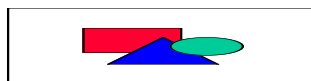


THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM and ARTICLES
of ASSOCIATION
of
VOLUNTARY HEALTH SCOTLAND**



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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.

Names and addresses of subscribers

1.

LINDA MARIE LONG
for and on behalf of
Sense Scotland
5th Floor
45 Finneston Street
Glasgow G3 8JU

2.

ALAN PETER MCGINLEY
for and on behalf of The British Diabetic
Association
10 Parkway
London
NW1 7AA

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

Dated

Witness to the above signatures:-

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES of ASSOCIATION
of
VOLUNTARY HEALTH SCOTLAND

Contents

| | |
|--|---------------------|
| Membership – categories of membership, application, membership subscription, withdrawal, expulsion | articles 1 to 35 |
| AGMs & EGMs - notice of meetings, resolutions, quorum etc, voting | articles 36 to 64 |
| Directors - appointment, retiral, etc | articles 65 to 79 |
| Directors - offices | articles 80 to 86 |
| Directors' personal interests, powers | articles 87 to 92 |
| Board meetings - calling of meetings, voting, quorum, committees of directors | articles 93 to 109 |
| General - secretary, minutes, etc | articles 110 to 122 |

General structure of the company

1. The structure of the company consists of:
 - (a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Companies Acts; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves. The membership consists of Full Members - who have full voting rights; and Associate Members - who are entitled to attend and speak at general meetings, but not vote
 - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the

company; in particular, the directors are responsible for monitoring the financial position of the company.

Membership

2. The subscribers to the memorandum of association and such other bodies as are admitted to Full Membership under articles 5 to 17 shall be the members of the company; for the avoidance of doubt, Associate Members shall not be deemed to be members of the company for the purposes of the memorandum of association or any provision of the Act.
3. Full Membership and Associate Membership shall cease
 - (a) in the case of an individual nominated by an unincorporated body, on death or on the dissolution of that unincorporated body
 - (b) in the case of any other individual, on death
 - (c) in the case of an incorporated body, on the dissolution, winding-up, striking-off or receivership of that body.
4. A Full Member or Associate Member may not transfer his/her/its membership to any other person or body.

Categories of membership

5. For the purposes of these articles

"Full Member" means a member admitted under article 6; "Full Membership" shall be construed accordingly

"Associate Member" means a member admitted under article 7; "Associate Membership" shall be construed accordingly

Qualifications for membership

6. Subject to articles 2, 8 and 10, Full Membership shall be open to
 - (a) any voluntary sector organisation concerned with the improvement of health and/or health care in Scotland which is an **incorporated** body
 - (b) any individual nominated by a voluntary sector organisation concerned with the improvement of health and/or health care in Scotland which is an **unincorporated** body.
7. Subject to articles 8 and 10, Associate Membership shall be open to
 - (a) any organisation which is an **incorporated** body and wishes to support the aims and activities of the company
 - (b) any individual nominated by an organisation which is an **unincorporated** body and wishes to support the aims and activities of the company

- (c) any individual who wishes to support the aims and activities of the company.
- 8. No employee of the company may become a Full Member or Associate Member.
- 9. A person admitted to Full Membership or Associate Membership shall automatically cease to be a Full Member or Associate Member if he/she becomes an employee of the company.
- 10. No more than one individual nominated by the governing organ of each unincorporated body under paragraph (b) of article 6 or paragraph (b) of article 7 may constitute a Full Member or Associate Member of the company at any given time.

Application for Full Membership or Associate Membership

- 11. Any incorporated body eligible for Full Membership or Associate Membership under paragraph (a) of article 6 or paragraph (a) of article 7 which wishes to become a Full Member or Associate Member shall lodge with the company a written application for membership (in such form as the directors require), signed on its behalf by an authorised officer of that body, and specifying the category of membership for which it is applying.
- 12. Any individual eligible for Full Membership or Associate Membership under paragraph (b) of article 6 or paragraph (b) of article 7 who wishes to become a Full Member or Associate Member of the company shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her, and also signed by an appropriate officer of the body which is nominating him/her for membership; the application shall specify the category of membership for which he/she is applying.
- 13. Any individual eligible for Associate Membership under paragraph (c) of article 7 who wishes to become an Associate Member of the company shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her.
- 14. The directors shall be entitled at their discretion to decline to admit to Full Membership any individual or body applying for Full Membership or Associate Membership under article 6 or 7, notwithstanding that he/she/it is not debarred from Full Membership by articles 8 and 10.
- 15. An individual or body applying for Full Membership or Associate Membership shall lodge with the company such information and/or evidence (if any) as the directors may require, in support of his/her/its application.
- 16. An application for Full Membership or Associate Membership must be accompanied by a remittance for the full amount of the annual membership subscription which would apply if he/she/it were admitted to the relevant category of membership.
- 17. Each application for Full Membership or Associate 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 remittance (and, as applicable, supporting information and evidence) required under articles 11 to 16; the directors shall, as soon as reasonably practicable after that meeting, notify the applicant in writing of the directors' decision as to whether or not to admit him/her/it to Full Membership or Associate Membership.

Register of Full Members

18. The directors shall maintain a register of Full Members, and shall enter in it
 - (a) the names and addresses of the Full Members
 - (b) the date on which each individual or body was registered as a Full Member
 - (c) the date on which any individual or body ceased to be an Full Member; and
 - (d) in the case of a Full Member who was admitted under paragraph (b) of article 6, details of the unincorporated body which nominated him/her for Full Membership.

Register of Associate Members

19. The directors shall maintain a register of Associate Members (which shall not be deemed to form part of the register of members kept under section 352 of the Act) and shall enter in it
 - (a) the names and addresses of the Associate Members
 - (b) the date on which each individual or body was registered as an Associate Member
 - (c) the date on which any individual or body ceased to be an Associate Member; and
 - (d) in the case of an Associate Member who was admitted under paragraph (b) of article 7, details of the unincorporated body which nominated him/her for Associate Membership.
20. The Register of Associate Members maintained under article 19 shall be kept at the registered office and shall be open to the inspection of any person (whether or not a member of the company) during business hours.

Membership subscription

21. The membership subscription payable by Full Members and Associate Members shall be determined by the directors from time to time; the directors may for this purpose, split the Full Members and Associate Membership into such sub-categories as they may determine from time to time, and on the basis that a differing level of membership subscription may be set for each such sub-category.
22. The directors shall have the power to waive or reduce, in accordance with the policies set by the board from time to time, the membership subscription payable by any Full Member or Associate Member for any given year by reference to the circumstances of the relevant organisation or individual or may waive or reduce the membership subscription generally, in relation to either or both of the categories of Full Member and Associate Member for any given year
23. The annual membership subscription shall be due on such date ("the subscription renewal date") in each year as the directors may determine from time to time and shall (subject to articles 16 and 28) be taken to cover the period from the subscription

renewal date in any one year to the day immediately preceding the subscription renewal date in the following year.

24. The directors shall give to the Full Members and Associate Members at least eight weeks notice of the date on which the membership subscriptions fall due; each notice shall specify the amount of the subscription which will be due and shall state the possible consequence (under the following article) of failure to make payment.
25. If the company has not received the annual membership subscription payable by a Full Member or Associate Member within six weeks after the date on which the annual membership subscription fell due, the directors may by resolution expel that body or individual from Full Membership or Associate Membership; if, however, proper notice under article 24 was not given, a Full Member, Associate Member or Corporate Member shall not be liable to be expelled under this article unless he/she/it fails to pay the subscription within eight weeks after notice requiring payment has been given to him/her/it.

Withdrawal from Full Membership or Associate Membership

26. Any individual or body who/which wishes to withdraw from Full Membership or Associate Membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed by him/her (or in the case of a corporate body, signed by one of its appropriate officers); on receipt of the notice by the company, he/she/it shall cease to be a Full Member or (as the case may be) Associate Member.
27. An unincorporated body which has nominated an individual for Full Membership or Associate Membership under paragraph (b) of article 6 or paragraph (b) of article 7 may withdraw its nomination at any time by written notice to the company to that effect; on receipt of the notice by the company, the individual in question shall automatically cease to be a Full Member or (as the case may be) Associate Member of the company.
28. An individual or body who/which ceases to be a Full Member or Associate Member shall not be entitled to any refund (total or partial) of the annual membership subscription.

Expulsion from membership

29. Subject to articles 30 to 34, the company may, by special resolution, expel any individual or body from Full Membership or Associate Membership.
30. Any Full Member who/which wishes to propose at any meeting a resolution for the expulsion of any individual or body from Full Membership or Associate Membership shall lodge with the company written notice of his/her intention to do so (identifying the Full Member or Associate Member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
31. The company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the Full Member or Associate Member concerned, and the Full Member or Associate Member concerned shall be entitled to make written representations to the company with regard to the notice.

32. 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 individual or body to whom notice of the meeting is or was given.
33. Whether or not a copy of written representations has been given to each of the individuals and bodies entitled to receive notice of the meeting, the Full Member or Associate Member concerned shall be entitled to be heard on the resolution at the meeting.
34. Failure to comply with any of the provisions of articles 30 to 33 shall render any resolution for the expulsion of an individual or body from Full Membership or Associate Membership invalid.
35. An individual or body expelled from Full Membership or Associate Membership under articles 29 to 34 shall cease to be a Full Member or (as the case may be) Associate Member with effect from the time at which the relevant resolution is passed.

General meetings

36. All general meetings other than annual general meetings are to be called extraordinary general meetings.
37. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A(2) of the Act).
38. Subject to the preceding article and to the requirements under section 366 of the Act (which lay down the maximum period which can pass before the first annual general meeting and the maximum period between one annual general meeting and the next), the directors may convene general meetings whenever they think fit.

Notice of general meetings

39. At least twenty one clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 44) or a resolution requiring special notice under the Act is to be proposed; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.
40. The reference to "clear days" in article 39 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
41. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (see article 44) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

42. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
43. 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 communications, by way of an electronic communication) to all the Full Members and Associate Members and directors and (if there are auditors in office at the time) to the auditors.

Special resolutions and ordinary resolutions

44. For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 39 to 43; 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.
45. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
 - (a) to alter its name
 - (b) (subject to the provisions of the Act) to alter its memorandum of association with respect to the company’s objects
 - (c) to alter any provision of these articles or adopt new articles of association.
46. For the purposes of these articles, an “ordinary resolution” means a resolution 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 an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 39 to 43.

Proceedings at general meetings

47. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be twenty Full Members, present in person (in the case of a corporate body, present via its duly authorised representative) or represented by proxy.
48. For the avoidance of doubt, Associate Members shall not be counted in determining whether a quorum is present.
49. If the quorum required under article 47 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.
50. The Chair shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if the Chair is not present and willing to act as chairperson within half an hour

of the time appointed for holding the meeting, the Vice-Chair shall preside as chairperson.

51. 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, he/she shall be chairperson.
52. A director shall, even if he/she is not a member, be entitled to attend and speak at any general meeting.
53. The chairperson may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.
54. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson or by at least two persons present at the meeting and entitled to vote, (whether as a Full Member, the duly authorised representative of a Full Member which is an incorporated body or as a proxy for a Full Member); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
55. If a secret ballot is demanded in accordance with the preceding article, it shall be taken at once and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Votes of members

56. Every Full Member shall have one vote, which may be given (whether on a show of hands or on a secret ballot) either personally (in the case of a Full Member which is an incorporated body, via its duly authorised representative, present at the meeting) or by proxy.
57. An Associate Member shall have the rights conferred by article 43 (giving of notice of general meetings) and shall be entitled to attend and speak (but not vote) at any general meeting.
58. A Full Member who/which wishes to appoint a proxy to vote on his/her/its behalf at any meeting (or adjourned meeting)
 - (a) shall lodge with the company, at the company's registered 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 him/her or (as the case may be) signed by one of its appropriate officers; 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 such address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

59. An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of article 58, or which is not lodged or sent in accordance with such provisions, shall be invalid.
60. A Full Member shall not be entitled to appoint more than one proxy to attend on the same occasion.
61. A proxy appointed to attend and vote at any meeting instead of a Full Member shall have the same right as the Full Member who/which appointed him/her to speak at the meeting and need not be a member of the company.
62. A Full Member or Associate Member which is an incorporated body may authorise an individual to act as its representative at any general meeting of the company, providing particulars of the individual so authorised and of the body which he/she is to represent are received by the company prior to the commencement of the relevant general meeting; the individual so authorised shall be entitled to exercise the same powers on behalf of the Full Member or Associate Member which he/she represents as that incorporated body could exercise if it were an individual member.
63. A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot unless notice of such termination was received by the company at the company's registered office before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
64. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall be entitled to a casting vote.

Categories of director

65. For the purposes of these articles

“Elected Director” means a director appointed or re-appointed under articles 67 to 75

“Co-opted Director” means a director appointed or re-appointed under articles 76 to 78.

Number of directors

66. The maximum number of directors shall be thirteen; out of that number, no more than ten directors shall be Elected Directors and no more than three directors shall be Co-opted Directors.

Election, retiral, re-election: Elected Directors

67. Any Full Member who/which wishes to nominate an individual for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors require) at least seven days before the date of the annual general meeting; the notice must be signed by the Full Member who/which is making the nomination (in the case of an incorporated body, signed on its behalf by one of its appropriate officers)

and by the individual who is being nominated for election (as vouching that he/she is willing to be appointed).

68. An individual who is a Full Member (on the basis that he/she was admitted to membership on the grounds that he/she had been nominated by an unincorporated body) shall be entitled to nominate himself/herself for election as a director under the preceding article.
69. At an annual general meeting, the company may (subject to articles 66 and 75) elect as a director (an "Elected Director") any individual in relation to whom a valid notice has been lodged with the company in accordance with article 67.
70. The directors may at any time (subject to articles 66 and 75) appoint any individual who is either himself/herself a Full Member or has been nominated for appointment by a Full Member which is an incorporated body (providing he/she is willing to act) to be a director (an "Elected Director"), either to fill a vacancy or as an additional director.
71. At the first annual general meeting of the company, one third (to the nearest round number) of the Elected Directors shall retire from office; the question of which of them is to retire shall be determined by some random method.
72. At each annual general meeting of the company (other than the first),
 - (a) any Elected Director appointed under the provisions of article 70 during the period from the previous annual general meeting shall retire from office as a director
 - (b) out of the remaining Elected Directors, one third (to the nearest round number) shall retire from office.
73. The directors to retire under paragraph (b) of article 72 shall be the Elected Directors who have been longest in office since they were last appointed or re-appointed; as between directors who were last appointed/re-appointed on the same date, the question of which of them is to retire shall be determined by some random method.
74. The company may (subject to article 75) at any general meeting re-elect any Elected Director who retires from office at the meeting under article 71 or 72 (providing he/she is willing to act); if any such director is not re-appointed, he/she shall retain office until the meeting appoints someone in his/her place or, if it does not do so, until the end of the meeting.
75. On the second occasion on which any Elected Director retires from office under paragraph (b) of article 72, he/she shall be ineligible for re-election or re-appointment as an Elected Director until the annual general meeting which next follows.

Appointment, vacating of office, re-appointment: Co-opted Directors

76. Subject to article 66, the directors may at any time appoint any individual (other than an employee of the company) to be a director (a "Co-opted Director") providing he/she is willing so to act, either on the basis that he/she has been nominated by a body with which the company has close contact in the course of its activities *or* on the basis that he/she has special skills which would be of assistance to the board of directors.

77. At the conclusion of each annual general meeting, each of the Co-opted Directors shall vacate office.
78. Immediately following each annual general meeting, the directors may (subject to article 66) reappoint any Co-opted Director who vacated office under the preceding article at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

Disqualification and removal of directors

79. A director shall vacate office if:-
- (a) he/she becomes debarred under any statutory provision from being involved in the administration or management of a charity
 - (b) he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director
 - (c) he/she is sequestered
 - (d) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than 3 months
 - (e) he/she becomes an employee of the company
 - (f) he/she resigns office by notice to the company
 - (g) he/she is absent for a period of more than 3 months (without permission of the directors) from meetings of directors held during that period and the directors resolve to remove him/her from office; or
 - (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

Appointments to office

80. Directors shall be appointed to hold the offices of Chair, Vice Chair, Treasurer and any other offices which the directors may consider appropriate.
81. The appointments under the preceding article shall be made at meetings of directors.
82. Each office shall be held (subject to article 83) until the conclusion of the annual general meeting which next follows appointment; a director whose period of office expires under this article may (subject to article 84) be re-appointed to that office under article 74 (providing he/she is willing to act).
83. The appointment of any director to an office under article 80 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.

84. A director who has held the office of Chair for a period of three years shall not be eligible for appointment to the office of Chair until a further period of one year has elapsed during which he/she has not held the post of Chair.
85. For the purposes of article 84,
- (a) the period between the date of appointment to the office of Chair and the annual general meeting which next follows shall be deemed to be a period of one year unless it is of less than six months' duration, in which case it shall be disregarded in determining the period for which a director has held the post of Chair
 - (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 the office of Chair but is re-appointed to that post within a period of six months after he ceased to hold that post, he/she shall be treated as having held that post continuously notwithstanding that interruption .
86. If the appointment of a director to any office under article 80 terminates, the directors shall appoint another director to hold the office in his/her place.

Directors' interests

87. Subject to the provisions of the Act and of clause 4 of the memorandum of association 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):-
- (a) may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company
 - (b) 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
 - (c) may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and
 - (d) shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company
- and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.
88. For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to "associated company" shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.

Directors' remuneration and expenses

89. No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 80.
90. The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings or meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

Powers of directors

91. Subject to the provisions of the Act, the memorandum of association and these articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.
92. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

93. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
94. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
95. A meeting of the directors shall be held on at least five occasions during the period between one annual general meeting and the next.
96. 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.
97. The quorum for the transaction of the business of the directors shall be one half (rounded downwards if necessary) of the total number of Elected Directors in office at the time (but subject to a minimum of two); for the avoidance of doubt, a Co-opted Director shall be counted in determining whether a quorum is present.
98. 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 he/she may act only for the purpose of filling vacancies or of calling a general meeting.
99. Unless he/she is unwilling to do so, the Chair shall preside as chairperson at every meeting of the directors at which he/she is present; if the Chair is unwilling to act as chairperson or is not present within 15 minutes after the time appointed for the meeting, the Vice-Chair shall preside as chairperson.
100. If neither the Chair nor the Vice-Chair is present and willing to act as chairperson within 15 minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.

101. The directors may allow representatives of such other organisations and agencies and/or such individuals with specialist expertise as they may think fit to attend and speak (but not vote) at meetings of the directors.
102. An individual who is allowed to attend meetings of the directors under the provisions of the preceding article shall not have any of the powers of a director and shall not be deemed to be a director for the purposes of these articles or any provision of the Act.
103. A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.
104. For the purposes of the preceding article, an interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), shall be treated as a personal interest of the director.
105. 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.
106. The company may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 101 and 103.

Delegation to committees of directors and holders of offices

107. 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 the holder of any other office such of their powers as they consider appropriate.
108. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and may be revoked or altered.
109. 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.

Secretary

110. 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

111. 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 and the minutes of each meeting shall be signed by the chairperson of that meeting.

Accounts

112. No Full Member or Associate 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

113. Any notice to be given in pursuance of these articles shall be given either in writing or by way of an electronic communication.
114. The company may give any notice to a Full Member or Associate Member either personally or by sending it by post in a pre-paid envelope addressed to the Full Member or Associate Member at his/her/its registered address or by leaving it at that address; in the case of a Full Member or Associate 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 Full Member or Associate Member by way of an electronic communication.
115. A Full Member or Associate 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 Full Member or Associate Member of an address to be used for the purpose of electronic communications) by way of an electronic communication.
116. 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.
117. Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 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.
118. A Full Member or Associate 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

119. If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

Indemnity

120. 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 he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality, 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.

Interpretation

121. In these articles,

“the Act” means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.

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

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

Names and addresses of subscribers

1.

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3.

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4.

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Dated

Witness to the above signatures:-