

Memorandum of Association
of
Scottish Throughcare & Aftercare Forum

1. The name of the company is **Scottish Throughcare & Aftercare Forum**
2. The company's registered office is to be situated in Scotland.
3. This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable for the purposes of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force).

Subject to that over-riding qualification, the company's objects are:

3.1

(1) The relief of persons in Scotland who have been in or are about to leave Local Authority care who are in need, due to necessitous circumstances, disability, homelessness or otherwise, and require assistance in achieving a settled way of life.

(2) The advancement of the education of said persons to enable them to make choices on their future accommodation and enable them to become full members of society.

In furtherance of the foregoing, the company will: -

- (a) Prevent young people experiencing poverty, disadvantage and exclusion by improving support when leaving care.
- (b) Promote good practice in every aspect of throughcare and aftercare support for young people.
- (c) Promote opportunities for networking between those who are involved or have an interest in supporting young people who are leaving care.
- (d) Ensure that the best interests of young people leaving care are represented in the development of national and local policies.
- (e) Ensure that the views of young people leaving care and those who support them are reflected within the company.
- (f) Be representative of the geographical areas of Scotland, the voluntary, statutory & independent sectors, and the various settings which are relevant to young people leaving care, such as, education, training, employment, health, housing, social work and welfare benefits etc.

In furtherance of the stated objects (but not otherwise), the company shall have power :

- 3.2 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.
- 3.3 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.
- 3.4 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.
- 3.5 To sell, let, hire, licence, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- 3.6 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.
- 3.7 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.

- 3.8** 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.
- 3.9** 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/widower, relatives and dependents of any such individual; and to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- 3.10** To promote any private Act of Parliament, Provisional Order and other authority to enable the company to carry out its objects, alter its constitution, and achieve any other purpose which may promote the company's interests, and to oppose or object to any application or proceedings which may prejudice the company's interests.
- 3.11** 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 which may be advantageous for the purposes of the activities of the company. .
- 3.12** To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- 3.13** 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.
- 3.14** To effect insurance against risks of all kinds.
- 3.15** 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 a manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirements) and to dispose of and vary such investments and securities.
- 3.16** To promote companies whose activities may further one or more of the above objects or which may generate income to support one or more of the above objects, acquire and hold shares, stocks, debentures and other interests in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- 3.17** To establish and support any association or other unincorporated body having objects altogether in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on.
- 3.18** To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the company.
- 3.19** 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.
- 3.20** 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.
- 3.21** 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.
- 3.22** 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.

- 3.23** 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.
- 3.24** 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.
- 3.25** To do anything which may be incidental or conducive to the attainment of any of the objects of the company.

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

4.1 Subject to clause 4.2

- (a) the income and property of the company shall be applied solely towards the promotion of its objects as set out in clause 3 of this memorandum of association.
- (b) no part of the income and property of the company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the members of the company
- (c) no director of the company shall be appointed to any office under the company in respect of which a salary or fee is payable and
- (d) no benefit in money or money's worth shall be given by the company to any director except repayment of out-of-pocket expenses.

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

- (a) to pay reasonable and proper remuneration to any director or member of the company in return for services (not being of a management nature) actually rendered to the company
- (b) 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
- (c) 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
- (d) to purchase assets from, or sell assets to, any director or member of the company providing such purchase or sale is at market value.

5 The liability of the members is limited.

6. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7.1 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association.

7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the company at or before the time of dissolution or, failing such determination by such courts as may have or may acquire jurisdiction.

7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.

8.1 Accounting records shall be kept in accordance with all statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

8.2 The company's auditors shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account and on all group accounts, copies of which are to be laid before the company in general meeting. This clause may be omitted from the memorandum if the company will qualify from exemption for audit under the audit exemption regulations.

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

Names of subscribers

Steve Anderson
Company Secretary
Scottish Throughcare & Aftercare Forum

Stephen Phillips
Solicitor
Burness

Dated. 17th June 2005

Witness:

Alison Caulfield-Dow
National Co-ordinator
Scottish Throughcare & Aftercare Forum

Dated. 17th June 2005

ARTICLES OF ASSOCIATION

of

Scottish Throughcare & Aftercare Forum

Interpretation

1. In these regulations:

“the Act” means the Companies Act 1985, as amended by the Companies Act 1989 including any statutory modification or re-enactment thereof for the time being in force.

“the articles” means the articles of the company.

“clear days” in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“electronic communication” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.

“executed” includes any mode of execution.

“office” means the registered office of the company.

“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

“the United Kingdom” means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

Members

2. The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles, shall be members of the company.

Categories of Membership

3. A member is an individual person, aged 16 or over, who on becoming a member is a named representative of an organisation or has joined as an individual member.

An member who is a named representative of an organisation, will represent one of the following categories:

(a) Local Authorities

Large – *cities and large urban areas*

Medium – *small rural and large rural areas*

Small – *small rural and island areas*

(b) Voluntary Sector Organisations & Other Agencies

Large – *large national organisations, with wide scope of relevant work*

Medium – *smaller national organisations, or large locally based organisations*

Small – *locally based organisations or projects*

(c) Small local projects - *less than 5 employees.*

In addition, there will be a further category of membership:

(d) Individual membership – *not a member representing an organisation*

Qualifications for Membership

4. A member shall require to fulfil either of the following qualifications:
 - (a) he/she must be an individual who has direct involvement or active interest in throughcare and aftercare support for young people leaving care and who supports the objects of the company; or
 - (b) he/she must be nominated for membership by a local authority, organisation or agency of the nature referred to in article 3.

Restrictions on Membership

5. No employee of the company, or individual who is seconded to or otherwise placed within the company as if s/he were an employee, may be admitted as a member. If a member then becomes an employee of the company, or is seconded to or otherwise placed within the company as if s/he were an employee, then his/her membership shall cease with immediate effect.
6. The directors shall be entitled at their discretion to refuse to admit any person to membership notwithstanding that s/he fulfils the qualification under article 4 and is not debarred from membership under Article 5. In the case of an individual nominated for membership by a local authority, organisation or agency, the directors must refuse admission if another individual, admitted to membership on the basis of nomination by that local authority, organisation or agency, is already entered in the register of members as a current member.

Application for Membership

7. Any person (other than the subscribers to the memorandum of association of the company) 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 the applicant – and, in the case of an application under paragraph (b) of article 4, also signed by an appropriate officer of the local authority, organisation or agency which is nominating him/her for membership. An applicant shall indicate which type of membership under article 3 s/he wishes to be considered for and shall agree to pay the appropriate membership fees for that category, for the membership period that applies.
8. A person applying for admission as a member may be requested to lodge such evidence in support of the application as the directors require (i.e. an obvious connection to the requirements under article 4). If no such connection is apparent under the requirements of article 4, then the directors can request further evidence.
9. Each application for membership shall be considered by the directors at the first meeting of the directors which is held after receipt by the company of the written application (and, if appropriate, supporting evidence) required under the preceding two articles.
10. All applications that are accepted by the directors will then automatically be included as members after the meeting at which the applications were considered. If an application is not accepted by the directors, they shall ensure that each applicant is notified in writing of their decision not to admit him/her to membership within seven days after the meeting at which the application is considered.

Register of members

11. The directors shall keep a register of members. In addition to the particulars required by section 352 of the Act, there shall be entered against each name on the register details of the membership category to which the member has been assigned and (in the case of a member admitted under paragraph (b) of article 4, the name of the local authority, organisation or agency which nominated him/her for membership.
12. The directors may at any time, by notice in writing, request any member to provide the company with such evidence and particulars as are necessary and reasonable for the purpose of maintaining the register of members.

Annual Renewal of membership

13. Whether or not any subscription for membership is in force, membership of the company shall be subject to renewal annually on the accounting reference date of the company.
14. The secretary shall give to all members not less than 10 (ten) clear days' notice of the accounting reference date. Each notice shall:
 - (a) advise the member that her or his membership falls due for renewal on the accounting reference date; and
 - (b) contain particulars of the member currently held in the Register of Members; and
 - (c) where applicable, specify the amount of membership subscription due under Article 18, and
 - (d) request from the member confirmation of her or his wish to renew membership, the accuracy and currency of the particulars held on the Register of Members and, where applicable, payment of her or his subscription; and
 - (e) state the possible consequences of failure to renew membership under article 15.

Lapse of membership due to failure to renew

15. Provided the requirements of article 14 have been complied with, any membership in respect of which a renewal has not been received by the secretary by the end of the 60th (sixtieth) day after the accounting reference date on which it fell due shall be deemed to have lapsed, if the directors so resolve at their discretion..
16. The secretary shall, in the event of a membership lapsing under article 15, give notice to the member concerned advising her or him of the fact and of the reasons.
17. A lapsed member in receipt of a notice under article 16 may renew her or his membership within a further 28 (twenty eight) days from the date of the notice, after the expiry of which any attempt by the lapsed member to renew her or his membership shall be treated by the directors as a new application.

Membership subscriptions

18. The company may, by resolution at a meeting of the Board of Directors, introduce an annual subscription for membership, and determine the amount of such a subscription and vary the amount from time to time and from one membership category to another.
19. Subject to article 21 the directors may adopt whatever methods they think most expedient to collect payment of any annual subscription charge and to apply any reduction or waiver in cases where they think fit.
20. Any annual subscription for the time being in force shall be due on each accounting reference date of the company and shall (subject to articles 22 and 26) be deemed to relate to the period from one accounting reference date to the next.
21. Where any annual subscription is in force, the secretary shall in the renewal notice given to all members under article 14, specify the amount of membership subscription which will be due and shall state the possible consequence under article 23 of failure to make payment.
22. In the case of a person admitted to membership of the company on a date other than the accounting reference date of the company, the directors may calculate the subscription to be paid by her or him in the first part-year of membership on a *pro rata* basis. For the purposes of the provisions relating to payment of membership subscriptions, each of the individuals admitted to membership from time to time on the basis of nomination by a given local authority, organisation or agency shall be treated as a single member; and accordingly no additional membership subscription shall be due if there is a change in the identity of the individual representing that local authority, organisation or agency.

Lapse of membership due to failure to pay subscription

23. Provided the requirements of articles 14 and 21 have been complied with, any membership in respect of which any annual membership subscription for the time being in force has not been received by the Company by the end of the 60th (sixtieth) day after the accounting reference date on which it fell due shall be deemed to have lapsed, at the discretion of the directors.

24. The secretary shall, in the event of a membership lapsing under article 23, give notice to the member concerned advising her or him of the fact and of the reasons.
25. A lapsed member in receipt of a notice under article 24 may renew her, his or its membership by payment of the required annual subscription within a further 28 (twenty eight) days from the date of the notice, after the expiry of which any attempt by the lapsed member to renew her or his membership shall be treated by the directors as a new application.

Non-refundable subscription

26. Any person who ceases to be a member of the company for whatever reason shall not be entitled to any refund of all or any part of any annual subscription paid by her or him , whatever the period between the date on which the membership subscription was last paid and the date of ceasing to be a member.

Cessation of Membership

27. A member of the company shall cease to be a member of the company on death, if s/he is expelled, if membership fees are not renewed or if he/she resigns membership by notice in writing sent to or left with the secretary at the office.
28. A person admitted to membership shall automatically cease to be a member
 - (a) if s/he becomes an employee of the company
 - (b) if, in the case of an individual admitted to membership on the basis of nomination by a local authority, organisation or agency under paragraph (b) of article 4, that local authority, organisation or agency withdraws his/her nomination by notice to the company to that effect
 - (c) if, in the case of an individual admitted to membership on the basis of nomination by a local authority, organisation or agency under paragraph (b) of article 4, that local authority, organisation or agency goes into receivership or liquidation, becomes the subject of an administration order, is struck off or is dissolved.

Withdrawal from Membership

29. Any member who wishes to withdraw from membership shall lodge with the company a written and signed notice of retiral (in such form as the directors require); on receipt of such notice by the company, membership will cease.

Expulsion from Membership

30. Subject to articles 30 to 37, the directors may expel any person from membership.
31. Any director who wishes to propose at any meeting of the Board of Directors a resolution for the expulsion of any person from membership shall lodge with the company written notice of his/her intention to do so (identifying the member concerned and specifying grounds for the proposed expulsion) not less than 6 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 and the member concerned shall be entitled to make written representations to the company with regard to the notice, within 21 days.
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)
 - (a) state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed and

- (b) send a copy of the representations to every person 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 persons entitled to receive notice of the meeting, the member concerned shall be entitled to be heard on the resolution at the meeting.
35. A resolution by the directors for the expulsion of any individual from membership shall be effective only if passed by at least 75% (to the nearest round number) of the total number of directors then in office.
36. Failure to comply with any of the provisions of articles 31 to 35 shall render any resolution for the expulsion of a person from membership invalid.
37. A person expelled from membership under articles 31 to 36 shall cease to be a member with effect from the time at which the relevant resolution is passed.

General Meetings

38. All general meetings other than annual general meetings shall be called extraordinary general meetings.
39. An extraordinary general meeting shall be convened by the directors on requisition by members (under section 368 of the Act) or on requisition by a resigning auditor (under section 392A(2) of the Act).
40. Subject to the preceding article and to the requirements under section 366 of the Act as to the holding of annual general meetings, the directors may convene general meetings whenever they think fit.

Notice of general meetings

41. An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by at least 21 clear days' notice; all other extraordinary general meetings shall be called by at least 14 clear days' notice.
42. A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.
43. A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
44. Notice of every general meeting shall be given (either in writing or, where the individual or body to which notice is given has notified the company of an address to be used for the purpose of electronic communication, by way of electronic communications) to all the members and directors and to the auditors.
45. The accidental omission to give notice of a meeting to, or the non-receipt of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

46. No business shall be transacted at any meeting unless a quorum is present; individuals (whether members or proxies for members) representing at least 10% of the total membership (but subject to a minimum of eight people) shall be a quorum.
47. If the quorum required under the preceding article 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.

48. The chair (or, in his/her absence, the vice-chair) shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if neither the chair nor the vice-chair is present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson or, if there is only one director present and willing to act, s/he shall be chairperson.
49. 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.
50. A director shall, (not withstanding that s/he is not a member), be entitled to attend and speak at any general meeting.
51. 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.
52. 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.
53. 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.
54. A resolution put to the vote of a meeting shall be decided on a show of hands, unless before the show of hands or on the declaration of the result of a show of hands, a poll is demanded by the chairperson or by at least two members having the right to vote at the meeting.
55. Due to the wide geographical spread of membership, voting at the general meeting may also be by means of proxy.
56. Unless a poll is demanded in accordance with article 54, 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 recorded in favour of or against the resolution.
57. 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.
58. If a poll is demanded in accordance with article 54, it shall be taken at once by means of a secret ballot of all the persons present 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.
59. A resolution in writing signed by all the members shall be as effectual as if it had been passed at a general meeting duly convened and held; it may consist of several documents in the same form each signed by one or more members.

Votes of Members

60. Each member shall have one vote which may be given either personally or (whether on a show of hands or on a poll) by proxy.
61. A member who wishes to appoint a proxy to vote on her/his behalf at any meeting (or adjourned meeting)
 - (a) shall lodge with the company, at the office, not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require), signed by her/him; or

- (b) shall send to the company at such address as may have been notified to the members by the company for that purpose, an electronic communication containing the appointment of a proxy, providing such electronic communication is received by the company at that address not less than 48 hours before the time for holding the meeting.
62. An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of the preceding article, 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.
63. 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.
64. 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 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 or the poll demanded.
65. 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 s/he may have.
66. 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.

Maximum and Minimum Number of Directors

67. The maximum number of directors (other than alternate directors) shall (unless otherwise determined by special resolution) be 12, and (unless otherwise determined by special resolution) the minimum number of directors shall be 6.

Appointment, Retiral, Re-appointment

68. Any person who wishes to be considered for appointment as a director at an annual general meeting shall lodge with the company a written notice of their willingness to be appointed (in such form as the directors require), signed by the person, and within the closing date (as set by the board of directors) for applications for appointment.
69. At an annual general meeting the company may by ordinary resolution appoint as a director any person in respect of whom a written notice of willingness to accept such an appointment has been received in compliance with the preceding article.
70. The directors may at any time appoint any member (providing s/he is willing to act), to be a director either to fill a vacancy or as an additional director.
71. In the event of there being more applicants coming forward to be appointed as directors than there are vacancies, a ballot will be conducted. Votes will be taken from members present or represented by proxy at the annual general meeting.
72. At each annual general meeting,
- (a) any director who was appointed by the directors under article 70 since the date of the preceding annual general meeting (or, in the case of the first annual general meeting, since the date of incorporation of the company) shall retire from office; and

- (b) out of the remaining directors, one quarter (to the nearest round number) shall retire from office.
73. The directors to retire under paragraph (b) of article 72 shall be those who have been longest in office since they were last appointed or re-appointed. The question of who is to retire as between directors appointed or re-appointed on the same date shall be determined by agreement (or, if not mutually agreed, by some random method) prior to the annual general meeting.
74. The company may at any annual general meeting by ordinary resolution re-appoint any director who retires from office at the meeting under article 72 (providing s/he is willing to act); if any such director is not re-appointed, s/he shall retain office until the meeting appoints someone in her or his place or, if it does not do so, until the end of the meeting. .

Disqualification and Removal of Directors

75. A director shall vacate office if:
- (a) s/he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director
 - (b) s/he becomes bankrupt or apparently insolvent
 - (c) s/he becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapability is expected to continue for a period of more than six months
 - (d) s/he becomes an employee of the company
 - (f) s/he resigns office by notice to the company or
 - (g) s/he is absent (without permission of the directors) from more than three successive meetings of directors held in any period of six months or more and the directors resolve to remove him/her from office.

Appointments to Executive offices

76. Directors shall be appointed to hold the offices of chair, vice-chair, secretary, treasurer and such other executive offices as the directors may consider appropriate; each such office shall be held, subject to article 79, until the conclusion of the annual general meeting which next follows appointment.
77. The appointments to executive offices under the preceding article shall be first made at a meeting of directors held as soon as reasonably practicable after the incorporation of the company; thereafter the appointments shall (subject to the directors' power under article 82 to fill a vacancy which arises during the period between annual general meetings) be made by the members (via an election process if appropriate, conducted in such manner as the chairperson of the meeting may determine) at each annual general meeting.
78. A director whose period of executive office expires under article 76 may (subject to article 80) be re-appointed to such office (providing s/he is willing to act).
79. The appointment of any director to executive office shall terminate if s/he ceases to be a director or if s/he resigns from such executive office by notice to the company.
80. The maximum period of appointment to any given executive office is for 3 consecutive years; at the expiry of that period the director concerned will be ineligible to hold that executive office until a further period of one year has elapsed.
81. For the purposes of article 80
- (a) the period between the date of appointment of any director to a given executive office and the annual general meeting which follows shall be deemed to be a period of one year, unless it is of less than 6 months' duration (in which case it shall be disregarded)
 - (b) the period between one annual general meeting and the next shall be deemed to be a period of one year

(c) if a director ceases to hold a given executive office but is re-appointed to that office within a period of six months, he/she shall be deemed to have held that office without interruption.

82. If the appointment of any director to executive office 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 her/his place; a director so appointed shall (subject to article 79) hold such executive office until the conclusion of the first annual general meeting which follows such appointment.

Directors' Interests

83. Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that s/he has disclosed to the directors the nature and extent of any material interest of his/hers, a director notwithstanding her/his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested
- (b) 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
- (c) shall not, by reason of his/her office, be accountable to the company for any benefit which s/he 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.

84. For the purposes of the preceding article:

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified and
- (b) 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.

Directors' Remuneration and Expenses

85. Subject to the exceptions of article 86, no director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any executive office under the company.

86. 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 meetings of sub-committees (as defined in article 112) or otherwise in connection with the discharge of their duties.

Powers of Directors

87. Subject to the provisions of the Act, the memorandum of association and the 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.

88. No alteration of the memorandum of association or 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.

89. The powers conferred by article 87 shall not be limited by any special power conferred on the directors by the articles.

90. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
91. 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.

Proceedings of Directors

92. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit.
93. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
94. No notice of a meeting of directors need be given to a director who is absent from the United Kingdom.
95. Questions arising at a meeting of directors shall be decided by a majority of vote; in the case of an equality of votes, the chairperson shall have a second or casting vote.
96. The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed by any other number, shall be the nearest whole number representing one third of the total number of directors (but subject to a minimum of three).
97. The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or s/he may act only for the purpose of filling vacancies or of calling a general meeting.
98. Unless s/he is unwilling to do so, the chair shall preside as chairperson at every meeting of directors at which s/he is present.
99. If the Chair is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the vice chair shall act as chairperson; if the vice chair is not willing to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
100. All acts done by a meeting of directors or by a meeting of a committee of directors, 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.
101. 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.
102. Except as otherwise provided by the articles, 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 s/he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless the interest or duty arises only because the case falls within either or both of the following paragraphs:
 - (a) the resolution relates to the giving to the director of a guarantee, security or indemnity in respect of money lent to , or any obligation incurred by the director for the benefit of, the company or any of its subsidiaries.
 - (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part (and whether alone or jointly with others) under a guarantee or indemnity or by the giving of security.

103. For the purposes of the preceding article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), connected with a director shall be treated as an interest of the director.
104. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which s/he is not entitled to vote.
105. The company may by special resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of the directors or at a meeting of a committee of directors.
106. Where proposals are under consideration concerning the appointment of two or more directors to executive offices with the company the proposals may be divided and considered in relation to each director separately; provided s/he is not for another reason precluded from voting, each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his/her own appointment.
107. 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; the chairperson's ruling in relation to any director other than her/himself shall be final and conclusive.
108. The directors may invite or allow any person to attend and speak, but not to vote, at any meeting or meetings of the directors or of any committee of the directors.

Delegation to Committees of Directors and Holders of Executive Office

109. The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the chair or any director holding any other executive office such of their powers as they consider desirable to be exercised by him/her.
110. 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.
111. 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.

Delegation to Sub-Committees

112. For the purposes of the articles. "sub-committee" means a committee appointed by the directors whose constitution complies with article 114.
113. The directors may, subject to articles 116, 117, and 118, delegate to any sub-committee all such powers as the directors may think fit; and such delegate shall be made collaterally with, and not to the exclusion of, the directors' powers and may be revoked or altered.
114. The members of a sub-committee shall include at least one director and can include members of the company; the remaining members of the committee need not be members of the company.
115. The director included among the members of a sub-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 chair of the committee.
116. Each sub-committee shall regulate its proceedings in accordance with the directions issued by the directors and shall give effect to any instruction or decision on matters of principle issued or made by the directors.
117. Unless otherwise determined by special resolution, the following matters shall be excluded from delegation to any sub-committee

- (a) any introduction of a new policy or any change in policy which could have a significant impact on the company or which would fall within the responsibility of another committee or conflict with the declared policy of another committee.
 - (b) any matter involving expenditure not in accordance with the financial regulations of the company
 - (c) any capital building project
 - (d) the appointment or dismissal of any employee of the company,
- 118.** All contracts with third parties in connection with the discharge of the functions of a sub-committee shall be entered into by the chair of the committee or, in his/her absence, by some other director of the company; no member of a general committee (other than a director) shall contract, or hold her/himself out as contracting, on behalf of the company.
- 119.** All acts done by a sub-committee, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the committee, or that any member of the committee was not qualified to act as such, be as valid as if every such person had been duly appointed and was so qualified.
- 120.** A resolution in writing signed by all the members of a sub-committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held; it may consist of several documents in the same form, each signed by one or more members of the committee.

Secretary

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

Minutes

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

Accounts

- 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; the company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address; alternatively, in the case of a member who has notified the company of an address to be used for the purpose of electronic communications, the company may give any notice to that member by way of an electronic communication.
- 125.** Any notice, if sent by post, shall be deemed to have been given at the expiry of seventy two 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.
- 126.** Any notice contained in an electronic communication shall be deemed to have been given at the expiry of twenty four hours after it is sent; for the purpose of proving that any electronic communication was 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.

- 127.** 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.
- 128.** 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

- 129.** If the company is wound up, the liquidator shall transfer the assets of the company to an appropriate body in accordance with the provisions of the memorandum of association.

Indemnity

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

Names of subscribers

Steve Anderson
Company Secretary
Scottish Throughcare & Aftercare Forum

Stephen Phillips
Solicitor
Burness

Dated. 17th June 2005

Witness:

Alison Caulfield-Dow
National Co-ordinator
Scottish Throughcare & Aftercare Forum

Dated. 17th June 2005