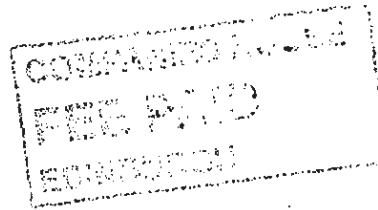


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THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

of

VOLUNTARY HEALTH SCOTLAND



1. The company's name is "Voluntary Health Scotland".
2. The company's registered office is to be situated in Scotland.
3. The company's objects are:-

To preserve, protect and promote the health of people living in Scotland, and to assist in the relief of ill health and the provision of health education for people living in Scotland; and in particular through

- (1) establishing strategic partnerships between the voluntary and statutory sectors at all levels for health improvement and health care in Scotland
- (2) strengthening and supporting the voluntary health sector in Scotland
- (3) *mapping, defining and promoting the capacity and contribution of the voluntary health sector to health improvement and health care in Scotland;* and
- (4) promoting best practice in the assessment of health need and in the planning, delivery and monitoring of services

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

- (a) To prepare, organise and/or conduct seminars, conferences and training courses, and other educational and training events and programmes.
- (b) To initiate, promote, conduct, co-ordinate, monitor and/or assist (whether financially or otherwise), projects, initiatives and schemes of all kinds which further any of the objects of the company.

- (c) To commission and/or conduct research, and to publish and promote the results of such research.
- (d) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, multimedia products and display materials, and to create and maintain a website or websites.
- (e) To provide information, advisory, support and/or consultancy services which further the aims of the company.
- (f) To liaise with voluntary sector organisations, Scottish UK and/or European government authorities and agencies, NHS bodies, local authorities, local enterprise companies and others, all with a view to furthering the above aims.
- (g) To carry on or assist (whether financially or otherwise) any other activities which further any of the above objects.
- (h) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares 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.
- (i) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.
- (j) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- (k) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- (l) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- (m) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- (n) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- (o) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (p) To engage such consultants and advisers as are considered appropriate from time to time.
- (q) To effect insurance of all kinds (which may include officers' liability insurance).

- (r) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (s) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the company's objects.
- (t) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- (u) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (v) To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- (w) 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 enter into any arrangement for co-operation or mutual assistance with any charitable body.
- (x) To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

And it is declared that

- (i) in this clause, "property" means any property, heritable or moveable, wherever situated
  - (ii) in this clause, and throughout this memorandum of association, the word "charitable" shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.
4. (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3 of this memorandum of association).
- (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise (but such that the company may pay or transfer any income or property of the company to any individual or body who/which is a member of the company where such payment or transfer is in direct furtherance of the charitable objects of the company).
  - (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
  - (d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable

payment in return for particular services (not being of a management nature) actually rendered to the company.

5. The liability of the members is limited.
6. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he/she/it is a member or within one year after he/she/it ceases to be a member, for payment of the company's debts and liabilities contracted before he/she/it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 7(a) 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; that property shall instead be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the company.
- (b) The body or bodies to which property is transferred under paragraph (a) 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 the time.
- (c) To the extent that effect cannot be given to the provisions of paragraphs (a) and (b) of this clause 7, the relevant property shall be applied to some other charitable object or objects.
8. 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.

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

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Names and addresses of subscribers

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1. 

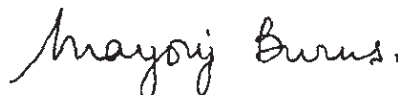
LINDA MARIE LONG  
for and on behalf of  
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2. 

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3. 

PHILIP BRYERS  
for and on behalf of  
Volunteer Development Scotland  
Limited  
Stirling Enterprise Park  
Stirling FK7 7RP

4. 

MARJORY ANN BURNS  
for and on behalf of National Asthma Campaign  
Providence House  
Providence Place  
London N1 0NT

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Dated 16 April 2004

Witness to the above signatures:-



GRAEME THOMAS PALMER  
242 West George Street  
Glasgow G2 4QY