THE COMPANIES ACT 2006

WRITTEN RECORD OF SPECIAL RESOLUTION OF THE MEMBERS OF
GLASGOW ASSOCIATION FOR MENTAL HEALTH (the “Company”)

COMPANY NUMBER: SC162089

SCOTTISH CHARITY NUMBER: SC011684

I, the undersigned, being the company secretary of the Company, HEREBY NOTE THAT at a general meeting of the Company (which is a Scottish charity) held at Gorbals Parish Church, 1 Errol Gardens, Glasgow G5 ORA on 19 April 2016, the following resolution was passed as a special resolution of the Company:-

"That the regulations set out in the document tabled at the meeting and (for the purpose of identification) signed by the chairperson of the meeting, be adopted as the articles of association of the company in substitution for, and to the exclusion of, the existing articles of association."

[Signature]
Company Secretary

Dated: 27 April 2016

Registered office:-
St Andrews by the Green
33 Turnbull Street
GLASGOW
G1 5PR
THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

GLASGOW ASSOCIATION FOR MENTAL HEALTH

(as adopted by special resolution passed on 19 April 2016)
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Constitution of company

1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

Defined terms

2 In these articles of association, unless the context requires otherwise:

2.1 "Act" means the Companies Act 2006;
2.2 "charity" means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;

2.3 "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

2.4 "conflict of interest" includes a conflict of interest and duty, and a conflict of duty;

2.5 "Conflict Situation" means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any director has or could have a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company including (without limitation) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the company could take advantage of the property, information or opportunity);

2.6 "electronic form" has the meaning given in section 1168 of the Act;

2.7 "OSCR" means the Office of the Scottish Charity Regulator;

2.8 "property" means any property, heritable or moveable, real or personal, wherever situated; and

2.9 "subsidiary" has the meaning given in section 1159 of the Act.

3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

4 The company's objects are:

4.1 to support those individuals who experience mental health issues through the provision of a range of services;

4.2 to provide support and assistance to those who care for and support individuals who experience mental health issues;
4.3 to raise awareness of mental health issues and wellbeing through the provision of advice, information and educational services;

4.4 to promote mental health and wellbeing of people and their communities; and

4.5 to promote social justice and reduce health inequality.

The company's objects are restricted to those set out in article 4 (but subject to article 6).

The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

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

7.1 To initiate, promote, conduct, participate in, co-ordinate, monitor and/or assist (whether financially or otherwise), operations, projects, initiatives and events of all kinds which further any of the objects of the company.

7.2 To provide information, advice, support, consultancy and/or other services which further any of the objects of the company.

7.3 To commission and/or conduct research, and to publish and promote the results of such research.

7.4 To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, multimedia products and display materials, and to create and maintain a database or databases.

7.5 To liaise with European, UK, Scottish and local government authorities and agencies, voluntary sector bodies and others.

7.6 To carry on any other activity which may be appropriately carried on in connection with, or as ancillary to, any of the objects of the company.
7.7 To establish and/or participate in joint ventures and to promote companies and/or other bodies whose activities may further one or more of the above objects or may generate income to support the activities of the company, acquire and hold shares, stocks, debentures and other interests in such companies or other bodies, 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.

7.8 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.

7.9 To purchase, take on 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.

7.10 To improve, manage, enhance, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.

7.11 To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.

7.12 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.

7.13 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.

7.14 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.

7.15 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/wer, 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.

7.16 To oppose or object to any application or proceedings which may prejudice the company's interests.
7.17 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organisation, government or authority any right, privilege or concession.

7.18 To enter into any arrangement for co-operation or mutual assistance with any body, whether incorporated or unincorporated.

7.19 To effect insurance against risks of all kinds.

7.20 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, and to dispose of and vary such investments and securities.

7.21 To establish and support any association or other unincorporated body which is a charity having objects altogether or in part similar to those of the company and to promote any company or other incorporated body which is a charity formed for the purpose of carrying on any activity which the company is authorised to carry on.

7.22 To subscribe and make contributions to or otherwise support charities, 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.

7.23 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.

7.24 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.

7.25 To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.

7.26 To do anything which may be incidental or conducive to the attainment of any of the objects of the company.
Restriction on use of the company's assets

8 Subject to article 9:

8.1 The income and property of the company shall be applied solely towards the promotion of its objects (as set out in article 4);

8.2 No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company by way of dividend, bonus or otherwise;

8.3 No director of the company (other than the Executive Director, as defined in articles 66 and 67) shall be appointed as a paid employee of the company; no director (other than the Executive Director) shall hold any office under the company for which a salary or fee is payable.

8.4 No benefit (in money or money's worth) shall be given by the company to any director except repayment of out-of-pocket expenses.

9 The company shall, notwithstanding the provisions of article 8, be entitled:

9.1 To pay a rent not exceeding the market rent for premises let to the company by any member of the company;

9.2 To make any transfer or payment to a member where such transfer or payment is made in direct furtherance of the charitable purposes of the company.

Liability of members

10 The liability of the members is limited.

11 Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while it is a member or within one year after it ceases to be a member, for payment of the company's debts and liabilities contracted before it 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.

Membership

12 The membership of the company shall (subject to article 16) consist of such individuals and bodies as are admitted to membership under the articles of association of the company in force from time to time.
Membership shall cease on death or, in the case of an incorporated body, on the dissolution, winding-up, striking-off or receivership of the body which constituted the member or on receipt of a notice of retirement of the relevant body from membership under article 23.

A member may not transfer his/her/its membership to any other individual or body.

Categories of Membership

For the purposes of these articles:

15.1 “Principal Member” means a member admitted under article 16; “Principal Membership” shall be construed accordingly;

15.2 “Associate Member” means a (non-voting) member admitted under article 18; “Associate Membership” shall be construed accordingly.

Qualifications for membership

Principal Membership shall (subject to articles 12 - 14) be open to:

16.1 individuals aged 18 and over and who either:

16.1.1 are experiencing or have experienced mental health issues personally; or

16.1.2 are carers of an individual who is or has experienced mental health issues;

and has an interest in promoting and furthering the aims and objectives of the company.

16.2 any organisation which is based within Scotland and which has an interest in promoting and furthering the aims and objectives of the Company.

The maximum number of Principal Members shall be decided upon by the board from time to time.

Associate Membership shall (subject to articles 12 - 14) be open to:

18.1 any individual who is between 16 and 18 years old;

18.2 any individual who is not ordinarily resident in Scotland; and

18.3 any organisation that is not based in Scotland
and who/which supports the objectives and aims of the Company.

19 No employee of the company, other than the Chief Executive, may become a member; an individual admitted to membership shall automatically cease to be a member if he/she becomes an employee of the company.

20 The directors shall be entitled at their discretion (and without giving any reason) to refuse to admit any individual/body to membership.

21 An individual, once admitted to membership, shall remain a member (subject to the provisions of article 13) unless and until he/she submits a written notice of retiral under article 23.

Application for membership

22 Any individual or incorporated body eligible for membership under article 16 (as amended from time to time) who/which wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require); the application for membership shall be signed on the relevant body's behalf by an authorised officer of that body.

Withdrawal from membership

23 Any individual or body who/which 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 or, in the case of an incorporated body, signed on its behalf by one of its authorised officers; on receipt of the notice by the company he/she/it shall cease to be a member.

Register of members

24 The directors shall procure that a register of members is maintained in accordance with the provisions of the Act and shall ensure that the appropriate entries in the register of members are made immediately after any change in the membership of the company occurs.

General meetings

25 The directors shall convene an annual general meeting in each year.

26 Not more than 15 months shall elapse between one annual general meeting and the next.

27 The business of each annual general meeting shall include:-

27.1 a report by the directors on the activities of the company;

27.2 consideration of the annual accounts of the company;
27.3 the election re/election of directors, as referred to in articles 57 - 64.

28 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the 2006 Act) or a requisition by a resigning auditor (under section 518 of the 2006 Act).

29 Subject to the provisions of articles 25, 26 and 28, the directors may convene general meetings at any time.

Notice of general meetings

30 At least 14 clear days' notice of each general meeting must be given to all the members and directors and (if auditors are in office at the time) to the auditors.

31 The reference to “clear days” in article 30 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of notice sent by electronic means, the day after it was sent), and also the day of the meeting, should be excluded.

32 A notice calling a meeting shall specify the time, date and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting; (b) if a special resolution (see article 48) or a resolution requiring special notice under the Act is to be proposed, state that fact, giving the exact terms of the resolution; and (c) contain a statement informing members of their right to appoint a proxy.

33 Notice of every general meeting shall be given:

33.1 in hard copy form;

33.2 (where the individual or body to whom/which notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or

33.3 subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act, by means of a website.

Proceedings at general meetings

34 No business shall be transacted at any meeting unless a quorum is present; 3 Principal Members present in person (in the case of an incorporated body, present via its authorised representative) or represented by proxy, shall be a quorum.
35 If the quorum required under article 34 is not present within half an hour after the
time appointed for the meeting, or if during a meeting such a quorum ceases to be
present, the meeting shall stand adjourned to such time and place as may be fixed by
the chairperson of the meeting.

36 The Chair of the company shall (if present and willing to act) preside as chairperson
of the meeting; if the Chair is not present and willing to act as chairperson of the
meeting within half an hour after the time appointed for holding the meeting, the
Vice Chair shall act as chairperson of the meeting.

37 If neither the Chair nor the Vice Chair is present and willing to act as chairperson of
the meeting within half an hour after the time appointed for holding the meeting, the
directors present shall elect one of their number to act as chairperson of the meeting
or, if there is only one director present and willing to act, he/she shall be chairperson
of the meeting.

38 Each of the directors shall, notwithstanding that he/she is not a member, be entitled
to attend and speak at any general meeting.

39 The chairperson of the meeting 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.

Votes of members

40 Every Principal Member shall have one vote, which may be given either via its duly
authorised representative present at the meeting or by proxy. For the avoidance of
doubt, Associate Members shall not be entitled to vote.

41 Any member entitled to vote under article 40 and who/which wishes to
appoint a proxy to vote on its behalf at any meeting:

41.1 shall lodge with the company, at the company's registered office, a written
instrument of proxy (in such form as the directors require), signed by an
appropriate officer of the member; or

41.2 shall send by electronic means to the company at such electronic address as
may have been notified to the members by the company for that purpose, an
instrument of proxy (in such form as the directors require)

providing (in either case) the instrument of proxy is received by the company at the
relevant address not less than 48 hours before the time for holding the meeting (or,
as the case may be, adjourned meeting); for the avoidance of doubt, in calculating
the 48-hour period referred to in the preceding provisions of this article 41, no
account shall be taken of any part of a day that is not a working day.
An instrument of proxy which does not conform with the provisions of article 41, or which is not lodged or sent in accordance with such provisions, shall be invalid.

A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member which appointed him/her to speak at the meeting and need not be a member of the company.

A member which is an incorporated body may authorise an individual to act as its representative at any general meeting of the company, providing particulars of the individual so authorised and of the body which he/she is to represent are received by the company prior to the commencement of the general meeting; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that incorporated body could exercise if it were an individual member.

In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.

A vote given by proxy or by the duly authorised representative of a member which is an incorporated body shall be valid notwithstanding that the authority of the person voting had terminated prior to the giving of such vote unless notice of such termination was received by the company at the company's registered office (or, where contained in an electronic communication, was received by the company at the address notified by the company to the members for the purpose of electronic communication) before the commencement of the meeting or adjourned meeting at which the vote was given.

Special resolutions and ordinary resolutions

For the purposes of these articles, a "special resolution" means a resolution of the members, which is either (a) passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 30 to 33 (for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution and accordingly no account shall be taken of abstentions or members absent from the meeting); or (b) passed by members representing not less than 75% of the total voting rights of eligible members when passed by way of a written resolution, in accordance with articles 51 to 54.

In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution:-
49.1 to alter its name; and

49.2 to alter any provision of these articles or adopt new articles of association.

50 For the purposes of these articles, an “ordinary resolution” means a resolution of the members, which is either (a) passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 30 to 33; or (b) passed by members representing a simple majority of the total voting rights of eligible members, when passed by way of a written resolution in accordance with articles 51 to 54.

Written resolutions

51 A written resolution can be passed by the members of the company (having been proposed by either the members or the directors in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act) and will have effect as if passed by the members of the company in general meeting. A written resolution is passed when the required majority of eligible members have signified their agreement to it by sending to the company (in hard copy or electronic form) an authenticated document which identifies the resolution to which it relates and which indicates the member's agreement to it.

52 For the purposes of the preceding article:

52.1 the reference to “eligible members” is to those members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (a) the date on which copies of the written resolution are sent or submitted to the members in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act; or (b) if copies are sent or submitted to members on different days, the first of those dates);

52.2 the reference to “required majority” is to the majority required to pass an ordinary or a special resolution under the Act, as follows:

52.2.1 in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with article 51) by members representing a simple majority of the total voting rights of eligible members;

52.2.2 in order to pass a special resolution by way of written resolution, it must be passed (in accordance with article 51) by members representing not less than 75% of the total voting rights of eligible members and the resolution must specifically state that it was proposed as a special resolution.
For the avoidance of doubt, a resolution to remove a director (under section 168 of
the Act) or a resolution to remove an auditor (under section 510 of the Act) cannot
be proposed as a written resolution under article 51.

For the purposes of article 51, a proposed written resolution will lapse if it is not
passed before the end of a period of 28 days beginning with the circulation date (as
defined in article 52) and the agreement of any member to a written resolution will
be ineffective if signified after the expiry of that period.

Categories of director

For the purposes of these articles:

"Member Director" means a director appointed or re-appointed under articles 57 to
59 and 62 to 64;

"Executive Director" means a director appointed or re-appointed under articles 66
and 67.

Number of directors

The maximum number of directors shall be 12, of whom no more than 1 shall be the
Executive Director; the minimum number of directors shall be 3.

Appointment: Member Directors

Any Principal Member of the company who wishes to be considered for
appointment as a Member Director at an annual general meeting shall lodge
with the company a written notice of his/her willingness to be appointed (in
such form as the directors require and within such timescales as shall be
indicated by the directors), signed by him/her, and signed by two other
Principal Members who are in support of the individual proposing to stand as
a Member Director.

At an annual general meeting the company may by ordinary resolution
appoint as a Member Director any Principal Member in respect of whom a
written notice of willingness to accept such an appointment has been received
in compliance with the preceding article.

The directors may at any time appoint any Principal Member (providing
he/she is willing to act), to be a Member Director, either to fill a vacancy or,
subject to article 56, on the basis that he/she has specialist skills which would
be of assistance to the board.
Removal, retirement, re-appointment: Member Directors

60 A director appointed under article 58 shall retire at the final board meeting of the third financial year, following his/her appointment or re-appointment, but, providing he/she is willing to act (and subject to article 63), shall then be eligible for re-appointment by the directors under article 62.

61 A director appointed under article 59 shall retire at the first AGM following his/her appointment or re-appointment but, providing he/she is willing to act (and subject to article 63), shall then be eligible for re-appointment under article 58.

62 The directors may (subject to articles 56 and 63), re-appoint any individual retiring under article 60; if any individual retiring is not so re-appointed, he/she shall cease to be a director of the company with effect from the conclusion of the board meeting.

63 A Member Director may hold office for a maximum of 3 consecutive 3-year terms in total; at the conclusion of a third consecutive 3-year term, a Member Director shall not be eligible for re-appointment until a further period of one year has elapsed.

64 For the purposes of articles 60 to 63:

64.1 the period from the date of the adoption of these articles of association to the final board meeting of the financial year held after the date of adoption of these articles of association shall be deemed to be a period of one year, unless it is of less than six months’ duration in which case it shall be disregarded;

64.2 the period between the date of appointment of a director and the final board meeting of the financial year which next follows shall be deemed to be a period of one year, unless it is of less than six months’ duration in which case it shall be disregarded;

64.3 the period between one final board meeting of a financial year and the next shall be deemed to be a period of one year;

64.4 if a director ceases to hold office but is re-appointed as a director within a period of six months, he/she shall be deemed to have held office as a director continuously.

65 The directors shall have discretion to relax the provisions of article 63 in circumstances that they consider it appropriate to do so.
Executive Director

66 The directors shall, at the first meeting of the directors which is held after the appointment of any individual to the post of chief executive of the company, appoint that individual as a director ("the Executive Director") of the company.

67 The Executive Director shall continue to hold office as a director of the company unless and until he/she ceases (for whatever reason) to hold the post of chief executive of the company.

Disqualification and removal of directors

68 A director shall vacate office if:-

68.1 he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director or a charity trustee (within the meaning of the Charities and Trustee Investment (Scotland) Act 2005);

68.2 he/she is sequestrated;

68.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity has continued, or is expected to continue, for a period of more than six months;

68.4 (except in the case of the Executive Director) he/she becomes an employee of the company;

68.5 in the case of the Executive Director, he/she ceases to hold the post of chief executive of the company;

68.6 he/she resigns office by notice to the company;

68.7 he/she is absent (without permission of the directors) from more than three consecutive meetings of directors and the directors resolve to remove him/her from office;

68.8 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 79);

68.9 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
68.10 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

69 A resolution under paragraph 68.8 or 68.9 shall be valid only if:

69.1 the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;

69.2 the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and

69.3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Appointments to offices

70 Directors shall be appointed to hold the office of Chair and Vice Chair and any other offices which the directors may consider appropriate.

71 The appointments under the preceding article shall be made at the first meeting of the directors which immediately follows the annual general meeting.

72 For the avoidance of doubt, the Executive Director shall not be eligible for appointment to office under article 70.

73 Each office shall be held (subject to article 79), until the conclusion of the annual general meeting which follows appointment.

74 A director whose period of office expires under article 73 may (subject to article 75) be re-appointed to that office under article 70 (providing he/she is willing to act).

75 An individual shall not be entitled to serve as chair for a period in excess of eight consecutive years; on expiry of that eight-year period, he/she shall vacate office as chair and shall not be eligible to serve as chair until a further year has elapsed.

76 The directors shall have discretion to relax the provisions of article 75 in circumstances that they consider it appropriate to do so.

77 For the purposes of article 75

77.1 the period between the date of appointment to the office of chair and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is of less than six months' duration in which case it
shall be disregarded in determining the period for which a director has held that office

77.2 the period between one annual general meeting and the next shall be deemed to be a period of one year

77.3 if a director ceases to hold office as chair but is re-appointed to that office within a period of six months after he/she ceased to hold office, he/she shall be treated as having held office continuously notwithstanding that interruption.

78 The directors shall have discretion to relax the provisions of article 77 in circumstances that they consider it appropriate to do so.

79 The appointment of any director to an office under article 70 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.

80 If the appointment of a director to any office under article 70 terminates (other than at an annual general meeting under article 73), the directors shall appoint another director to hold the office in his/her place.

Directors' interests

81 Subject to the provisions of the Act and of article 8 (as read with article 9) and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial) and has complied with the code of conduct (as referred to in article 87), a director (notwithstanding his/her office):

81.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company;

81.2 may be a party to, or have some other personal interest in, any transaction or arrangement in which the company or any associated company has an interest;

81.3 in the case of the Executive Director, may be employed by the company;

81.4 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company;

81.5 shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company;
and no such transaction or arrangement shall be liable to be treated as void on the
ground of any such interest or benefit.

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

83 The directors shall be entitled, for the purposes of section 175 of the Act, to
authorise (by way of resolution to that effect) any Conflict Situation that may arise
(such that the duty of the director concerned, under that section, to avoid conflicts of
interest is not infringed) and to amend or vary any such authorisation; the directors
may give such authorisation subject to such terms and conditions as they may
consider appropriate and reasonable in the circumstances.

84 The directors shall procure that a register of directors’ interests is maintained in
accordance with the provisions in this regard contained in the code of conduct for
directors referred to in article 87.

Conduct of directors

85 It is the duty of each director of the company to take decisions (and exercise his/her
other powers and responsibilities as a director) in such a way as he/she considers, in
good faith, will be most likely to promote the success of the company in achieving
its objects (as outlined in article 4) and will be in the interests of the company, and
irrespective of any office, post, engagement or other connection which he/she may
have with any other body which may have an interest in the matter in question.

86 Without prejudice to the principle set out in article 85, each of the directors shall
have a duty, in exercising functions as a charity trustee, to act in the interests of the
company; and, in particular, must:

86.1 seek, in good faith, to ensure that the company acts in a manner which is in
accordance with its purposes;

86.2 act with the care and diligence which it is reasonable to expect of a person
who is managing the affairs of another person;

86.3 in circumstances giving rise to the possibility of a conflict of interest
between the company and any party responsible for the appointment of that
director

86.3.1 put the interests of the company before that of the other party;
86.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any deliberation or decision of the other directors with regard to the matter in question;

86.4 ensure that the company complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

87 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time; for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Directors' remuneration and expenses

88 No director (other than the Executive Director) may serve as an employee of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director or as Chair or as the holder of any other office under article 70.

89 The Executive Director shall, notwithstanding that he/she is a director of the company, be entitled to retain all remuneration, and all pension and/or other benefits, paid or provided to him/her in his/her capacity as an employee of the company.

90 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, meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

Powers of directors

91 Subject to the provisions of the Act and these articles, and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.

92 No alteration of these articles and no direction given by special resolution 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.

93 The powers conferred by article 91 shall not be limited by any special power conferred on the directors by these articles.
A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.

Any director may call a meeting of the directors or request the company secretary to call a meeting of the directors.

In the event of a director requesting a meeting under article 96, they must also specify the business to be discussed at that meeting.

Questions arising at any meeting of directors shall be decided by a majority of votes; the chairperson of a meeting of directors shall be entitled to a casting vote.

The quorum for the transaction of the business of the directors shall be three.

If the quorum required under article 99 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

A director may participate in a meeting of the directors or a meeting of a committee of directors by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the directors participating in the meeting can hear each other; a director participating in a meeting in this manner shall be deemed, for the purposes of calculating the quorum, to be present in person at the meeting.

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 may act only for purposes connected with the filling vacancies or for the purpose of calling a general meeting.

Unless he/she is unwilling to do so, the Chair of the Board shall preside as chairperson at every meeting of directors at which he/she is present; if the Chair is unwilling to act as chairperson of a meeting of directors or is not present within half an hour after the time appointed for the meeting, the Vice Chair shall act as chairperson of the meeting.

If neither the Chair nor the Vice Chair is present and willing to act as chairperson of the meeting within half an hour after the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting.
or, if there is only one director present and willing to act, he/she shall be chairperson of the meeting.

105 The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors; a person invited to attend a meeting of the directors under the preceding provisions of this article shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the Act or any provision of these articles.

106 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was 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.

107 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 as 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; it may consist of several documents in the same form, each signed by one or more directors.

108 Subject to article 109, a director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.

109 For the purposes of the preceding article:

109.1 an interest of a person who is taken to be connected with a director for any purpose of the Act, shall be treated as a personal interest of the director; and

109.2 a director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

110 For the avoidance of doubt, the Executive Director shall not be entitled to vote on any matter relating to his/her remuneration or terms and conditions of employment.

111 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.

112 The company may (subject to the Charities and Trustee Investment (Scotland) Act 2005) by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 108 to 111.
If a question arises at a meeting of directors or at a meeting 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 chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

Delegation to committees of directors and holders of offices

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

Any delegation of powers under the preceding article may be made subject to such conditions as 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 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.

In addition to their powers under article 114, the directors may delegate their powers to any committee consisting of one or more directors and such other individuals (who need not be directors or employees of the company) as the directors may consider appropriate; the provisions of articles 115 and 116 shall apply in relation to any such committee, subject to the qualification that the role of any committee formed under the preceding provisions of this article shall be limited (except to the extent that the directors otherwise determine) to the issue of reports and recommendations for consideration by the Board.

Secretary

The directors may (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of office, remuneration (if any), and other terms and conditions attaching to the appointment of the company secretary shall be as determined by the directors; the company secretary may be removed by the directors at any time.

Minutes

The directors shall ensure that minutes are made of all proceedings at general meetings, meetings of the directors and meetings of committees of directors.

Accounts

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.

121 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

122 The directors shall prepare annual accounts, complying with all relevant statutory requirements.

123 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.

Notices

124 Any notice to be given in pursuance of these articles shall be in writing.

125 The company may give any notice to a member in pursuance of these articles either personally or by sending it by post in a pre-paid envelope addressed to the member at its registered address or by leaving it at that address; alternatively, in the case of a member which has notified the company of an electronic address to be used for this purpose, the company may give any notice to that member by electronic means.

126 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.

127 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

128 A member may give any notice to the company either by sending it by post in a pre-paid envelope addressed to the company at its registered office or by leaving it, addressed to the company secretary, at the company's registered office.

129 A member present or represented 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.
Winding-up

130 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be paid or transferred or applied to another organisation with charitable aims or objectives, subject to the prior approval of OSCR.

Indemnity

131 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) 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 (but only to the extent permitted by those sections of the Act) 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.

132 For the avoidance of doubt, the company shall be entitled to purchase and maintain insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office; and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).