full discretion as to the admission and non admission of any person to membership and shall not be bound to assign any reason for the non admission of any person to such membership

3 3 A Member shall cease to be a member of the Brigade in any of the following circumstances

3 3 1 If by giving at least seven clear days notice in writing lodged at the office she resigns from membership, or

3 3 2 If she is removed from membership by a resolution of the Directors passed by four fifths of the votes cast upon such resolution at a meeting of the Directors specially convened to consider such resolution of which she shall have been given a reasonable opportunity of attending and being heard, or

3 3 3 If, being a firm, the estates of the firm or of any of the partners are sequestrated or the firm suspends or compounds with its creditors, or

3 3 4 If, being a corporation, it goes into liquidation, or

3 3 5 If, being an unincorporated association, it shall resolve to cease its activities or wind up its affairs, or shall do so without formal resolution, or shall otherwise cease to exist, or

3 3 6 If there shall be a failure by such Member to make payment of any sums lawfully due by such Member to the Company within six months of the due date and the Directors shall resolve that membership shall be terminated, or

3 3 7 If there shall be a failure by such Member without cause shown to renew any annual subscription within twelve months of the date on which such renewal becomes due or the Directors shall resolve that membership shall be terminated

3 4 The rights of a Member shall be personal and membership shall not be transferable and, where applicable, shall cease on death

4 PATRONS AND ASSOCIATE MEMBERS

4 1 At any time the Directors shall have the power of appointing any person or persons (whether a Member or not) to be a Patron of the Brigade or an Associate Member of the Brigade on the terms set out in this Article 4

4 1 1 No person shall be admitted a Patron or an Associate Member of the Brigade unless she is approved by the Directors. Every person who wishes to become an Associate Member shall deliver to the Brigade an application for membership in such form as the Directors require executed by her. The Directors shall by Ordinary Resolution determine the conditions of Associate Membership which shall be intimated to such applicant upon request. Admission as an Associate Member of the

Brigade shall bind such person to comply with the said conditions as resolved aforesaid Associate Membership of the Brigade shall not entitle the Associate Member to voting rights in the Brigade unless she also be a Member The rights and privileges of an Associate Member as such shall be personal to her individually and shall not be capable of transmission or devolution on her death or bankruptcy

- 4 1 2 An Associate Member may withdraw from the Brigade by notice in writing to the Secretary Failing agreement otherwise by the Directors, such notice shall take effect one month after the date of its receipt by the Secretary
- 4 1 3 Associate Membership of the Brigade shall cease forthwith in respect of an Associate Member if the Directors unanimously resolve that it is in the best interests of the Brigade that such Associate Membership shall be terminated and they shall not be obliged to assign their reasons for such resolution Associate Membership of any Associate Member of the Brigade shall be automatically terminated by failure to renew any annual subscription within fourteen days of the date on which such renewal becomes due
- 4 1 4 A person holding office as Patron may resign by notice in writing to the Secretary and the office shall be vacated if she is removed by a resolution of the Directors
- 4 1 5 No Patron or Associate Member of the Brigade shall take part in the management of the Brigade, nor shall they be liable on a winding up unless a Member of the Brigade

5 BRIGADE COUNCIL PURPOSE AND POWERS

- 5 1 The Brigade Council is the representative body of GBS The Brigade Council shall meet together not less often than once per annum for fellowship, training and decision making regarding the ministry and strategic direction of GBS At least one meeting of the Brigade Council in each year shall be designated a general meeting of the members of the Company
- 5 2 The Brigade Council shall seek consensus in regard to the overall direction of the Brigade It may ask the Executive to explain their conduct, decisions and actions, but will have regard to the recommendations, guidance and leadership provided by those elected to the Executive, the National Director and the senior staff of the Brigade
- 5 3 The Brigade Council shall have power to amend the Memorandum and Articles of Association of the Company, which together with the GBS Regulations constitute the Constitution of GBS The Memorandum and Articles may be amended by special resolution of the Brigade Council which requires a two thirds majority of those present and voting at a meeting for which 21 clear days written notice has been given specifying the wording of the amendment which is proposed The GBS Regulations shall be at the discretion of the Executive, and may be brought to the Brigade Council for amendment by a simple majority of those present and voting at a meeting of which notice has been given as aforesaid

6 MEMBERSHIP OF THE BRIGADE COUNCIL

6 1 The members of the Brigade Council are

6 1 1 All enrolled leaders of the Brigade, and

6 1 2 The President, Vice President, Chaplain, Commissioner, Treasurer and Secretary of each Division, together with the Members of the Executive where such office holders are not already enrolled leaders

7 BRIGADE COUNCIL MEETINGS

7 1 All general meetings other than annual general meetings shall be called extraordinary general meetings

7 2 The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting

7 3 An Annual General Meeting of the Brigade Council shall be held not later than 30 September in each calendar year. The meeting shall take place at such time and place as shall be prescribed by the Executive, and shall be specified in the Notice calling the meeting

8 NOTICE OF GENERAL MEETINGS

8 1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed

8 1 1 in the case of an annual general meeting, by all the Members entitled to attend and vote thereat, and

8 1 2 in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety five per cent of the total voting rights at the meeting of all the Members

The notice shall specify the time and place of the meeting and in the case of special business only the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such

The notice shall be given to all Companies (on behalf of their enrolled leaders) and to the Directors and auditors or independent examiners appointed to review the financial statements of the Company

8 2 The accidental omission to give notice of a meeting to, or the non receipt of a notice of a meeting by, any person entitled to receive such notice shall not invalidate the proceedings at that meeting

9 PROCEEDINGS AT GENERAL MEETINGS

- 9 1 No business shall be transacted at any general meeting unless a quorum is present
A quorum shall be persons representing not less than twenty per centum of all the Companies who at the commencement of the meeting are recognised by the Executive as enrolled/registered Companies in membership of GBS
- 9 2 If such a quorum is not present within thirty minutes from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall, if convened upon a requisition of the Members, stand dissolved, and otherwise shall stand adjourned to the same day in the next week at the same time and place or such other day and such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed therefor the persons present entitled to vote shall be a quorum
- 9 3 The National President, if any, or in her absence a National Vice President nominated by the Directors shall preside as Chairman of the meeting but if neither the National President nor any National Vice President be present within ten minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chairman and, if there is only one Director present and willing to act, she shall be Chairman
- 9 4 If no Director is willing to act as Chairman, or if no Director is present within ten minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chairman
- 9 5 A Director shall, notwithstanding that she is not a Member, be entitled to notice of, and to attend and speak at any general meetings
- 9 6 The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn business from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted Otherwise it shall not be necessary to give any such notice
- 9 7 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded Subject to the provisions of the Act, a poll may be demanded
- 9 7 1 by the Chairman, or
- 9 7 2 by a Member or Members representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting,
- and a demand by a person as proxy for a Member shall be the same as a demand by the Member
- 9 8 Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall

be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

- 9 9 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
- 9 10 A poll shall be taken as the Chairman directs and she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 9 11 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote she may have
- 9 12 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If the poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made
- 9 13 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- 9 14 A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which she was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members

10 VOTES OF MEMBERS

- a) Every Company which is enrolled/registered by the Executive and has paid all sums due to GBS for the year in question shall be entitled to one vote at general meetings of the Brigade Council. Such vote may be exercised by the Captain of the Company or by such other member of the Brigade Council as shall be appointed by the Captain to exercise the Company's vote on behalf of the Company
- b) Members of Brigade Council who are not Company Captains, or appointed to exercise a vote in accordance with Article 10a), shall not have a vote at meetings of the Brigade Council
- 10 2 On a show of hands, every Company which is represented as provided for in Article 10a) shall have one vote, and for this purpose a Company represented by its Captain or another Member of the Brigade Council appointed for the purpose and who is present at the meeting shall be deemed to be a Member present

10 3 On a poll, every Member shall have one vote, which shall be given in the case of a Company, acting by its Captain or duly appointed representative

10 4 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive

10 5 An instrument appointing a representative may be in writing, in which case it shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

" COMPANY

I/We, of Captain of the above named Company, considering that I am unable to attend the meeting of the Brigade Council called for [date and place] hereby appoint , or failing her, being an [enrolled leader] of [] Company as my/our representative to vote in my/our name(s) and my/our behalf at the annual/extraordinary meeting of the Brigade Council to be held on , and at any adjournment thereof

Signed on 20[]"

10 6 Where it is desired to afford members an opportunity of instructing the representative how she shall act a written instrument appointing a representative shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

" COMPANY

I/We, of Captain of the above named Company, considering that I am unable to attend the meeting of the Brigade Council called for [date and place] hereby appoint or failing her, being an [enrolled leader] of [] Company as my/our proxy to vote in my/our name(s) on my/our behalf at the annual/extraordinary meeting of the Company to be held on , and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows

Resolution No 1 * for * against

Resolution No 2 * for * against

* Strike out whichever is not desired

Unless otherwise instructed, the representative may vote as she thinks fit or abstain from voting

Signed on 20[]"

10 7 The written instrument appointing a representative and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may

- 10 7 1 be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or
- 10 7 2 in the case of a poll taken more than 48 hours after it was demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or
- 10 7 3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or the Secretary or to any Director,

and an appointment of representative which is not deposited or delivered in a manner so permitted shall be invalid

- 10 8 The appointment of a representative may also be contained in an Electronic Communication, where an address has been specified for the purpose of receiving Electronic Communications

- 10 8 1 in the notice convening the meeting, or
- 10 8 2 in any instrument of proxy sent out by the Brigade in relation to the meeting, or
- 10 8 3 in any invitation contained in an Electronic Communication to appoint a proxy issued by the Brigade in relation to the meeting,

and any such appointment must be received at such address not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, and Articles 10 7 2 and 10 7 3 shall apply to an appointment by Electronic Communication as they apply to a written appointment

- 10 9 If two or more valid but differing proxy appointments are received in respect of the same Member for use at the same meeting or in the same poll, the one which is last received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the others earlier received. If the Company is unable to determine which was last received, none of them shall be treated as valid
- 10 10 A vote given or poll demanded by the duly authorised representative of a Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll
- 10 11 GBS Regulations may make further provision as to voting at meetings of the Brigade Council, and without prejudice to that generality, may in particular make provision for voting to be conducted by postal ballot where the Executive considers such a

procedure to be expedient or in the interests of the Company, save that postal voting may not take place in respect of the ordinary business of the annual meeting of the members of the Company

11 NUMBER OF DIRECTORS

- 11 1 The first Directors shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act, who shall be deemed to have been appointed under these Articles. Future Directors shall be appointed as provided subsequently in the Articles.

Unless otherwise determined by ordinary resolution, the number of Directors shall be not more than 15, and shall not be less than 10 and shall comprise

- 11 1 1 A National President, not more than two National Vice Presidents, an Honorary Treasurer and a National Chaplain, who shall be elected in each case for a three year term by the Brigade Council, and who shall hold office as Directors ex officio until the conclusion of the Annual General Meeting held in the third year after their appointment, and
- 11 1 2 Those persons elected by the Brigade Council to form together with the persons elected pursuant to Article 11 1 1 the Executive and who shall comprise not more than [6] additional Directors in total
- 11 2 At the first Annual General Meeting of the Company, all the Directors elected pursuant to Article 11 1 2 shall retire from office, and at every subsequent Annual General Meeting one third of the Directors appointed pursuant to Article 11 1 2 shall retire, or if that number is not three or a multiple of three, the number nearest to one third shall retire from office, and if there is only one director subject to retirement by rotation, she shall retire
- 11 3 Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re appointment, but as between persons who became or were last re appointed Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot
- 11 4 Subject always to Article 15, Directors shall serve for a three year term as provided in Article 11 2. Thereafter a period of not less than two years must elapse before such person shall again be eligible for election as a Director, save that a person may be elected as an office bearer pursuant to Article 11 1 1 immediately after completing a term of office as a Director pursuant to Article 11 1 2
- 11 4 1 The National Chaplain shall not be eligible for a further term
- 11 4 2 The National President, National Vice Presidents and Honorary Treasurer shall be eligible for re election at the end of their first term for a further term of three years, and thereafter shall be eligible for election to any other office pursuant to Article 11 1 1, but shall not otherwise be eligible for re election as a member of the Executive in any capacity for at least two years
- 11 5 The GBS Regulations may make further provision for the election of Directors to ensure, so far as may be possible, the representation of different geographical areas,

sections of companies or such other interests as the Brigade Council may wish to ensure are represented on the Executive

- 11 6 Subject to Article 11 7, no person shall be eligible to hold office as a Member of the Executive unless at the date of her appointment to such office she is a Member of the Company

The Executive elected pursuant to this Article 11 may co opt to the Executive for a period ending at the conclusion on the next following annual general meeting of the Company, such person or persons as they may think fit to contribute to the management of the Company, and such persons need not be a Member of the Company Any person so co opted shall be a Director of the Company and may, on expiry of the period of office be eligible for co option for a further period or periods not exceeding two calendar years in total, but thereafter shall not again be eligible to be co opted to the Executive until a further two calendar years have expired The Executive may not exercise this right of co option if to do so would result in the maximum number of Directors referred to in Article 11 1 being exceeded

12 POWERS OF DIRECTORS

- 12 1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Brigade shall be managed by the Directors who may exercise all the powers of the Brigade No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given The powers given by this article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors
- 12 2 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of her powers

13 DELEGATION OF DIRECTORS' POWERS

The Directors may delegate any of their powers to any committee consisting of one or more Directors Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of Directors so far as they are capable of applying The quorum of a committee with two or more members shall, unless otherwise specified by the Directors, be two

14 APPOINTMENT AND RETIREMENT OF DIRECTORS

- 14 1 Directors shall, unless the resolution for their appointment specifies otherwise, be elected for a three year term, and Articles 11 2 11 5 inclusive shall apply to the appointment of all Directors
- 14 2 No person may be appointed or re appointed a Director unless
- 14 2 1 She is not precluded from appointment by Article 11 4 or 11 6, and

- 14 2 2 she is recommended by the Board, or
- 14 2 3 not less than fourteen nor more than thirty five clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Secretary of the intention to propose that person for appointment or reappointment together with notice executed by that person of her willingness to be appointed or reappointed
- 14 3 Not less than seven nor more than twenty eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Secretary of the intention to propose her at the meeting for appointment or reappointment as a Director The notice shall give the particulars of that person which would, if she were so appointed or re appointed, be required to be included in the Company's Register of Directors
- 14 4 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director
- 14 5 GBS Regulations may provide for the election of Directors to be conducted by postal ballot of the Members
- 14 6 The Directors may appoint a person who is willing to act to be a Director, either to fill a casual vacancy or as an additional Director, provided the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors A Director so appointed shall hold office only until the next following annual general meeting If not re appointed at such annual general meeting, she shall vacate office at the conclusion thereof
- 15 **DISQUALIFICATION AND REMOVAL OF DIRECTORS**
- 15 1 The office of a Director shall be vacated if
 - 15 1 1 she, being an ex officio Director, ceases to hold the relevant office of entitlement, or
 - 15 1 2 she ceases to be a Director by virtue of any provision of the Act or she becomes prohibited by law from being a Director, or
 - 15 1 3 she becomes bankrupt or makes any arrangement or composition with her creditors generally, or
 - 15 1 4 she ceases to be for whatever reason a member of the Company, or
 - 15 1 5 she is, or may be, suffering from mental disorder and either
 - 15 1 5 1 she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984, or

- 15 1 5 2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to her property or affairs, or
- 15 1 6 she resigns office by notice to the Company, or
- 15 1 7 she is convicted of an offence which is likely to bring GBS into disrepute, or
- 15 1 8 she shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that her office be vacated, or
- 15 2 The Company may by ordinary resolution of which special notice has been given in accordance with Section 379 of the Act remove any director from office notwithstanding anything in these Articles or any agreement between the Company and such Director
- 15 3 The Company may by ordinary resolution appoint another person in place of a Director removed from office under Article 15 2 Without prejudice to the powers of the Directors under Article 14 6 the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director and may also determine the rotation in which such Director is to retire
- 16 **DIRECTORS' EXPENSES**
- The Directors may be paid at the discretion of the Board of Directors, all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties
- 17 **DIRECTORS' APPOINTMENTS AND INTERESTS**
- 17 1 Subject to the provisions of the Act, the Directors may appoint one or more of their number to any executive office of the Company and may enter into an agreement or arrangement relating to the provision of any services outside the scope of the ordinary duties of a Director provided that any remuneration agreed to be paid therefor shall not in any way be in contravention of Clause 5 of the Memorandum Any such appointment made shall terminate if the Director ceases to be a Director of the Company
- 17 2 Subject to the provisions of the Act, and provided that she has disclosed to the Directors the nature and extent of any material interest of hers, a Director notwithstanding her office
- 17 2 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested provided that no Director who has a contract of service or any other type of contract with the Company shall be entitled to vote in any matter relating to such contract or to vote on her appointment, or

- 17 2 2 may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and
- 17 2 3 shall not, by reason of her office, be accountable to the Company for any benefit which she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
- 17 3 For the purposes of Article 17 2
- 17 3 1 a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified, and
- 17 3 2 an interest of which a Director has no knowledge and of which it is unreasonable to expect her to have knowledge shall not be treated as an interest of her

18 PROCEEDINGS OF DIRECTORS

- 18 1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- 18 2 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 five.
- 18 3 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 18 4 The National President, whom failing a National Vice President shall act as Chairman of the Executive at all meetings of the Executive at which she is present. In the absence of the National President and the National Vice Presidents, or if all are unwilling or unable to act, or are not present within five minutes of the time appointed for the meeting, the Directors present may appoint one of their number to act as Chairman of the meeting.
- 18 5 All acts bona fide done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

- 18 6 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents and/or Electronic Communications in the like form each signed or approved by one or more Directors
- 18 7 A Director, who has complied with the duty of disclosure contained in Article 17 2 and required by the Act, may vote at any meeting of the Directors or of any committee of the Directors on any resolution, notwithstanding that it in any way concerns, relates to or touches upon a matter in which she has, directly or indirectly, any kind of interest whatsoever (provided that no Director shall participate in discussions on or vote on any matter concerning remuneration or any benefit received by her personally), and if she shall vote on any such resolution as aforesaid her vote shall be counted, and in relation to any such resolution as aforesaid she shall (whether or not she shall vote on the same) be taken into account in calculating the quorum present at the meeting
- 18 8 If a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and her ruling in relation to any Director other than herself shall be final and conclusive If such a question arises in relation to the Chairman of such a meeting the question may be decided by a majority of Directors present, the presence of the Chairman not being counted in any such decision
- 18 9 An Executive meeting may consist of a conference between Directors some or all of whom are in different places provided that each Director may participate in the meeting whether directly, by telephone or by any other electronic means which enables her
- 18 9 1 to hear each of the other participating Directors addressing the meeting, and
- 18 9 2 if she so wishes, to address all of the other participating Directors simultaneously

A quorum is deemed to be present if at least the number of Directors required to form a quorum may participate in the manner specified above in the business of the meeting

A meeting held in the manner permitted by this Article 18 9 is deemed to take place at the place where the largest group of participating Directors is assembled, or, if no such group is readily identifiable, at the place from where the Chairman of the meeting participates

19 GBS REGULATIONS

The Executive shall adopt GBS Regulations governing the structure, administration, membership, voting arrangements, and any other aspects of the activities of the Brigade and may amend such regulations in accordance with Article 5 3 The GBS Regulations must not be inconsistent with the Memorandum and Articles of Association of the Company and in the event of any inconsistency the terms of the Memorandum and Articles of Association shall prevail

20 **SECRETARY**

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. The Secretary shall not be subject to election or retirement in accordance with the provisions of these Articles

21 **MINUTES**

The Directors shall cause minutes to be made in books kept for the purpose

- 21 1 of all appointments of officers of the Company made by the Directors, and
- 21 2 the names of all those present at each meeting of the Executive and of any committee or sub committee of the Executive, and
- 21 3 of all proceedings at meetings of the Company, and of the Directors and of committees of Directors, including the names of the Directors present at each such meeting

22 **NOTICES**

- 22 1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing, and for these purposes and for the avoidance of doubt, notice may be given by Electronic Communication
- 22 2 The Company may give any notice to a Member either personally, electronically, or by sending it by post in a prepaid envelope addressed to the Member at her registered address or, if by Electronic Communication, by sending it to an address for the time being notified to the Company by the Member for that purpose, or by leaving it at that address. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to her or an address to which notices or other documents may be sent using Electronic Communications shall be entitled (subject to the agreement of the company in the case of Electronic Communications) to have notices given to her at that address, but otherwise no such Member shall be entitled to receive any notice from the Company
- 22 3 A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and where requisite, of the purposes for which it was called
- 22 4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice given by post shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted, and a notice given electronically shall be deemed to have been received on the day it was given or (if not given within business hours) on the Business Day immediately following

23 **DISSOLUTION**

Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in the Articles

24 **INDEMNITY**

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 entitled to be indemnified out of the assets of the Company against all losses or liabilities which she may sustain or incur in or about the execution or discharge of the duties of her office or otherwise in relation thereto including any liability incurred by her in defending any proceedings, whether civil or criminal, in which judgement is given in her favour or in which she is acquitted or in connection with any application in which relief is granted to her by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and no Director or other officer or auditor of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution or discharge of the duties of her office or in relation thereto

Names and Addresses

of Subscribers

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Eleanor J. McMahon

ELEANOR J. McMAHON, 38 WOODLAND AVENUE, PAISLEY
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Dated 6th October

2007

Witness to the above signatures

Signature

M Goodfellow

11A Woodside Terrace, Glasgow G3 7UL

(MARGARET CAROLINE GOODFELLOW)