23 SEP 2015

THE COMPANIES ACT 2006

WRITTEN RECORD OF RESOLUTION OF THE MEMBERS OF

EPILEPSY ACTION SCOTLAND (known as EPILEPSY SCOTLAND)

("the Company")

(Company number: SC163987)
(Scottish charity number: SC000067)

I, the undersigned, HEREBY NOTE THAT:

At the annual general meeting of the Company (which is a Scottish charity) held at The College Hall, Fifteen Ninety Nine, Royal College of Physicians and Surgeons, 232-242 St Vincent Street, Glasgow G2 5RJ on 5 September 2015, 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 Company's articles of association in substitution for, and to the exclusion of, the existing articles of association.*

(R.C. ROBERTS)
....
Company Secretary/Director

Dated: 18 Sept 2015

Registered office:-
48 Govan Road
Glasgow
G51 1JL

FRIDAY
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SCT 25/09/2015 #656
COMPANIES HOUSE

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

EPILEPSY ACTION SCOTLAND

(as adopted by special resolution dated 5th September 2015)

This is a print of the articles of association as adopted by ~~special resolution on~~ 5 September 2015

Director RC ROBERTS

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

EPILEPSY ACTION SCOTLAND
(as adopted by special resolution dated 5th September 2015)

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 sections 505 and 506 of the Income and Corporation Taxes Act 1988;

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

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

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

2.7 "Secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary; and

2.8 "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.

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

Objects

5 The company's objects are:-

5.1 To relieve the needs of individuals with epilepsy and/or associated conditions, within Scotland;

5.2 To advance the health and wellbeing of individuals with epilepsy and/or associated conditions, within Scotland;

5.3 To advance education and, in particular, to increase public knowledge and awareness of epilepsy and associated issues through the provision of education, training and advice.

6 The company's objects are restricted to those set out in article 5 (but subject to article 7).

7 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 5; 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

8 In pursuance of the objects listed in article 5 (but not otherwise) the company shall have the following powers:-

8.1 To provide (whether on a contractual basis or otherwise) such services and facilities as the company may consider appropriate, including (without prejudice to that generality) those which involve advice, support, information or counselling for people with epilepsy and/or associated conditions and/or their carers.

8.2 To provide consultancy and advisory services to central government authorities and agencies, local authorities, voluntary sector organisations and others in relation to epilepsy, associated conditions and related issues.

8.3 To create a fuller understanding of epilepsy and associated conditions among the general public, among employers and among all professions (including medicine, nursing, social work, education and the prison and police services).

8.4 To advise in relation to, prepare, organise and/or conduct conferences, seminars and training courses, and educational and training events and programmes of all kinds.

8.5 To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings and display materials.

8.6 To advise in relation to, commission and/or conduct research projects and programmes and to publish and promote the findings of such research.

8.7 To liaise with central government authorities and agencies, local authorities, voluntary sector organisations and others, all with a view to furthering the aims of the company.

8.8 To carry on any other activity which may be appropriately carried on in connection with any of the objects of the company.

8.9 To promote companies whose activities may further one or more of the above objects or which may generate income to support the company's activities, acquire and hold shares, stocks, debentures and other interests in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.

8.10 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.

8.11 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.

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

8.13 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.

8.14 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.

8.15 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.

8.16 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

8.17 To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/er, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.

8.18 To promote any private Act of Parliament or other authority to enable to company to carry on its activities, alter its constitution or achieve any other purpose which may promote the company's interests, and to oppose or object to any application or proceedings which may prejudice the company's interests.

8.19 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 charter, right, privilege or concession.

8.20 To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.

8.21 To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.

8.22 To effect insurance against risks of all kinds.

8.23 To invest moneys of the company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any legal requirement) and to dispose of and vary such investments and securities.

8.24 To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company.

8.25 To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the company.

8.26 To subscribe for, take, purchase, and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the company is authorised to amalgamate.

8.27 To transfer all or any part of the undertaking, property and rights of the company to any body, incorporated or unincorporated, with which the company is authorised to amalgamate.

8.28 To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects.

8.29 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.

8.30 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.

8.31 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.

8.32 To do anything that may be incidental or conducive to the attainment of the any of the objects of the company.

Restrictions on use of company's assets

9 Subject to article 10:-

9.1 the income and property of the company shall be applied solely towards promoting the company's objects (as set out in article 5);

9.2 no part of the income or property of the company shall be paid or transferred, directly or indirectly, by way of dividend or otherwise, to the members of the company;

9.3 no director of the company shall be appointed to any office under the company in respect of which a salary or fee is payable; and

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

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

10.1 to pay reasonable and proper remuneration to any director or member of the company in return for particular services (not being of a management nature) actually rendered to the company;

10.2 in pursuance of its objects, to allow use of any facilities or services provided by the company (on such terms as the directors may deem appropriate) by any member or director of the company;

10.3 to pay interest at a rate not exceeding the commercial rate on money lent to the company by any director or member of the company;

10.4 to pay rent at a rate not exceeding the open market rent for premises let to the company by any director or member of the company; and

10.5 to purchase assets from, or sell assets to, any director or member of the company providing such purchase or sale is at market value.

Liability of Members

11 Every member of the company undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:-

11.1 payment of the company's debts and liabilities contracted before he/she ceases to be a member;

11.2 payment of the costs, charges and expenses of winding up; and

11.3 adjustment of the rights of the contributories among themselves.

Membership

12 The membership of the company shall consist of such individuals as are admitted to membership under the articles of association of the company in force from time to time.

13 Membership shall not be transferable.

Qualifications for membership

14 Membership shall be open to any individual aged 16 or over who wishes to support the aims and activities of the company.

15 An employee of the company shall not be eligible for membership.

Application for membership

16 Any individual who wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require) signed by him/her; the application for membership must be accompanied by a remittance to meet the full amount of the annual membership subscription.

17 The directors shall be entitled at their discretion to refuse to admit to membership any individual applying for membership; the directors shall, within a period of six weeks after an application for membership is considered, notify the applicant in writing of the directors' decision as to whether or not to admit him/her to membership.

18 If the decision in relation to any application was to refuse membership, the directors shall return to the applicant the remittance lodged by him/her under article 16 when issuing the notification under article 17.

19 For the avoidance of doubt, the directors shall be entitled to delegate their powers under the preceding articles with regard to admission of members to any committee consisting of one or more directors and such other persons (if any) as the directors may deem appropriate.

Withdrawal from membership

20 Any individual who wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require) signed by him/her; on receipt of such notice by the company he/she shall cease to be a member.

Cessation of membership

21 Membership shall cease on the death of the member.

22 An individual admitted to membership shall automatically cease to be a member if he/she becomes an employee of the company.

Membership subscription

23 All members (subject to article 24) shall require to pay an annual membership subscription of such amount as the directors may determine; there shall be a reduction (of such amount as the directors may determine) for anyone who is unwaged.

24 The directors may at their discretion, determine that any individual who has contributed significantly to the welfare of people with epilepsy and the work of the company should constitute an "honorary member"; honorary members shall be exempt from the requirement to pay an annual membership subscription, but shall, in all other respects, have the same rights and privileges, and shall be subject to the same provisions of these articles, as all other members of the company.

25 The annual membership subscription payable by each member shall be due on each anniversary of the date on which he/she was admitted to membership.

26 The directors shall give to each member at least 28 clear days' notice prior to each date on which his/her annual membership subscription falls due; each notice shall specify the amount of the membership subscription which will be due and shall state the possible consequence (under the following article) of failure to make payment.

27 If the company has not received the annual membership subscription of a member (other than an honorary member) by the date occurring 14 days after the date on which it fell due (or by the date, if later, occurring 42 clear days

after a notice complying with the preceding article was given to that member), the directors may by resolution expel him/her from membership.

28 An individual who ceases to be a member shall not be entitled to any refund of the annual membership subscription (whatever the period between the date on which the membership subscription last fell due and the date of ceasing to be a member).

Register of members

29 The directors shall maintain a register of members setting out the full name and address of each member and the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Expulsion from membership

30 Subject to articles 31 to 35, the company may, by special resolution, expel any individual from membership.

31 Any member who wishes to propose at any meeting a resolution for the expulsion of any individual from membership shall lodge with the company written notice of his/her intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.

32 The company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned; the member concerned shall be entitled to make written representations to the company with regard to the notice.

33 If representations are made to the company in pursuance of the preceding article, the company shall (unless such representations are received by the company too late for it to do so):-

33.1 state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed; and

33.2 send a copy of the representations to every individual to whom notice of the meeting is or was given.

34 Whether or not a copy of written representations has been given to each of the individuals entitled to receive notice of the meeting, the member concerned shall be entitled to be heard on the resolution at the meeting.

35 Failure to comply with any of the provisions of articles 31 to 35 shall render any resolution for the expulsion of an individual from membership invalid.

36 An individual expelled from membership under articles 30 to 35 shall cease to be a member with effect from the time at which the relevant resolution is passed.

General meetings

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

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

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

40 Subject to articles 37, 38 and 39, the directors may convene general meetings whenever they think fit.

Notice of general meetings

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

42 The reference to "clear days" in article 41 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of a notice sent by electronic means, the day after it was sent), and also the day of the meeting, should be excluded.

43 A notice calling a meeting shall specify the date, time 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 47) (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.

44 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.

45 Notice of every general meeting shall be given:-

45.1 in hard copy form;

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

45.3 (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.

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

Special resolutions and ordinary resolutions

47 For the purposes of these articles, a "special resolution" means a resolution of the members which is 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 41 to 46; 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.

48 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution

48.1 to alter its name;

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

49 For the purposes of these articles, an "ordinary resolution" means a resolution which is passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against and (as applicable) the chairperson's casting vote) at a general meeting, providing proper notice of the meeting has been given in accordance with articles 41 to 46.

50 For the avoidance of doubt, the provisions of articles 47 to 49 shall be without prejudice to the facility under the Act to pass resolutions by way of the written resolution procedure prescribed by the Act.

Proceedings at general meetings

51 No business shall be transacted at any meeting unless a quorum is present; 6 members present and entitled to vote (whether as members or proxies for members, duly authorised) shall constitute a quorum.

52 The board may at its discretion make arrangements to facilitate participation in a members' meeting by means of a conference telephone, video conferencing facility or similar communications equipment whereby all those participating in the meeting can hear each other; an individual having the right to vote at the members' meeting (whether as a member or as a proxy) who participates in a members' meeting in this manner shall be deemed to be present at the meeting and shall be entitled to vote on resolutions and continue to be counted in the quorum.

53 If the quorum required under article 51 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.

54 The chairperson of the board of directors shall (if present and willing to act as chairperson) preside as chairperson of the meeting.

55 If the chairperson of the board of directors is not present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, one or other of the vice chairpersons shall act as chairperson; if both of the vice-chairpersons are present and willing to act, the question of which of them is to act as chairperson shall (failing agreement between them) be determined by majority vote of those present and entitled to vote at the meeting.

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

57 If no director willing to act as chairperson is present within half an hour after the time appointed for holding the meeting, the members present shall elect one of their number to be chairperson.

58 The chairperson may, with the consent of the meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place.

59 No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.

60 Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted: in any other case, it shall not be necessary to give any notice of an adjourned meeting.

61 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 demanded by the chairperson, or by at least two persons present at the meeting and entitled to vote (whether as members or as proxies for members).

62 Unless a poll is demanded in accordance with the preceding article, a declaration by the chairperson 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 in favour of or against the resolution.

63 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson: a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was

made nor the result of a show of hands declared after the demand is so withdrawn.

64 If a poll is demanded in accordance with article 61 it shall be taken at once by means of a secret ballot of all the persons and entitled to vote (whether as members or as proxies for members) conducted in such manner as the chairperson may direct: the result of such poll shall be declared at the meeting at which the poll was demanded.

65 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 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.

Votes of members

66 Every member shall (subject to article 67) have one vote, which may be given either personally or (whether a show of hands or on poll) by proxy.

67 A member shall not be entitled to vote at any general meeting:

67.1 if he/she was admitted to membership during the three-month period immediately preceding that general meeting; or

67.2 if he/she is under the age of 16.

68 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.

69 A member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting);

69.1 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 him/her; or

69.2 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; for the avoidance of doubt, in calculating the 48-hour period referred to in the preceding provisions of this article 69, no account shall be taken of any day that is not a working day.

70 An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform to the provisions of article 69 or which is not lodged or sent in accordance with such provisions shall be invalid.

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

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

73 A vote given, or poll demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a poll had terminated prior to the giving of such vote or demanding of such poll unless notice of such termination was received by the company at the company's registered office (or, where notice of termination is given by way of an electronic communication, at the address notified to the members by the company for the purpose of electronic communications) before the meeting or adjourned meeting at which the vote was given or the poll demanded.

74 No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

Categories of director

75 The board shall consist of:-

75.1 a minimum of 9 and maximum of 12 directors drawn from the membership ("Member Directors"); and

75.2 a maximum of 4 additional co-opted directors (who need not be members of the company) appointed by the board of directors on the basis of their special skills and/or experience ("Co-opted Directors").

76 If the full complement of board members permitted under articles 75.1 and **Error! Reference source not found.** is not appointed at any annual general meeting, or if a vacancy arises during the period between one annual general meeting and the next, the board will have the power to co-opt any member who is willing so to act, to fill the vacancy.

Eligibility

77 An individual shall not be eligible to hold office as a director if he/she is an employee of the company.

Election/appointment/retiral: Member Directors

78 At each AGM, the members may elect any member (unless he/she is debarred from membership under article 77) to be a Member Director.

79 The board may at any time appoint any member (unless he/she is debarred from membership under article 77) to be a Member Director.

80 At each AGM, all of the Member Directors elected/appointed under articles 78 and 79 shall retire from office – but shall then be eligible for re-election under article 78.

81 A Member Director retiring at an AGM will be deemed to have been re-elected unless: -

81.1 he/she advises the board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a Member Director; or

81.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or

81.3 a resolution for the re-election of that Member Director was put to the AGM and was not carried.

Election/appointment/retiral: Co-opted Directors

82 In addition to their powers under article 79, the board may at any time appoint any non-member of the organisation to be a Co-opted Director (subject to article 75.2, and providing he/she is not debarred from membership under article 77) on the basis that he/she has specialist experience and/or skills which could be of assistance to the board.

83 At each AGM, all of the Co-opted Directors appointed under article 82 shall retire from office – but shall then be eligible for re-appointment under that article.

Disqualification and removal of directors

84 A director shall vacate office if:-

84.1 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);

84.2 he/she is sequestrated;

84.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office (where such incapacity is expected to continue for a period of more than six months and the directors resolve to remove him/her from office);

84.4 he/she becomes an employee of the company;

84.5 (in the case of a Member Director) he/she ceases to be a member of the company;

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

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

84.8 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 99);

84.9 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

84.10 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

85 A resolution under article 84.8 or 84.9 shall be valid only if:-

85.1 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;

85.2 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

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

Appointments to offices

86 Directors shall be appointed to hold the offices of chairperson and vice-chairperson (two posts) and such other offices (if any) as the directors may consider appropriate; each such office shall be held (subject to article 90) for a period of three years until the conclusion of the annual general meeting of the third year which follows appointment to that office.

87 A director who has held the office of chairperson or vice chairperson of the company for the period specified in article 86 above, shall be eligible for

reappointment to that office for a further period of three years. A director who has served as either chairperson or vice-chairperson for a total period of 6 years shall not be eligible for reappointment to that office.

88 The appointments to offices under article 86 shall (subject to article 91) be made at a meeting of directors held as soon as reasonably practicable after each annual general meeting.

89 A director whose period of office expires under article 86 may (subject to article 87) be re-appointed to such office (providing he/she is willing to act).

90 The appointment of any director to an office under article 86 shall terminate if:-

90.1 he/she ceases to be a director; or

90.2 he/she resigns from such office by notice to the company.

91 If the appointment of any director to an office under article 86 terminates under the preceding article, the directors shall, at a meeting of directors held as soon as reasonably practicable after such termination, appoint another director to hold such office in his/her place; a director so appointed shall (subject to article 90) hold such office until the conclusion of the first annual general meeting which follows such appointment.

Directors' interests

92 Subject to the provisions of the Companies Act and of the Charities and Trustee Investment (Scotland) Act 2005 and of 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), a director (notwithstanding his/her office):-

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

92.2 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;

92.3 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;

and

92.4 shall not, by reason 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 body corporate;

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

93 For the purposes of the preceding article:-

93.1 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;

93.2 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;

93.3 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.

94 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.

95 For the purposes of article 94, a "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; and such that:-

95.1 the situations and matters which fall within this definition may include (without limitation) (a) a situation where a director of the company becomes an employee, director, member of the management committee, officer or elected representative of a body which is a party to a significant contract with the company (or which is competing with the company in the context of any grant application) and (b) 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);

95.2 "conflict of interest" for this purpose includes a conflict of interest and duty, and a conflict of duties.

96 For the avoidance of doubt, article 94 shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the company; any conflict of interest of that nature shall be governed by the provisions of

articles 92 and 93 and articles 123 to 127 and the code of conduct referred to in article 99.

Conduct of directors

97 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 and be in the best 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.

98 Without prejudice to the principle set out in article 97, 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:-

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

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

98.3 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

98.3.1 put the interests of the company before that of the other party;

98.3.2 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;

98.4 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.

99 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors 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

100 No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under the company.

101 The directors may be paid all travelling expenses 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 discharge of their duties.

Powers of directors

102 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.

103 No alteration to 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.

104 The powers conferred by article 102 shall not be limited by any special powers conferred on the directors by these articles.

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

106 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of his/her powers.

Proceedings for directors

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

108 A meeting of the directors shall be held no less than four times per year. The board may at its discretion make arrangements to facilitate participation in a members' meeting by means of a conference telephone, video conferencing facility or similar communications equipment whereby all those participating in the meeting can hear each other; an individual having the right to vote at the members' meeting (whether as a member or as a proxy) who participates in a members' meeting in this manner shall be deemed to be present at the meeting and shall be entitled to vote on resolutions and continue to be counted in the quorum.

109 Any director may call a meeting of the directors or request the Secretary to call a meeting of the directors.

110 So far as reasonably practicable, the date, time and place of each meeting of the directors shall be communicated to all the directors not less than 21 days before the date of the meeting: for the avoidance of doubt, the preceding provisions shall not apply where the person calling the meeting is of the opinion (acting reasonably) that shorter notice is appropriate, having regard to the urgency or the matter or matters to be considered at the meeting.

111 Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.

112 A director acting as an alternate director shall, if his/her appointor is not present, have a vote in his/her capacity as an alternate as well as his/her own vote as a director.

113 The quorum for the transaction of the business of the directors shall be one-third of the existing directors (rounded up).

114 For the avoidance of doubt, a director who is also an alternate director shall only be counted as one in determining whether a quorum is present (irrespective of whether his/her appointor is present).

115 The continuing directors or a sole continuing director may act notwithstanding vacancies but it the number of remaining directors is less than the number fixed as the quorum, they or he/she may act only for the purpose of filling vacancies or of calling a general meeting.

116 Unless he/she is unwilling to do so, the chairperson of the board of directors shall preside as chairperson at every meeting of directors at which he/she is present.

117 If the chairperson of the board of directors is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, one or other of the vice chairpersons shall act as chairperson: if both of the vice chairpersons are present at the meeting and are willing to preside as chairperson, the question of which of them is to preside will be determined by agreement between the vice chairpersons or, failing agreement, by majority vote of the directors present at the meeting.

118 If neither of the vice chairpersons is present and willing to act as chairperson within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.

119 The directors may allow the Chief Executive or any other person to attend and speak at any meeting of the directors.

120 For the avoidance of doubt, any person permitted to attend a meeting under the provisions of article 119 shall not be entitled to vote.

121 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.

122 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.

123 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, an interest or duty which is material and which conflicts or may conflict with the interests of the company.

124 For the purposes of the preceding article:

124.1 an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of adoption of these articles) connected with a director shall be treated as an interest of the director

124.2 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, partner, officer or elected representative has a personal interest in that matter.

125 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.

126 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 123 to 125.

127 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.

Alternate directors

128 A director may appoint some other director to be an alternate director; and may at any time terminate the appointment of that other director as his/her alternate.

129 For the avoidance of doubt, no individual other than a person who is already a director may be appointed as an alternate director.

130 Any appointment or removal of an alternate director may be effected by notice to the company signed by the director making or revoking the appointment; or may be effected in any other manner approved by the directors.

131 A notice appointing an alternate director may specify that the appointment is to relate only to the particular meeting at which the director will not be present; in the absence of a statement to that effect, the appointment will be deemed to relate to carrying out all the functions of the director until such time as the appointment is revoked.

132 An alternate director shall, subject to the terms of the notice of appointment, be entitled to be given notice of all meetings of directors and of all meetings of committees of directors of which his/her appointor is a member, to attend and vote at any such meeting at which the director who appointed him/her is not personally present, and generally to perform all the functions of his/her appointor as a director in his/her absence.

133 An alternate director shall cease to be an alternate director if his/her appointor ceases to be a director.

134 An alternate director shall not be deemed to be the agent of the director appointing him/her.

135 References in these articles to directors shall, unless the context otherwise requires, be construed as including alternate directors.

Delegation to committees of directors and holders of executive office

136 The directors may delegate any of their powers to any committee consisting of two or more directors: they may also delegate to the chairperson or any director holding any other office such of their powers as they consider desirable to be exercised by him/her.

137 The directors may delegate any of their powers to an Executive Committee consisting of the holders of the offices referred to in article 86. The quorum for meetings of the Executive Committee shall be 2.

138 Any delegation of powers under articles 136 and 137 may be 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.

139 Subject to article 137 and 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.

Standing committees

140 The directors may delegate any of their powers to standing committees consisting of one or more directors and such other individuals as the directors may determine: any such delegation shall be collaterally with, and not to the exclusion of the directors' powers and may be revoked or altered.

141 The director included among the members of a standing committee (or, if more than one director is included among the members of the committee, the director appointed to such office at a meeting of directors) shall hold office as chairperson of the committee.

142 Each standing committee shall regulate its proceedings in accordance with the directions issued by the directors of the company and shall give effect to any instruction or direction issued by the directors of the company.

Secretary

143 The directors shall (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

144 The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors and meetings of committees of directors: a minute of a meeting of directors or of a committee of directors shall include the names of the directors present.

Accounts

145 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.

146 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

147 Any notice to be given in pursuance of these articles shall be given either in writing or by way of electronic means.

148 The company may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address; in the case of a member who has notified the company of an electronic address to be used for this purpose, the company may give any notice to that member by way of electronic means.

149 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 or (where the company has notified the member of an electronic address to be used for this purpose) by way of electronic means.

150 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 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.

151 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.

152 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

153 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall instead be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does article 9 (as read with article 10).

154 The charity or charities to which property is transferred under article 153 shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at that time.

155 To the extent that effect cannot be given to the provisions of articles 153 and 154, the relevant property shall be applied to some other charitable purpose or purposes.

156 If the company is wound up, the liquidator shall give effect to the provisions of articles 153 to 155.

Indemnity

157 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.

158 For the avoidance of doubt, the company shall be entitled to purchase and maintain for any director 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).