

Info - ONLY

Rape & Abuse Support

COMPANIES ACT 1985

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

COMPANIES HOUSE
FEE PAID
EDINBURGH

WRITTEN RESOLUTION

of

SCOTTISH RAPE CRISIS NETWORK

(Registered number SC258568)

We, the parties whose names and addresses are set out below, being all of the members of Scottish Rape Crisis Network (incorporated under the Companies Acts with registered number SC258568) who would have been entitled to vote in relation to each of the following resolutions had they been proposed at a general meeting at which we were present HEREBY AGREE to each of the following resolutions such that each shall have effect as if it had been passed as a special resolution of the company:

1. That the name of the company be changed to "Rape Crisis Scotland".
2. That the regulations annexed to this written resolution and signed by us for the purpose of identification be adopted as the company's articles of association in substitution for, and to the exclusion of, the existing articles of association.

| Name | Address | Signature | Date of signing |
|------------------|---|------------------|-----------------|
| Mrs Paula Morice | 96 Fraser Court Aberdeen AB25 3UZ | Mrs Paula Morice | 16/08/09 |



827 8271HUE48 287
COMPANIES HOUSE 05/10/2006

Argyll & Bute Rape
Crisis Centre

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

of

SCOTTISH RAPE CRISIS NETWORK

(Registered number SC258568)

We, the parties whose names and addresses are set out below, being all of the members of Scottish Rape Crisis Network (incorporated under the Companies Acts with registered number SC258568) who would have been entitled to vote in relation to each of the following resolutions had they been proposed at a general meeting at which we were present HEREBY AGREE to each of the following resolutions such that each shall have effect as if it had been passed as a special resolution of the company:

1. That the name of the company be changed to "Rape Crisis Scotland".
2. That the regulations annexed to this written resolution and signed by us for the purpose of identification be adopted as the company's articles of association in substitution for, and to the exclusion of, the existing articles of association.

| Name | Address | Signature | Date of signing |
|------------------|---|------------------|-----------------|
| PAMELA MACDONALD | 1 NURSERY COTTAGES KILMUN PA23 8SE DUNOON | Pamela Macdonald | 21/08/06 |

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

of

SCOTTISH RAPE CRISIS NETWORK

(Registered number SC258568)

We, the parties whose names and addresses are set out below, being all of the members of Scottish Rape Crisis Network (incorporated under the Companies Acts with registered number SC258568) who would have been entitled to vote in relation to each of the following resolutions had they been proposed at a general meeting at which we were present HEREBY AGREE to each of the following resolutions such that each shall have effect as if it had been passed as a special resolution of the company:

1. That the name of the company be changed to "Rape Crisis Scotland".
2. That the regulations annexed to this written resolution and signed by us for the purpose of identification be adopted as the company's articles of association in substitution for, and to the exclusion of, the existing articles of association.

| Name | Address | Signature | Date of signing |
|--------------|------------------------------|--------------|-----------------|
| Anne Thomson | 8 College Wynd Kilmarnock | Anne Thomson | 24.8.06 |

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

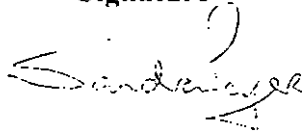
of

SCOTTISH RAPE CRISIS NETWORK

(Registered number SC258568)

We, the parties whose names and addresses are set out below, being all of the members of Scottish Rape Crisis Network (incorporated under the Companies Acts with registered number SC258568) who would have been entitled to vote in relation to each of the following resolutions had they been proposed at a general meeting at which we were present HEREBY AGREE to each of the following resolutions such that each shall have effect as if it had been passed as a special resolution of the company:

1. That the name of the company be changed to "Rape Crisis Scotland".
2. That the regulations annexed to this written resolution and signed by us for the purpose of identification be adopted as the company's articles of association in substitution for, and to the exclusion of, the existing articles of association.

| Name | Address | Signature | Date of signing |
|---------------|--|--|-----------------|
| SANDEA TAYLOR | LECC, BEANDON HOUSE BUSINESS CENTRE, 23-25 BEANDON STREET HAMILTON ML3 6DA |  | 24.8.06 |

COMPANIES ACT 1985

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

WRITTEN RESOLUTION

of

SCOTTISH RAPE CRISIS NETWORK

(Registered number SC258568)

We, the parties whose names and addresses are set out below, being all of the members of Scottish Rape Crisis Network (incorporated under the Companies Acts with registered number SC258568) who would have been entitled to vote in relation to each of the following resolutions had they been proposed at a general meeting at which we were present HEREBY AGREE to each of the following resolutions such that each shall have effect as if it had been passed as a special resolution of the company:

1. That the name of the company be changed to "Rape Crisis Scotland".
2. That the regulations annexed to this written resolution and signed by us for the purpose of identification be adopted as the company's articles of association in substitution for, and to the exclusion of, the existing articles of association.

| Name | Address | Signature | Date of signing |
|---------------|---|-----------|-----------------|
| BETH MURRISON | WIRCC, 74 KENNETH ST. STORNOWAY, ISLE OF LEWIS, HS1 2DS - | Blair | 24/08/06 |

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION


of

SCOTTISH RAPE CRISIS NETWORK

(Registered number SC258568)

We, the parties whose names and addresses are set out below, being all of the members of Scottish Rape Crisis Network (incorporated under the Companies Acts with registered number SC258568) who would have been entitled to vote in relation to each of the following resolutions had they been proposed at a general meeting at which we were present HEREBY AGREE to each of the following resolutions such that each shall have effect as if it had been passed as a special resolution of the company:

1. That the name of the company be changed to "Rape Crisis Scotland".
2. That the regulations annexed to this written resolution and signed by us for the purpose of identification be adopted as the company's articles of association in substitution for, and to the exclusion of, the existing articles of association.

| Name | Address | Signature | Date of signing |
|--|------------------------------------|--|-----------------|
| SARAH MCGREGOR | WRASAC PO Box 83 DUNDEE DD1 4YZ |  | 25/8/06 |
| Registered address: Blackadders Solicitors 30-34 Reform Street Dundee DD1 1RJ | | | |

COMPANIES ACT 1985

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

WRITTEN RESOLUTION

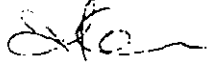
of

SCOTTISH RAPE CRISIS NETWORK

(Registered number SC258568)

We, the parties whose names and addresses are set out below, being all of the members of Scottish Rape Crisis Network (incorporated under the Companies Acts with registered number SC258568) who would have been entitled to vote in relation to each of the following resolutions had they been proposed at a general meeting at which we were present HEREBY AGREE to each of the following resolutions such that each shall have effect as if it had been passed as a special resolution of the company:

1. That the name of the company be changed to "Rape Crisis Scotland".
2. That the regulations annexed to this written resolution and signed by us for the purpose of identification be adopted as the company's articles of association in substitution for, and to the exclusion of, the existing articles of association.

| Name | Address | Signature | Date of signing |
|---------------|---|--|-----------------|
| ISABELLE KERR | RAPE CRISIS CENTRE 30 BELL ST. 5 TH FLOOR GLASGOW G1 1LG |  | 25/8/06 |

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

WRITTEN RESOLUTION

of

SCOTTISH RAPE CRISIS NETWORK

(Registered number SC258568)

We, the parties whose names and addresses are set out below, being all of the members of Scottish Rape Crisis Network (incorporated under the Companies Acts with registered number SC258568) who would have been entitled to vote in relation to each of the following resolutions had they been proposed at a general meeting at which we were present HEREBY AGREE to each of the following resolutions such that each shall have effect as if it had been passed as a special resolution of the company:

1. That the name of the company be changed to "Rape Crisis Scotland".
2. That the regulations annexed to this written resolution and signed by us for the purpose of identification be adopted as the company's articles of association in substitution for, and to the exclusion of, the existing articles of association.

| Name | Address | Signature | Date of signing |
|------------------|---|-----------|-----------------|
| CAROLINE DUNNELL | EDINBURGH WOMEN'S RAPE & SEXUAL ABUSE CENTRE, 10 BOX 110, BRUNSWICK ROAD, EDINBURGH E4 7JW | Caroline | 1-9-06 |
| | REGISTERED COMPANY ADDRESS: - EDINBURGH WOMEN'S RAPE & SEXUAL ABUSE CENTRE, 3 GLENHARTS STREET, EDINBURGH EH3 6AQ | | |

This is a print of the Articles of Association as adopted by Written Resolution dated 1 September 2006.

Janet Brydie
Secretary

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

SCOTTISH RAPE CRISIS NETWORK
[to be re-named Rape Crisis Scotland]

ARTICLES OF ASSOCIATION
(adopted by written resolution dated 1 September 2006)

Index of Articles

| | Article(s) | Page(s) |
|---|-------------------|----------------|
| Interpretation | 1-2 | 3-4 |
| Membership | 3-4 | 4 |
| Full membership | 5 | 4 |
| Associate membership | 6 | 4 |
| Application for and admission to ... | 7-10 | 5 |
| Refusal of ... | 11-12 | 5 |
| Representation of Corporate Full Members | 13-14 | 5-6 |
| Nominee Full Members | 15-16 | 6 |
| Employees of the Company | 17 | 6 |
| Register of members | 18-19 | 7 |
| Termination of and withdrawal from ... | 20-21 | 7 |
| Removal from ... | 22-28 | 7-8 |
| General meetings | | |
| Annual General Meeting | 29-30 | 8 |
| Other general meetings (Company meetings) | 31-33 | 8-9 |
| Notice of ... | 34-37 | 9 |
| Quorum at ... | 38-39 | 9 |
| Chair of ... | 40-41 | 10 |
| Adjournment of ... | 42-43 | 10 |
| Resolutions at ... | 44-52 | 10-11 |
| Written resolutions | 53 | 11 |
| Votes of members at ... | 54-60 | 11-12 |

| | | |
|--|---------|-------|
| Board of Directors | | |
| Categories : Appointment and retirement of ... | 61-72 | 12-14 |
| Co-options | 73-75 | 14 |
| Disqualification of ... | 76 | 14 |
| Removal of ... | 77-82 | 14-15 |
| Powers of ... | 83-84 | 15 |
| Remuneration and expenses of ... | 85-86 | 15-16 |
| Appointments to executive office | 87-92 | 16 |
| Proceedings of ... | 93-101 | 16-17 |
| Attendance of others at ... | 102-104 | 18 |
| Conduct of directors | 105 | 18 |
| Delegation to sub-committees or executive officers | 106-111 | 18-19 |
| Other provisions | | |
| Secretary | 112-113 | 19-20 |
| Minutes | 114 | 20 |
| Finances and accounts | 115-119 | 20 |
| Notices | 120-123 | 20-21 |
| Indemnity | 124-125 | 21 |
| Rules | 126-128 | 21 |
| Amendment of Objects | 129-130 | 21-22 |
| Amendment of Articles | 131-132 | 22 |
| Winding up | 133 | 22 |

Interpretation

1. In these Articles:

'the Act' means the Companies Act 1985, including any statutory modification or re-enactment of the Act for the time being in force;

'the Articles' means these Articles of Association;

'the Memorandum' means the Memorandum of Association of the Company;

'the Objects' means the objects of the Company as provided for in clauses 3 and 4 of the Memorandum;

'the Directors' means the directors of the Company who shall be registered as such for the purposes of the Act, and **'Board of Directors'** has a corresponding meaning;

'the 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 Office' means the registered office of the Company;

'clear days' in relation to the period of a notice means the 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;

'the United Kingdom' means Great Britain and Northern Ireland.

2. Subject to Article 1, words or expressions contained in these Articles and in the Memorandum shall, unless the context requires otherwise, bear the same meaning as in the Act but excluding any statutory modification not in force when these regulations become binding upon the Company.

Membership of the Company

3. The subscribers to the Memorandum and such other women and organisations as are admitted to membership in accordance with the Articles of Association of the Company in force from time to time shall be the members of the Company.
4. No woman or organisation shall be admitted to be a member of the Company unless her or its application for membership is approved by the Directors.

Full membership

5. Full membership of the Company shall be open to:
 - 5.1 any company or other corporate body not established for the purposes of profit which supports the Objects and which provides support to women and girls who have been raped or sexually abused (for the purposes of these Articles referred to as a '**Corporate Full Member**'); and
 - 5.2 subject to Articles 16 and 17, an individual woman who is the nominee of any society, unincorporated association or trust not established for the purposes of profit which supports the Objects and which provides support to women and girls who have been raped or sexually abused (for the purposes of these Articles referred to as a '**Nominee Full Member**').

The Corporate Full Members and Nominee Full Members are referred to collectively in the Articles as "**Full Members**".

Associate membership

6. The Company may, in general meeting, decide to:
 - 6.1 introduce one or more categories of Associate Membership; and
 - 6.2 admit as an Associate Member any woman or organisation who does not meet the conditions of Full Membership as provided for by Article 5; and

- 6.3 determine the rights and privileges of Associate Members and vary such rights and privileges from time to time as it thinks fit.

Application for and admission to membership

7. Any woman or organisation wishing to become a member of the Company shall lodge with the Secretary a written application for membership in such form as the Directors shall from time to time decide, signed by her or, in the case of a Corporate Full Member, signed by one of its authorised officers; in the case of an application by a woman on the basis that she has been nominated for membership by a society, unincorporated association or trust, the application shall be signed by her and also by an appropriate officer of that society, unincorporated association or trust (as the organisation nominating her for membership).
8. All applicants for membership of the Company shall provide the Directors with such other evidence in support of their application as the Directors may require.
9. Each application for membership and (where applicable) other supporting evidence shall be considered by the Directors at their first meeting after its receipt.
10. If the Directors decide at any meeting to admit an applicant to membership, the Secretary shall notify the applicant in writing accordingly within a period of 7 (seven) days after the meeting and such notification shall include details of the membership category to which the applicant has been assigned.

Refusal of membership

11. The Directors may at their discretion refuse to admit any applicant into membership, notwithstanding that the applicant in question fulfils the qualifications for membership, in such cases where they consider there are reasonable grounds to do so; provided that any applicant whose application for membership is refused shall have the right to be heard (either in person or by her or its representative) by the Directors before a final decision is taken.
12. If the Directors decide at any meeting to refuse admission of an applicant to membership, the Secretary shall notify the applicant in writing accordingly within a period of 7 (seven) days after the meeting and such notification shall include:
 - 12.1 The reasons why the decision to refuse admission to membership was made; and
 - 12.2 details of the applicant's rights to be heard as provided for in Article 11.

Representation of Corporate Full Members

13. Subject to Articles 14 and 17, a Corporate Full Member admitted into membership under Article 5.1 may authorise any individual woman it thinks fit to act as its representative at a general meeting of the Company. A woman so authorised shall be entitled to exercise all the rights of membership on behalf of the Corporate Full Member.
14. A Corporate Full Member admitted to membership under Article 5.1 shall not have the right to be represented by a man at any general meeting of the Company, and the Directors shall have the right to refuse to accept representation of the Corporate Full Member by any woman who:
 - 14.1 is already representing another Corporate Full Member of the Company; or
 - 14.2 is already entered in the Register of Members as the Nominee Full Member on behalf of a society, unincorporated association or trust under Articles 5.2 and 15;

Nominee Full Members on behalf of unincorporated associations and trusts

15. Subject to Articles 16 and 17, in the case of a society, unincorporated association or trust referred to under Article 5.2, the party admitted to membership shall be an individual woman nominated from time to time by that body, referred to as a Nominee Full Member. Such an organisation may withdraw or replace its nominee at any time by written notice to the Company, but such that no more than one nominee of each such organisation may be entered in the Register of Members as a current Nominee Full Member at any given time. A woman whose nomination is withdrawn by an organisation under this Article shall automatically cease to be a Nominee Full Member of the Company.
16. No society, unincorporated association or trust shall have the right to nominate a man to be a Nominee Full Member of the Company. The Directors shall have the right to refuse to accept and to request the substitution of any woman nominated by an organisation under Article 15 who:
 - 16.1 is already representing a Corporate Full Member of the Company under Article 13; or
 - 16.2 is already entered in the Register of Members as a Nominee Full Member on behalf of another society, unincorporated association or trust under Articles 5.2 and 15.

Employees of the Company

17. No woman who is an employee of the Company or who is seconded to or otherwise placed with the Company as if she were an employee shall be

entitled to be a member of the Company or to be the authorised representative of any company or other corporate body in membership of the Company.

Register of members

18. 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:
 - 18.1 the membership category to which the member has been assigned; and
 - 18.2 in the case of a Nominee Full Member, details of the society, unincorporated association or trust which nominated her for membership.
19. 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.

Termination of and withdrawal from membership

20. Membership of the Company shall not be transferable and shall cease automatically upon the dissolution of a company or other corporate body in membership or, in the case of a Nominee Full Member admitted under Article 5.2, if the body which nominated her is dissolved.
21. Any woman or organisation wishing to withdraw from membership shall lodge with the Company a written notice of withdrawal in such form as the Directors shall from time to time decide, signed by her or in the case of an organisation by one of its appropriate officials. Upon receipt of such notice by the Company she or it shall cease to be a member of the Company.

Removal from membership

22. The Company may, by special resolution in general meeting, terminate the membership of any woman or organisation in cases where:
 - 22.1 the Company believes that the actions of the member in question (or, in the case of a Nominee Full Member, the organisation which nominated her for membership) have brought, or risk bringing, the Company into disrepute; or
 - 22.2 the Company believes that the member in question (or, in the case of a Nominee Full Member, the organisation which nominated her for membership) has repeatedly or purposely breached any explicit rules of the Company or other reasonable rules or standards of good order.
23. The Directors shall investigate the conduct of any member (or, in the case of a Nominee Full Member, the organisation which nominated her for membership) who is the subject of a proposal to terminate membership, and shall report on

the outcome of their investigation to the next general meeting of the Company. Any member under investigation shall have the right to address the Company in general meeting (either in person or through her or its representative) before a final decision is made.

24. Any member wishing to propose the expulsion of another woman or organisation from membership shall lodge with the Directors a written notice of her or its intention to do so (identifying the member concerned and stating the grounds for the proposed expulsion) not less than 2 (two) weeks before the date of the next general meeting of the Company.
25. The Directors shall, on receipt of a notice under Article 24, send a copy of the notice to the member concerned who/which shall have the right to make written representations to the Company with regard to the notice. If the Directors receive such representations (unless they are received too late for it to do so) they shall:
 - 25.1 state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed; and
 - 25.2 send a copy of the representations to every woman or organisation to whom notice of the meeting was or is given.
26. Whether or not a copy of written representations has been given to each of the persons entitled to receive notice of the meeting under Article 25.2, the member in question shall have the right to be heard (either in person or by her or its representative) at the meeting before a final decision is taken.
27. Failure to follow correctly any of the provisions of Articles 22 to 26 shall render invalid any resolution for the expulsion of a woman or organisation from membership.
28. A woman or organisation whose membership is terminated under Article 22 shall cease to be a member with effect from the time at which the resolution to remove her or it was passed.

Annual General Meeting

29. Subject to Article 30 and to the requirements under section 366 of the Act, the Company shall hold an Annual General Meeting in each year at such time and place as the Directors shall decide, in addition to any other general meetings.
30. Not more than 15 (fifteen) months shall elapse between one Annual General Meeting and the next.

Other general meetings (Extraordinary General Meetings)

31. All meetings of the members of the Company other than Annual General Meetings shall be called Extraordinary General Meetings.

32. On the requisition of the members pursuant to the provisions of section 368 of the Act, the Directors shall call an Extraordinary General Meeting for a date not more than 7 (seven) weeks after receipt of the requisition.
33. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member of the Company may call a general meeting.

Notice of general meetings

34. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least 21 (twenty one) clear days' notice. Subject to Article 78, other general meetings shall be called by at least 14 (fourteen) clear days' notice but a meeting may be called by shorter notice if so agreed:
 - 34.1 in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
 - 34.2 in the case of any other general meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than 95% (ninety five per cent) of the total voting rights at the meeting of all members.
35. The notice of all general meetings shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of the Annual General Meeting shall specify the meeting as such.
36. The notice of all Annual General Meetings and other general meetings shall be given (either in writing or, where the individual or body to whom/which notice is given has notified the company of an address to be used for the purpose of electronic communication, by way of electronic communications) to all members of the Company and Directors and to the auditors of the Company.
37. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person or body entitled to receive notice shall not invalidate the proceedings at that meeting.

Quorum at general meetings

38. No business shall be transacted at any Annual General Meeting or other general meeting unless a quorum is present. The quorum shall be one third (to the nearest round number) of the total voting membership of the Company – present in person (in the case of a Corporate Full Member, present via its duly authorised representative) or represented by proxy.
39. If the quorum required under Article 38 is not present within half an hour from the time appointed for the commencement of the meeting, or if during a

meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be determined by the members present.

Chairperson of general meetings

40. The Chair shall (if present and willing to act) preside as chairperson of a general meeting; if the Chair is not present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the Vice Chair shall preside as chairperson of the meeting.
41. If neither the Chair nor the Vice Chair is present and willing to act as chairperson of a general meeting 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 of the meeting; or, if there is only one Director present and willing to act, he/she shall be chairperson of the meeting. If no Director is present or willing to chair the meeting within half an hour from the time appointed for the commencement of the meeting, the Full Members present shall appoint one of their number to chair the meeting.

Adjournment of general meetings

42. The chairperson of a general meeting may, with the consent of a 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; provided that no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the original meeting had an adjournment not taken place.
43. When a meeting is adjourned for 28 (twenty eight) days or more, at least 7 (seven) clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

Resolutions at general meetings

44. To be passed, an **ordinary resolution** shall require a simple majority of those present and voting in favour of the resolution.
45. To be passed, a **special resolution** shall require a majority of not less than three-quarters of those present and voting in favour of the resolution.
46. A resolution put to the vote of a meeting shall be decided upon by a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded by:

46.1 the chairperson of the meeting; or

46.2 at least 2 (two) individuals having the right to vote (whether as the representative of a Corporate Full Member or as a Nominee Full Member or as the proxy for a member) at the meeting.

47. Unless a poll is demanded in accordance with Article 46, a declaration by the chairperson of the meeting 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 or against the resolution.
48. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairperson of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made.
49. If a poll is demanded in accordance with Article 46, it shall be taken at once by means of a secret ballot of all the persons present or represented at the meeting who/which are entitled to vote and shall be conducted in such a manner as the chairperson of the meeting shall direct. The chairperson may appoint scrutineers (who need not be members) and may fix the time and place for declaring the results of the poll.
50. The result of a poll shall be deemed to be the resolution of the meeting at which the poll is demanded and taken.
51. If the chairperson of the meeting directs that the result of a poll is not to be declared immediately, this shall not prevent the continuance of a meeting for the transaction of any other business other than the question on which the poll was taken.
52. 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 second or casting vote.

Written resolutions

53. A resolution in writing signed by all the members (in the case of a Corporate Full Member, signed on its behalf by an appropriate officer) entitled to attend and vote at a general meeting shall be as effectual as if it had been passed at a general meeting. Such a resolution may consist of several documents in the same form, each signed by or on behalf of one or more members.

Votes of members at general meetings

54. Subject to Articles 52 and 59, every Full Member of the Company shall have one vote at general meetings of the Company, exercisable in person (in the case of a Corporate Full Member, via its duly authorised representative) or by proxy. For the avoidance of doubt, an Associate Member shall have the right to attend and speak at general meetings, but shall have no right to vote at general meetings.

55. A member who/which wishes to appoint a proxy to vote on her/its behalf at any meeting (or adjourned meeting):-
- 55.1 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 or (in the case of a Corporate Full Member), signed on its behalf by one of its appropriate officers; or
- 55.2 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).
56. An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of Article 55, or which is not lodged or sent in accordance with such provisions, shall be invalid.
57. A member shall not be entitled
- 57.1 to appoint a man as her/its proxy; or
- 57.2 to appoint more than one proxy to attend on the same occasion.
58. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who/which appointed her to speak at the meeting and need not be a member of the Company.
59. A Full Member of the Company shall not be entitled to vote at any general meeting unless all monies then payable by her or it to the Company in the form of subscriptions or otherwise have been paid in full.
60. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

Categories of Director

61. For the purposes of these Articles

"Member Director" means a Director elected, re-elected or appointed under Articles 65 to 72

"Co-opted Director" means a Director appointed or re-appointed under Articles 73 to 75

Number of Directors

- 62. The maximum number of Directors shall be 10; out of that number, a maximum of 5 shall be Member Directors, and a maximum of 5 shall be Co-opted Directors.
- 63. The minimum number of Directors shall be 6.
- 64. The Directors shall seek to ensure that the number of Co-opted Directors does not, at any given time, exceed the number of Member Directors.

Election, retiral, re-election : Member Directors

- 65. Any Full Member who wishes to be considered 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), confirming that she is willing to be appointed; the notice must be signed by her and must be lodged with the company at least seven days before the date of the annual general meeting.
- 66. At an annual general meeting, the members may (subject to Article 62) elect as a Director ("an Member Director") any Full Member who has confirmed her willingness to be appointed in accordance with Article 65.
- 67. The Directors may at any time appoint any Full Member (providing she is willing to act) to be a Director (" an Member Director"), either to fill a vacancy or (subject to Article 62) as an additional Director.
- 68. A Corporate Full Member shall (subject to Article 69) be entitled to nominate any woman for election/appointment as a Director; she will be deemed to be a Full Member for the purposes of Articles 65 to 67.
- 69. No more than one woman may be nominated by each Corporate Full Member on any occasion for election/appointment as a Director; and no more than one woman nominated by each Corporate Full Member may hold office as a Director at any given time.
- 70. At each annual general meeting
 - 70.1 any Member Director who was appointed by the Directors (under Article 67) in the period from the date of the last annual general meeting shall retire from office; and
 - 70.2 out of the remaining Member Directors, one shall retire from office.
- 71. The Director to retire under paragraph 70.2 shall be the Director who has been longest in office since she was last appointed or re-appointed; if two or more Directors were appointed or re-appointed on the same date, the question of

which of them is to retire under paragraph 70.2 shall be decided by some random method.

72. The members may (subject to Articles 62 and 69) at any annual general meeting re-elect any Member Director who retires from office at the meeting under Article 70 (providing she is willing to act); if any such Member Director is not re-appointed, she shall retain office until the meeting appoints someone in her place or, if it does not do so, until the end of the meeting.

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

73. Subject to Article 62, the Directors may at any time appoint any woman (other than an employee of the company) to be a Director (a "Co-opted Director") providing she is willing so to act, on the basis that she has special skills or experience which would be of assistance to the board.
74. At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office.
75. Immediately following each annual general meeting, the Directors may (subject to Article 62) re-appoint any woman who, as a Co-opted Director, vacated office under the preceding Article at the conclusion of the annual general meeting; the Directors may alternatively appoint someone in her place or resolve not to fill the vacancy.

Disqualification of Directors

76. A Director shall cease to hold office if she:
- 76.1 is disqualified from acting as a company director or from acting as a charity trustee; or
 - 76.2 becomes an employee of the Company or is seconded or otherwise placed with the Company as if she were an employee; or
 - 76.3 resigns her office by written notice to the Company; or
 - 76.4 becomes incapable for any reason of managing her own affairs and such condition is expected to persist for at least 6 (six) months; or
 - 76.5 is absent without permission from 3 (three) consecutive meetings of the Board of Directors and the remaining Directors resolve to remove her from office.

Removal of Directors

77. Subject to Articles 78 to 82 (inclusive) and to the requirements under sections 303 and 304 of the Act, the Company may by ordinary resolution remove a Director before the expiration of her period of office notwithstanding any agreement she may have with the Company.

78. A general meeting at which a resolution is to be put to remove a Director shall be called by special notice; that will require at least 28 (twenty eight) days' notice being given to the Company of the member's intention to propose the resolution, and the Company giving at least 21 (twenty one) days' notice of the resolution to the members. On receipt of a notice by a member of her or its intention to propose such a resolution, a copy shall be sent to the Director concerned.
79. A Director who is the subject of a resolution for her removal under Article 77 shall have the right:
- 79.1 to attend and to be heard (either in person or through her representative) at the meeting at which the resolution is put; and
- 79.2 to make written representations to the other Directors prior to the meeting and to request their notification to members of the Company.
80. The Directors shall, on receipt of written representations made under Article 79.2, unless the representations are received too late for them to do so, send a copy of the representations to every member of the Company to whom notice of the meeting was sent.
81. If written representations made under Article 79.2 are not sent to the members of the Company, for whatever reason, a Director making the representations may require that they shall be read out at the meeting.
82. Failure to follow correctly any of the provisions of Articles 77 to 81 or any requirements under sections 303 and 304 of the Act shall render invalid any resolution for the removal of a Director.

Directors' powers

83. Subject to the provisions of the Act, the Memorandum of Association, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board of Directors which may exercise all its powers.
84. No alteration of the Memorandum or the Articles and no direction 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.

Directors' remuneration and expenses

85. Subject to clauses 6 and 7 of the Memorandum, no Director shall be entitled to any remuneration, whether in respect of her office as a Director or as a holder of any executive office under the Company.
86. A Director may be paid all reasonable travelling, subsistence and other expenses incurred by her in connection with her attendance at meetings of the

Board of Directors, general meetings of the Company or otherwise in connection with the discharge of her duties.

Directors' appointments to executive office

87. Subject to the provisions of the Act, the Directors shall appoint from among their number a Chair, a Vice Chair and such other executive officers (if any) as they may consider appropriate; and may assign such tasks and duties to any officer so appointed as they think fit.
88. Appointments to executive office under Article 87 shall, subject to Article 92, be made at a meeting of the Directors held as soon as reasonably practicable after each Annual General Meeting.
89. Subject to Article 91 a Director shall hold an executive office until the conclusion of the Annual General Meeting which next follows her appointment at which time she shall retire.
90. A Director whose period of executive office expires under Article 89 may be re-appointed to such office or to any other executive office, provided that she is willing to act and continues to be a Director.
91. The appointment of any Director to any executive office shall terminate if she ceases, for whatever reason, to be a Director or if she resigns from such executive office by written notice to the Company.
92. In the event that any appointment to executive office terminates under Article 91, the Directors may, at a meeting held as soon as reasonably practicable after such termination, appoint another of their number to hold such office in her place.

Proceedings of the Board of Directors

93. Except where specifically provided for by the Articles, the Board of Directors may regulate its proceedings as it thinks fit.
94. Any Director may, and the Secretary if requested by a Director, shall, call a meeting of the Board of Directors at a reasonable time and giving a reasonable period of notice provided that there shall be not fewer than 4 (four) meetings of the Board of Directors in each calendar year. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
95. The quorum for meetings of the Board of Directors shall be one third (to the nearest round number) of the Directors then in office or 3 (three) Directors, whichever is the greater.
96. The Board of Directors may act notwithstanding any vacancies in its number, but if the number of Directors is fewer than the number fixed as a quorum, the

continuing Director or Directors may act only for the purpose of filling vacancies or of calling a general meeting.

97. Questions arising at a meeting of the Board of Directors shall be decided by consensus or by a simple majority of votes. Subject to Article 99, all Directors shall have one vote, but in the case of an equality of votes the chairperson of the meeting shall have a casting vote.
98. All acts done and all decisions made by the Board of Directors, or by any sub-committee of the Board of Directors shall be valid, notwithstanding that it afterwards be discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office or were not entitled to vote.
99. Except as otherwise provided for in the Articles, a Director shall not vote on any resolution concerning a matter in which she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless her interest or duty arises only because the case falls within either or both of the following:
 - 99.1 the resolution relates to giving her a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by her for the benefit of the Company or any of its subsidiaries;
 - 99.2 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 by the giving of security.
100. For the purposes of the preceding Article:-
 - 100.1 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 adoption of the Articles), shall be treated as a personal interest of the Director;
 - 100.2 a Director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has a personal interest in that matter
101. A resolution in writing signed by all the Directors shall be as valid and effective as if it had been passed at a meeting of the Board of Directors. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

Board of Directors: attendance of others

102. The Directors may invite or request the attendance at any of their meetings of any person or representative of any body for the purposes of giving advice, submitting information or evidence or otherwise assisting it in the conduct of their business. The attendance of such persons shall be in a non-voting capacity and at the discretion of the Directors; and may be for the whole or any part of any meeting or for more than 1 (one) meeting.
103. The Board of Directors may (at their discretion) invite any employees of the Company to attend a meeting of the Board of Directors, but the Directors shall have the right to request their withdrawal from the whole or any part of a meeting if it considers that there are reasonable grounds for so doing.
104. The Directors shall comply with their obligations under any recognition agreement with a trade union or other representative body of employees of the Company which they have signed with regard to the attendance of representatives from such a body or bodies at their meetings.

Conduct of Directors

105. Each of the Directors shall, in exercising his/her functions as a Director of the company, act in the interests of the Company; and, in particular, must
 - 105.1 seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects (as set out in the Memorandum)
 - 105.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
 - 105.3 in circumstances giving rise to the possibility of a conflict of interest of interest between the Company and any other party
 - (a) put the interests of the Company before that of the other party, in taking decisions as a Director
 - (b) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other Directors with regard to the matter in question
 - 105.4 ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to other sub-committees or to executive officers

106. Subject to Article 111, the Directors may appoint 1 (one) or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Directors would be more

conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Directors.

107. The Directors shall determine the membership of any sub-committee provided that a sub-committee shall include at least 1 (one) Director.
108. The Directors may delegate to the Chair (if any) or to any other executive officer such powers and duties as they consider desirable or appropriate to be delegated to her, provided that all actions taken by an executive officer under this provision shall be fully and promptly reported to the Directors.
109. Any delegation of powers by the Directors under Article 106 shall be subject to such terms of reference as the Directors may decide and they shall have the power:
 - 109.1 to revoke or impose limits upon any specific authority or power granted to any sub-committee under such terms; and
 - 109.2 to transfer any function or responsibility of any sub-committee to another sub-committee or to their direct control at any time; and
 - 109.3 to suspend or dissolve any sub-committee and to re-instate or re-convene any sub-committee in the same or different form and subject to the same or different terms of reference as they think fit.
110. Subject to any condition imposed in pursuance of Article 109, the proceedings of a sub-committee shall be governed by the Articles regulating the proceedings of meetings of the Directors insofar as they are capable of applying.
111. The following matters shall be excluded from delegation to any sub-committee or executive officer:
 - 111.1 any introduction of a new policy or change in policy which is rightly the responsibility of the Directors or which would conflict with the declared policy of the Directors or of the Company; and
 - 111.2 any action or decision involving expenditure that is not in accordance with the financial regulations of the Company.

Secretary

112. Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration (if not a Director) and upon such conditions as they may think fit, and any Secretary so appointed may be removed and replaced by them.
113. The Directors may delegate to the Secretary such powers and duties as they consider desirable or appropriate, provided that all actions taken by the

Secretary under this provision shall be fully and promptly reported to the Directors.

Minutes

114. The Directors shall keep minutes in books kept for the purpose of:

114.1 all proceedings at general meetings of the Company and at meetings of the Board of Directors and of any sub-committees, including the names of the Directors and of any other persons present at each meeting; and

114.2 all appointments of executive officers made by the Directors.

Finances and accounts

115. Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least 2 (two) signatories who have been authorised by the Directors to act in this capacity.

116. The Directors shall cause accounting records to be kept in accordance with sections 221 to 223 (inclusive) of the Act.

117. The accounting records of the Company shall be kept at the Office or, subject to section 222 of the Act, at such other place as the Company thinks fit, and shall at all times be open to inspection by the officers of the Company.

118. The Directors shall cause to be prepared and laid before the Company in general meeting such accounts, balance sheets and financial reports as are required by the Act. A copy of every balance sheet which is to be laid before the Company in general meeting, together with a copy of the auditor's report and the Company's annual report shall be sent to all members of the Company.

119. The Company shall appoint auditors and regulate the duties of such auditors in accordance with Chapter V Part XI of the Act.

Notices

120. Any notice to be given to or by any person pursuant to these Articles shall (subject to Article 122) be given in writing. The Company may give such notice to a member or other person entitled to receive such notice personally or by sending it by post in a pre-paid envelope addressed to the person at her registered address or by leaving it at that address.

121. Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 48 (forty eight) hours after the envelope containing it was posted.

122. The Company may, by agreement with any person or body entitled to receive notice of a meeting, give notice to the said person or body by means of electronic communication to such address as may for the time being be notified by that person or body to the Company for that purpose.
123. A member of the Company or a Director present or represented at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

Indemnity

124. Every Director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 309A, 309B and 310 of the Act) out of the assets of the Company against any liability incurred by her or him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in her or his favour or in which she or he is acquitted or in connection with any application in which relief is granted to her or him by the court from liability for negligence, breach of duty or breach of trust in relation to the affairs of the Company.
125. For the avoidance of doubt, the company shall be entitled to purchase and maintain for any Director insurance against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 309A(1) of the Act (negligence etc. of a Director).

Rules

126. Subject to Article 128, the Directors may from time to time make such rules as they deem necessary or expedient or convenient for the proper management and conduct of the Company, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate the procedure at general meetings and meetings of the Board of Directors and other sub-committees insofar as such procedure is not regulated by the Articles..
127. Subject to Article 128, the Company, in general meeting, shall have power to alter, add to or repeal the rules and the Directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules, which shall be binding on all members of the Company and all Directors.
128. No rule may be made by the Directors or by the Company in general meeting which would be inconsistent with the Act or with the Memorandum or Articles of the Company.

Amendment of Objects

129. Subject to the provisions of sections 4 to 6 of the Act, the Company may, by special resolution at a general meeting, amend its Objects or any other provision within the Memorandum, provided that:

129.1 no amendment shall be made to the Objects without the prior written consent of the Office of the Scottish Charity Regulator; and

129.2 no amendment shall be made which would have the effect of the Company ceasing to be a charity in law.

130. In addition to the requirements to deliver a copy of any amendment to the Memorandum to the Registrar of Companies under section 6 of the Act, the Directors shall promptly send a copy of the said amendment to Office of the Scottish Charity Regulator.

Amendment of Articles

131. Subject to the provisions of Article 132, the Company may, by special resolution at a general meeting, amend the Articles. Any amendment so made shall be as valid as if originally contained in the Articles and shall remain subject to further amendment in a like manner.

132. No amendment shall be made under Article 131 which is inconsistent with the Act or with the Memorandum and no amendment shall be made which would have the effect of the Company ceasing to be a Scottish charity.

Winding up

133. The provisions of clause 10 of the Memorandum relating to the dissolution of the Company and the disposal of its assets upon such dissolution shall have the effect and be observed as if they were repeated in these Articles.