

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 327812

The Registrar of Companies for Scotland hereby certifies that

INSPIRE VENTURES LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the 16th July 2007



NSC327812E



C O M P A N I E S H O U S E

When you have completed and signed the form please send it to the Registrar of Companies at
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**



Please complete in typescript,
or in bold black capitals

CHFP025

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

Inspire Ventures Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Old Stoneywood Church

Bankhead Road, Bucksburn

Post town Aberdeen

County / Region Aberdeenshire

Postcode AB21 9HQ

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address

x

Agent's Name Burness LLP

Address 120 Bothwell Street

Post town Glasgow

County / Region Lanarkshire

Postcode G2 7JL

Number of continuation sheets attached

3

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record

Burness LLP
120 Bothwell Street
Glasgow
G2 7JL

INS/14/1 850675 Tel 0141 248 4933
DX number GW154 DX exchange Glasgow

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Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

FRIDAY



SCT 13/07/2007 752
COMPANIES HOUSE

Company Secretary (see notes 1 5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Carol Margaret

Surname

Benzie

Previous forename(s)

None

Previous surname(s)

(1) Matthew (2) Pawlik

Address ††

2 Briar Bank

Post town

Newmachar

County / Region

Aberdeenshire

Postcode

AB21 0NH

Country

Scotland

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

I consent to act as secretary of the company named on page 1

Consent signature

Carol Benzie

Date

18/6/07

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Marolyn Elizabeth

Surname

Mackie

Previous forename(s)

None

Previous surname(s)

(1) Addison (2) Young

Address ††

Old Wester Echt Lodge

Post town

Westhill

County / Region

Aberdeenshire

Postcode

AB32 7DR

Country

Scotland

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

☐

Day Month Year

Date of birth

0 6 0 1

1 9 4 1

Nationality

British

Business occupation

Retired social worker

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Marolyn Mackie


Date

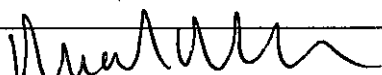
5th July 2007

Directors

(see notes 1 5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc							
* Voluntary details	Forename(s)	Maria Frances							
	Surname	Morris							
	Previous forename(s)	None							
	Previous surname(s)	King							
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address	Address ††	South Andet							
		Methlick							
	Post town	Ellon							
	County / Region	Aberdeenshire	Postcode	AB41 7EX					
	Country	Scotland							
Date of birth	Day	Month	Year	Nationality					
	0	8	0	4	1	9	3	6	British
Business occupation	Retired								
Other directorships	Wood Recyclability Ltd,								
	Inspire - Partnership Through Life Ltd								
	I consent to act as director of the company named on page 1								
Consent signature					Date	27.6.07			

This section must be signed by*Either***an agent on behalf of all subscribers****Signed**
For and on behalf of Burness LLP**Date**

11/07/2007

Or the subscribers**Signed****Date***(i e those who signed as members on the memorandum of association)***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

John Clinton

Surname

Chessor

Previous forename(s)

None

Previous surname(s)

None

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

47 Hillside Crescent

Post town

Westhill

County / Region

Aberdeenshire

Postcode

AB32 6PA

Country

Scotland

Day Month Year

Date of birth

0 2 0 5 1 9 5 3

Nationality British

Business occupation

Financial Director

INS/14/2 850698

Other directorships

Please see Paper Apart 1 - A

I consent to act as director of the company named on page 1

Consent signature

Date

27.6.07

Company Secretary (see notes 1 5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

1 | 9 | 0 | 6

1 | 9 | 4 | 2

Nationality

British

Business occupation

Retired

Other directorships

Please see Paper Apart 1 - B

I consent to act as director of the company named on page 1

Consent signature

Date

05/07/05

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Ian William

Surname

Logan

Previous forename(s)

None

Previous surname(s)

None

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

Aberdeen

County / Region

Aberdeenshire

Postcode

AB15 9AL

Country

Scotland

Day Month Year

Date of birth

1 9 0 1 1 9 4 1

Nationality

British

Business occupation

Retired

INS/14/2 850740

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

PAPER APART 1

A)

John Clinton Chessor Other Directorships:

- 1 John Clark (Holdings) Ltd,
- 2 White Flag Assistance Ltd,
- 3 Scotsure Insurance Company Ltd, and
- 4 John Clark Motor Group Ltd

B)

Roger Hessing - Other Directorships:

- 1 Inspire (Partnership Through Life) Ltd,
- 2 Archway (Respite Care and Housing) Ltd,
- 3 The Manor Project Ltd
- 4 Grampian Service Brokerage Ltd

Notes

- 1 Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s)

If the director or secretary is a corporation or Scottish firm show the corporate or firm name on the surname line

Give previous forename(s) or surname(s) except that

for a married woman, the name by which she was known before marriage need not be given,

names not used since the age of 18 or for at least 20 years need not be given

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it

Address

Give the usual residential address

In the case of a corporation or Scottish firm give the registered or principal office

Subscribers

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s)

- 2 Directors known by another description

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council

- 3 Directors details

Show for each individual director the director's date of birth, business occupation and nationality

The date of birth must be given for every individual director

- 4 Other directorships

Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was**

dormant,

a parent company which wholly owned the company making the return,

a wholly owned subsidiary of the company making the return, or

another wholly owned subsidiary of the same parent company

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director

- 5 Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

**MEMORANDUM and
ARTICLES of ASSOCIATION**

of

INSPIRE VENTURES LIMITED

Burness 

120 Bothwell Street, Glasgow G2 7JL
Telephone. 0141 248 4933 FAS 8859
www.burness.co.uk

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of

INSPIRE VENTURES LIMITED



FRIDAY



SCT 13/07/2007 753
COMPANIES HOUSE

- 1 The company's name is "Inspire Ventures Limited".
- 2 The company's registered office is to be situated in Scotland
- 3 The company's objects are
 - (1) To relieve those in need by reason of disability or some other disadvantage resulting in additional support needs, within Scotland (which may include, without prejudice to that generality, (i) advancing (through training and work experience) the employment prospects of such individuals and (ii) providing social inclusion opportunities for such individuals)
 - (A) by carrying on such trading activities as the directors may consider appropriate from time to time, where the work in connection with such trading activities is mainly carried on by people with disabilities, and
 - (B) by promoting the interests of, and/or providing funds and other forms of support to, Inspire (Partnership through Life) Limited or any other charity which furthers that charitable purpose,
 - (2) To provide recreational facilities or to organise recreational activities, within Scotland, with the object of improving the conditions of life of those individuals identified at paragraph (1) of this clause 3

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

- (a) To enter into all such contracts and arrangements as may be considered appropriate in relation to the conduct of the company's business and/or other operations from time to time
- (b) To carry on any other activity which may appropriately be carried on in connection with any of the objects of the company

- (c) To purchase, take on lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.
- (d) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company
- (e) To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company
- (f) To lend money and give credit only to a wholly owned subsidiary of the company, with or without security, and to grant guarantees and contracts of indemnity only on behalf of any such wholly owned subsidiary
- (g) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person
- (h) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
- (i) To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/widower, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- (j) To promote any private Act of Parliament or other authority to enable the company to carry on its activities, alter its constitution or achieve any other purpose which may promote the company's interests, and to oppose or object to any application or proceedings which may prejudice the company's interests
- (k) To liaise with European, UK and Scottish government authorities and agencies, local authorities, local enterprise companies, local economic development companies, industry associations, business services providers and others, all with a view to furthering the aims of the company

- (l) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organisation, government or authority any charter, right, privilege or concession
- (m) To enter into partnership or any other arrangement for sharing profit, co operation or mutual assistance with any charity, whether incorporated or unincorporated.
- (n) To give any shares, debentures or securities and accept any shares, debentures or securities as consideration for any business, property or rights acquired or disposed of
- (o) To effect insurance against risks of all kinds
- (p) To invest moneys of the company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous and to dispose of and vary such investments and securities.
- (q) To promote any charity formed for the purpose of carrying on any activity which the company is authorised to carry on
- (r) To amalgamate with any charity, incorporated or unincorporated, having objects altogether or in part similar to those of the company
- (s) To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the company is authorised to amalgamate
- (t) To transfer all or any part of the undertaking, property and rights of the company to any body, incorporated or unincorporated, with which the company is authorised to amalgamate
- (u) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company
- (v) To take such steps as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise

- (w) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others
- (x) To do anything which may be incidental or conducive to the attainment of any of the objects of the company

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

4.1 Subject to clause 4.2

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

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


- (a) to pay reasonable and proper remuneration to any director or member of the company in return for services actually rendered to the company
- (b) to pay interest at a rate not exceeding the commercial rate on money lent to the company by any director or member of the company
- (c) to pay rent at a rate not exceeding the open market rent for premises let to the company by any director or member of the company
- (d) to purchase assets from, or sell assets to, any director or member of the company providing such purchase or sale is at market value
- (e) to make any payment to a member of the company where such payment is made in furtherance of the company's charitable purposes
- (f) to pay or transfer the whole or any part of the income and property of the company, whether by way of donation (including payment by way of gift aid or under deed of covenant) or by way of dividend or other distribution, to any member which is a Scottish charity

- 5 The liability of the members is limited
- 6 The company's share capital is £100 divided into 100 shares of £1 each.
- 7 1 No member, other than a member which is a Scottish charity, shall have any entitlement to participate in any return of capital associated with a reduction of capital or in any distribution of surplus assets on the winding up of the company, the capital or assets representing the entitlement which a member excluded from participation by virtue of this clause would otherwise have enjoyed shall be distributed to or among the member(s) not so excluded from participation.
- 7 2 If on a reduction of capital or on the winding up of the company, the effect of clause 7 1 is to exclude all members from participation in a reduction of capital or in a distribution of surplus assets, such capital or assets shall not be paid to or distributed among the members of the company but shall be transferred to some other Scottish charity or charities (whether incorporated or unincorporated), whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association
- 7 3 The charity or charities to which surplus capital or assets are transferred under clause 7 2 shall be determined by the members of the company at or before the time when the reduction of capital takes effect or (as the case may be) the time of dissolution or, failing such determination, by such court as may have or may acquire jurisdiction
- 7 4 To the extent that effect cannot be given to the provisions of clauses 7 2 and 7.3, the relevant capital or assets shall be applied to some charitable purpose or purposes.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum, and we agree to take the number of shares shown opposite our name

Name and address of subscriber

Number of shares taken by the subscriber


for and on behalf of

INSPIRE (PARTNERSHIP THROUGH LIFE) LIMITED

100

Total shares taken

100

Dated

5/7/08

Witness to the above signature



NICOLE LUGO

18 ORCHARD STREET

ABERDEEN AB24 3 PL

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION

of

INSPIRE VENTURES LIMITED

Constitution of company

- 1 The regulations in Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and the Companies Act 1985 (Electronic Communications) Order 2000 (the said Table A as so amended being referred to as "Table A") shall be deemed to be incorporated in these articles and shall apply to the company with the exception of regulations 5, 24, 64 to 70, 72 to 101, 109, 111 to 116 and 118 and any other regulation to the extent that it is inconsistent with these articles

Definitions

- 2 In these articles

"the Act" means the Companies Act 1985, any reference in these articles to a provision of the Act shall be deemed to include a reference to any statutory modification or re enactment of that provision for the time being in force

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

"the Holding Company" means Inspire (Partnership through Life) Limited, incorporated under the Companies Acts with registered number SC113676 and having its registered office at Old Stoneywood Church, Bankhead Road, Bucksburn, Aberdeen, AB21 9HQ

"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

Subject to the preceding provisions of this article, the definitions and principles of interpretation contained in regulation 1 of Table A shall apply in these articles as they do in Table A

Allotment of shares

- 3 The provisions of section 89(1) of the Act shall not apply to any allotment by the company of equity securities.

Transfer of shares

- 4 The directors shall be bound to register without delay any transfer of a share by the Holding Company, providing the relevant stock transfer form is lodged at the registered office of the company (or at such other place as the directors may reasonably require) and is accompanied by the share certificate covering the shares to which it relates

Issue/transfer of shares to a non charitable body

- 5 No share in the capital of the company shall be issued or transferred to any individual, or to any body which is not a Scottish charity at the time

Share certificates

- 6 Any share certificate issued by the company shall be signed by two directors (or by one director and the secretary) but it shall not be necessary to apply any seal to the certificate, regulation 6 of Table A shall be deemed to be modified accordingly

Written resolutions

- 7 A resolution in writing approved, by letter or via a system for facsimile or electronic transmission, by a director shall be deemed, for the purposes of regulation 93 of Table A, to be signed by such director

Number of directors

- 8 The number of directors shall (subject to article 9) be not less than six and shall be subject to a maximum of twelve; at any given time at least two of the directors shall be individuals who are also directors of the Holding Company (referred to in these articles as "Main Board Directors")
- 9 During the period of 12 weeks from incorporation of the company, the minimum number of directors shall be three

Appointment/removal of directors by Holding Company

- 10 So long as the Holding Company holds 100% of the issued share capital of the company, the Holding Company may, by notice in writing, signed by two of its directors and given to the company (and subject to articles 8 and 11),
- (a) appoint any person (other than an employee of the company) who is willing to act to be a director (either to fill a vacancy or as an additional director); or

- (b) remove any director.
- 11 A notice under article 10 shall not be valid unless it is accompanied by a certificate, signed by the secretary of the Holding Company, to the effect that the notice gives effect to a resolution passed by majority vote at a quorate meeting of the board of directors of the Holding Company, duly convened and held in accordance with the rules of the Holding Company
- 12 Any appointment or removal of a director under article 10 shall have effect from the date on which the relevant notice (together with the secretary's certificate required under article 11) is given to the company

Disqualification and removal of directors

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

Appointments to offices

- 14 A director shall be appointed to hold the offices of Chair and Vice Chair and any other office which the directors may consider appropriate
- 15 The appointments under article 14 shall be made at meetings of directors.
- 16 Each office shall be held (subject to article 17) until the conclusion of the annual general meeting which follows appointment, a director whose period of office expires under this article may be re appointed to that office under article 14 (providing he/she is willing to act).
- 17 The appointment of any director to an office under article 14 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company

- 18 If the appointment of a director to any office under article 14 terminates, the directors shall appoint another director to hold the office in his/her place

Directors' interests

- 19 Subject to the provisions of the Act and article 23, and provided that he/she has obtained the prior approval of the Holding Company and 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
 - (e) 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
- 20 For the purposes of the preceding article,
- (a) 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,
 - (b) 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
- 21 The reference in article 19 to approval of the Holding Company shall be interpreted as a reference to approval by majority vote at a board meeting of the Holding Company, subject to the qualification that if, in the opinion of the Chair of the company, there is an element of urgency attaching to the relevant transaction or arrangement and a significant period is likely to elapse between the date on which the application for approval is made and the date on which the next board meeting of the Holding Company is held, an approval on behalf of the Holding Company given in writing by the chairperson or vice chairperson of the Holding Company shall be deemed to satisfy the requirement under article 19 for the Holding Company's approval
- 22 A letter by the secretary of the Holding Company recording the decision at the relevant meeting of the board of the Holding Company as to approval or

otherwise of the director entering into the relevant contract or arrangement may be regarded by the directors as conclusive evidence of that decision, in the absence of any information to the contrary available to the directors

Directors' remuneration and expenses

- 23 Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - (b) the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount), and
 - (c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature)
- 24 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying out of their duties

Powers of directors

- 25 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 (subject to article 29) exercise all the powers of the company
- 26 No alteration of the memorandum of association or these articles and no direction given by special resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.
- 27 The powers conferred by article 25 shall not be limited by any special power conferred on the directors by these articles.
- 28 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Requirement for Holding Company consent

- 29 The directors shall not exercise the powers of the company so as to take any of the steps referred to in article 30 without the prior approval of the Holding Company
- 30 The provisions of article 29 shall apply in relation to the following
- (a) any borrowing in excess of £50,000
 - (b) the commencement or acquisition of any new business

- (c) the acquisition of any share or loan capital of any other company
- (d) the disposal of any asset of the company having a value of over £5,000
- (e) entering into any agreement, or issuing any offer or undertaking, in relation to any of the matters referred to in paragraphs (a) to (d) above.

31 The provisions of articles 21 and 22 shall apply (with any necessary modifications) in relation to the reference in article 29 to the approval of the Holding Company

Proceedings of directors

- 32 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit
- 33 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors
- 34 Questions arising at any meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson of a meeting of directors shall have a second or casting vote.
- 35 A director who is also an alternate director shall be entitled, in the absence of the director who appointed him/her, to a separate vote on behalf of his/her appointer in addition to his/her own vote.
- 36 Subject to article 37, the quorum for the transaction of the business of the directors shall be three
- 37 A quorum shall not be deemed to be present unless at least one Main Board Director is present
- 38 A person (other than a director) acting as an alternate director, shall, if the director who appointed him/her is not present, be counted in the quorum
- 39 If the quorum required under articles 36 to 38 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
- 40 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 may act only for the purpose of filling vacancies or of calling a general meeting
- 41 Unless he/she is unwilling to do so, the Chair of the board of directors shall preside as chairperson at every meeting of directors at which he/she is present; if the Chair of the board of directors is unwilling to act as

chairperson of a meeting of directors, the Vice Chair shall preside as chairperson of the meeting

- 42 If neither the Chair of the board of directors nor the Vice Chair is present and willing to act as chairperson of a meeting of directors within 15 minutes after the time appointed for the meeting, the directors present shall appoint one of their number to be chairperson of the meeting.
- 43 The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors, a person invited to attend a meeting of the directors under the preceding provisions of this article shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the Act or any provision of these articles
- 44 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote
- 45 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held, it may consist of several documents in the same form, each signed by one or more directors
- 46 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
- 47 For the purposes of the preceding article,
- (a) 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
 - (b) a director shall not be deemed to have a personal interest in relation to a particular matter by reason only of the fact that the Holding Company has an interest in that matter and he/she is a member of the board of directors of the Holding Company or an employee of the Holding Company
 - (c) a director shall be deemed to have a personal interest in relation to a particular matter if any other body in relation to which he/she is an employee, director, member of the board of directors or officer has a personal interest in that matter

- (d) a personal interest held by a director who has appointed an alternate director shall be treated as a personal interest of the alternate director.
- 48 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.
- 49 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 46 to 48
- 50 If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting, his/her ruling in relation to any director other than himself/herself shall be final and conclusive

Alternate directors

- 51 A Main Board Director may appoint any other individual who is (a) a director of the company or (b) a director of the Holding Company to act to be an alternate director, and any such alternate director may be removed by him/her at any time, for the avoidance of doubt, no director other than a Main Board Director shall be entitled to appoint an alternate director.
- 52 The appointment or removal of an alternate director shall be valid only if effected by a written notice signed by the director who is making or revoking the appointment.
- 53 The notice appointing an alternate director may state that the powers of the alternate director shall be limited to attending, speaking and voting at a directors' meeting at which the director who appointed him/her will not be present, in the absence of a statement of that kind, the appointment shall be deemed to extend to performing all the functions of his/her appointer as a director in his/her absence.
- 54 References in these articles to directors shall, unless the context otherwise requires, be interpreted as including alternate directors

Conduct of directors

- 55 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
 - (a) 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 of association)
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

- (c) in circumstances giving rise to the possibility of a conflict of interest between the company and any other party
 - (i) put the interests of the company before that of the other party, in taking decisions as a director
 - (ii) 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
- (d) 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 committees of directors and holders of offices

- 56 The directors may delegate any of their powers to any committee consisting of two or more directors, they may also delegate to the Chair of the board of directors or a director holding any other office such of their powers as they consider appropriate
- 57 Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered
- 58 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

- 59 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

- 60 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.

Notices

- 61 Any notice to be given in pursuance of these articles shall be given either in writing or by way of an electronic communication
- 62 The company may give any notice to a member either personally or by sending it by post in a pre paid envelope addressed to the member at its registered address or by leaving it at that address, in the case of a member which has notified the company of an address to be used for the purpose of

electronic communications, the company may give any notice to that member by way of an electronic communication

- 63 A member may give any notice to the company either by sending it by post in a pre paid envelope addressed to the company at its registered office or by leaving it, addressed to the company secretary, at the company's registered office or (where the company has notified the member of an address to be used for the purpose of electronic communications) by way of an electronic communication.
- 64 Any notice, if sent by post, shall be deemed to have been given at the expiry of 48 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
- 65 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
- 66 A member present or represented at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called


Winding up

- 67 If the company is wound up, the Holding Company, alone or jointly with any other person, may become a purchaser of property belonging to the company

Indemnity

- 68 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 loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office, that may include, without prejudice to that generality (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company
- 69 The company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with 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)

Name and address of subscriber


for and on behalf of
INSPIRE (PARTNERSHIP THROUGH LIFE) LIMITED

Dated

5/7/07

Witness to the above signature



NICOLE LUGIOYO
18 ORCHARD ST
ABERDEEN AB24 3DL