

# **MEMORANDUM & ARTICLES OF ASSOCIATION**

## **THE COMPANIES ACTS 1985 and 2006**

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

#### **MEMORANDUM of ASSOCIATION**

**of**

#### **PLUS Perth & Kinross.**

1. The company's name is "PLUS Perth & Kinross".
2. The company's registered office is to be situated in Scotland.
3. The company's objects are the advancement of mental health and wellbeing, the advancement of citizenship and community development and the relief of those in need by reason of disadvantage.

And in furtherance of these objects, the company shall undertake activities including the following:

- a. Support its members to be actively and meaningfully involved in the development, planning and evaluation of mental health services provided by the statutory, independent and voluntary sector.
- b. Encourage wider participation by actively increasing its membership and associates in order to widen its influence and scope of activities.
- c. Develop and provide access to suitable training and induction programmes which will enable members to become confident and effective in their involvement role.
- d. Formally represent members views at strategic decision making forums and inter-agency working groups involved in planning and policy development.
- e. Production of reports and other forms of communication to convey service user views to decision making bodies.
- f. Hold themed member consultation/discussion groups
- g. Play a key educational and awareness raising role in the wider community by the dissemination of factual information about all aspects of mental health and wellbeing

- h. Organise campaigns, promotional events and regular yearly programmes i.e. Mental Health Week.
- i. Facilitate member- led activities, opportunities and paid employment
- j. Promote and support local and regional recovery networks and participate in the objectives of the 'Scottish Recovery Network'
- k. Collaborate with national campaigns such as see me and Breathing Space to raise awareness and challenge stigma.

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

- i. To assist any body or bodies in the furtherance of the above objects or any of them.
- ii. To facilitate mutual contact and co-operation between all voluntary organisations whose objects fall within the objects of the company.
- iii. To adjust and plan social service activities with a view to bridging gaps and avoiding over-lapping.
- iv. To collect, co-ordinate and make available information relative to the objects, including reports, books, periodicals, leaflets or other documents connected to the objects.
- v. To carry on any other activities which further any of the above objects.
- vi. To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- vii. To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.
- viii. To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- ix. To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.

- x. To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- xi. To lend money and give credit (with or without security) and to grant guarantees and issue indemnities. To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- xii. To employ such staff as are considered appropriate for the proper conduct of the company's activities, to delegate to those staff such responsibilities as may be deemed appropriate and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- xiii. To engage such consultants and advisers as are considered appropriate from time to time.
- xiv. To effect insurance of all kinds (which may include officers' liability insurance).
- xv. To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- xvi. To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.
- xvii. To apply for, promote and obtain, whether on the company's own behalf or with another body or bodies, any Act of Parliament, Provisional Order, Royal Charter or license of any authority, or matriculate arms, or obtain such other powers or privileges necessary to or desirable for the furtherance of the objects.
- xviii. To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the company's objects.
- xix. To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- xx. To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- xxi. To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- xxii. To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into

any arrangement for co-operation or mutual assistance with any charitable body.

- xxiii. To carry on any other charitable purpose or objective which can be advantageously or conveniently carried on by the Company by way of an extension of or an association with the objects stated in Clause 3 hereof or which may be calculated directly or indirectly to advance the objectives stated in the said last mentioned clause.

And it is declared that:

- a) In this clause, "property" means any property, heritable or moveable, wherever situated;
- b) In this clause, and throughout this memorandum of association,
  - (i) the expression "charity" shall mean a body which is a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005
  - (ii) the expression "charitable purpose" shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of sections 505 and 506 of the Income and Corporation Taxes Act 1988;
- c) Any reference in this memorandum of association to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

4. (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3).

(b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.

(c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company which is salaried

(d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services actually rendered to the company

5. The liability of the members is limited.

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

7(a) If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company; that property shall instead be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are similar (wholly or in part to the objects of the company).

(b) The body or bodies to which property is transferred under paragraph (a) shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time.

(c) To the extent that effect cannot be given to the provisions of paragraphs (a) and (b) of this clause 7, the relevant property shall be applied to some other charitable object or objects.

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

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

Signatures, Names and Addresses of Subscribers

Maria A. Urquhart 50 NEWROW PH15QB

John M. C. PHANON 9 GREENCREST AVCHURCHARD

F. Trimm 21 KING STREET PERTH

Jenny Duncan 43<sup>rd</sup> South willow  
Street Perth PH2 5LS

John Smith 9 James Court Pittlochry

Kent Willie DUNSTONAVE DRIVE

LEITHAM PERTH SA PH1 2DU,

Dated:

27<sup>th</sup> November 08

Witness to the above Signatures:

S. Scott

Name:

SUSAN ANN SCOTT

Address:

5 Castle Brae

Rumierfield

Perth

PH1 3JN

Occupation:

INVOLVEMENT OFFICER

**THE COMPANIES ACTS 1985 and 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A**  
**SHARE CAPITAL**  
**ARTICLES of ASSOCIATION**  
**of**  
**PLUS Perth & Kinross**

**INTERPRETATION**

1. In these Articles:-

“the Act” means the Companies Act 1985 and the Companies Act 2006 as appropriate.

“secretary” means any person appointed to perform the duties of the Company.

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

2. None of the regulations contained in Table C of the Companies (Tables A to F) Regulations 1985 (as amended) shall apply to the Company except so far as embodied in any of the following articles, shall be the regulations for the management of the Company.

**OBJECTS**

3. The Company is established for the objects expressed in the Memorandum of Association.

## **MEMBERS**

4. Membership of the company is open to any individual 16 years and over, resident in Perth & Kinross, who have used mental health services, and agree with the aims and objectives of the company.

## **ASSOCIATE MEMBERS**

5. Associate Membership is open to :-

(a) any individual who agrees with the aims and objectives of the Company and whose contribution is considered beneficial to the work of the company.

(b) any corporate body which agrees with the aims and objectives of the company and whose contribution is considered beneficial to the work of the company.

(c) any individual who has been nominated for membership by an unincorporated body which agrees with the aims and objectives of the company and whose contribution is considered beneficial to the work of the company.

Associate members of PLUS Perth and Kinross will not have a voting right at meetings.

## **6. The structure of the company consists of:-**

(a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Companies Acts; in particular, the members elect people to serve as directors and take decisions in relation to changes to the memorandum and articles themselves. Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

(b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally govern the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company. Directors will automatically be granted membership of PLUS Perth and Kinross during the period of their term of office.

## **REGISTER OF MEMBERS**

7. The Directors shall maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership, and the date on which they ceased to be a member.

### **EXPULSION OF MEMBERS**

8. Any person may be expelled from membership by special resolution, providing the following procedures have been observed:-

(a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion

(b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

### **TERMINATION/TRANSFER**

9. Membership shall cease on death.

10. A member may not transfer their membership to any other person or group.

### **GENERAL MEETINGS (MEETINGS OF MEMBERS)**

11. The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.

12. Not more than 15 months shall elapse between one annual general meeting and the next.

13. The business of each annual general meeting shall include:-

(a) a report by the chair on the activities of the company

(b) consideration of the annual accounts of the company

(c) the election/re-election of directors, as referred to in articles 40 to 44.

14. The directors may convene an extraordinary general meeting at any time.

15. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Companies Act 2006) or a requisition by a resigning auditor (under section 392A of the Companies Act 1985 so long as it is in force or section 518 of the Companies Act 2006).

## **NOTICE OF GENERAL MEETINGS**

16. At least 21 clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution or a resolution requiring special notice under the Act, is to be proposed; all other extraordinary general meetings shall be called by at least 14 clear days' notice.

17. The reference to "clear days" in article 20 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of a notice contained in an electronic communication, the day after it was sent) and also the day of the meeting, should be excluded.

18. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

19. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.

20. Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the company of an address to be used for the purpose of electronic communications, by way of an electronic communication) to all the members and directors, and (if there are auditors in office at the time) to the auditors.

## **SPECIAL RESOLUTIONS AND ORDINARY RESOLUTIONS**

21. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 16 to 20; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions

or members absent from the meeting, other than those voting by proxy as hereinafter provided for.

22. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,

(a) to alter its name

(b) to alter its memorandum of association with respect to the company's objects

(c) to alter any provision of these articles or adopt new articles of association.

23. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the chairperson's casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 16 to 20.

## **PROCEDURE AT GENERAL MEETINGS**

24. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be fifteen members, present in person.

25. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, 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.

26. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

27. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.

28. Every member, whether individual or representative, shall have one vote, which (whether on a show of hands or on a secret ballot)

can be given personally, or by proxy. Representative members, as defined at article 4 hereof, must notify the secretary of the name of their representative and any other pertinent details requested at least forty eight hours prior to any general meeting. Only the named representative will be allowed to vote for that member at any general meeting.

29. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

30. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

31. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

32. A proxy shall be appointed by way of a form of authorisation, approved by the directors, signed and dated by the member, their representative or duly authorised official, and lodged with the Company Secretary not less than forty eight hours prior to the date and time of the General Meeting.

## **VOTES OF MEMBERS**

33. Every member shall have one vote.

34. No member shall be entitled to vote at any General Meeting unless all moneys presently payable to the Company have been paid.

35. On a poll votes may be given either personally or by proxy.

36. The instrument appointing proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

37. The instrument appointing a proxy and the power of attorney or other authority, if any, under which is signed or a notarially certified copy of power or authority shall be deposited at the

registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. An instrument appointing a proxy shall be in the forms specified in Articles 60 and 61 of Table A contained in The Companies (Tables A to F) Regulations 1985 or a form as near thereto as circumstances admit.

38. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

39. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principle or revocation of the proxy or of the authority under which the proxy was executed, providing that no imitation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **MAXIMUM NUMBER OF DIRECTORS**

40. The maximum number of directors shall be twelve and the minimum number shall be five.

## **ELIGIBILITY**

41. A person shall not be eligible for election or appointment as a director unless they are a member or associate member of the company.

## **ELECTION, RETIRAL, RE-ELECTION**

42. At each annual general meeting, the members may (subject to article 40) elect any member or associate member (providing he or she is willing to act) to be a director.

43. The new directors may at any time appoint or co-opt any members or associate members (providing they are willing to act) to be a director (subject to article 40) until the date of the next Annual General Meeting, at which time that director shall be eligible to be elected by the members.

44. A director shall retire from office on the third anniversary of his appointment or election, but shall be eligible for re-election. A director may not serve more than three terms, or nine years, unless approval is obtained from the members in general meeting.

### **TERMINATION OF OFFICE**

45. A director shall automatically vacate office if:-

- (a) they cease to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
- (b) they become debarred under any statutory provision from being a charity trustee
- (c) they become incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
- (d) they cease to be a member or associate member of the company
- (e) they become an employee of the company
- (f) they resign office by notice to the company
- (g) they are absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove them from office
- (h) they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Companies Act 2006.

### **REGISTER OF DIRECTORS**

46. The directors shall maintain a register of directors, setting out full details of each director, including the date on which he or she became a director, and also specifying the date on which any person ceased to hold office as a director.

### **OFFICEBEARERS**

47. The directors shall elect from among themselves a chairman, a vice-chairman and a treasurer, and such other office bearers (if any) as they consider appropriate.

48. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.

49. A person elected to any office shall cease to hold that office if they cease to be a director, or if they resign from that office by written notice to that effect.

## **POWERS OF DIRECTORS**

50. Subject to the provisions of the Act, the memorandum of association and these articles, and subject to any directions given by special resolution, the company and its assets and undertakings shall be managed by the directors, who may exercise all the powers of the company.

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

## **PERSONAL INTERESTS**

52. A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; they will be debarred (in terms of article 64) from voting on the question of whether or not the company should enter into that arrangement.

53. For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director (or any other party who or which is deemed to be connected with them for the purposes of section 182 of the Companies Act 2006), has a personal interest in that arrangement.

54. Provided

(a) they have declared their interest

(b) they have not voted on the question of whether or not the company should enter into the relevant arrangement and

(c) the requirements of article 64 are complied with,

a director will not be debarred from entering into an arrangement with the company in which they have a personal interest (or is deemed to have a personal interest under article 53) and may

retain any personal benefit which they gain from their participation in that arrangement.

55. No director may serve as an employee (full time or part time) of the company.

56. 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).

57. 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.

## **PROCEDURE AT DIRECTORS' MEETINGS**

58. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors. There must be at least four meetings of the directors each calendar year.

59. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

60. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be either one third of the total number of directors for the time being or three directors, whichever is the greater.

61. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.

62. Unless they are unwilling to do so, the chairman of the company shall preside as chairman at every directors' meeting at which they are present; if the chairman is unwilling to act as chairman or is not

present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairman of the meeting.

63. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.

64. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which they have a personal interest which conflicts (or may conflict) with the interests of the company; they must withdraw from the meeting while an item of that nature is being dealt with.

65. For the purposes of article 64, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director, has a personal interest in that matter.

66. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.

67. 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 63 to 66.

## **CONDUCT OF DIRECTORS**

68. Each of the directors shall, in exercising their 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 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 them 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**

69. The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other office), or any employee, such as the Chief Executive Officer and the Finance Officer, such powers as they may consider appropriate.

70. Any delegation of powers under article 69 may be made subject to such conditions as the directors may impose and may be revoked or altered.

71. The rules of procedure for any sub-committee shall be as prescribed by the directors.

## **OPERATION OF BANK ACCOUNTS**

72. The signatures of two of the signatories appointed by the directors shall be required in relation to all operations (other than the lodgement of funds) on the bank and building society accounts held by the company.

## **SECRETARY**

73. The company secretary shall be appointed by the directors for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the company secretary may be removed by them at any time.

## **MINUTES**

74. The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

## **ACCOUNTING RECORDS AND ANNUAL ACCOUNTS**

75. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

76. The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

77. Members shall have the right to inspect any accounting or other financial records of the company, but only on applying to the directors in writing and receiving the written authority of the directors to so inspect.

## **NOTICES**

78. Any notice which requires to be given to a member under these articles shall be given either in writing or by way of an electronic communication; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by them to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by way of an electronic communication.

79. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

80. 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.

## **WINDING-UP**

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

## **INDEMNITY**

82. Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by section 232, 234 and

532 of the Companies Act 2006) out of the assets of the company against any loss or liability which he or 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.

83. 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 the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232 of the Companies Act 2006 (negligence etc. of a director).

Signatures, Names and Addresses of Subscribers

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Kirstie Ailie 33 DUNSTANE DRIVE  
LEITHAM PERTH PH1 2DU

Dated: 27<sup>th</sup> November 08

Witness to the above Signatures:

S. Scott

Name:

SUSAN ANN SCOTT

Address:

5 CASTLE BRAE  
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Occupation:

INVOLVEMENT OFFICER