

THE COMPANIES ACT 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

of

The Foundation for Positive Mental Health (the “Company”)

1. The Company's name is "The Foundation for Positive Mental Health".
2. The Company's registered office is to be situated in Scotland.
3. The Company's objects are:
 1. To promote skills training for positive mental health for individuals to enhance their wellbeing; increasing their resilience to, and recovery from, mental health difficulties.
 2. To increase the understanding of positive mental health within organisations.
 3. To promote research into the uses of positive mental training in improving health and wellbeing.
4. In pursuance of those aims (but not otherwise), the Company shall have the following powers:-
 - (a) To organise training and educational activities for organisations and individuals.
 - (b) To promote the ethos & work of the Company.
 - (c) To provide support to those involved in positive mental training and research.
 - (d) To carry on any other activities which further any of the above objects.
 - (e) 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.

- (f) 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.
- (g) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Company's activities.
- (h) To improve, manage, develop, or otherwise deal with, all or any part of the undertaking, property and rights of the Company.
- (i) To sell, let, hire out, license, or otherwise dispose of, all or any part of the undertaking, property and rights of the Company.
- (j) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- (k) 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.
- (l) To employ such staff as are considered appropriate for the proper conduct of the Company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (m) To engage such consultants and advisers as are considered appropriate from time to time.
- (n) To effect insurance of all kinds (which may include officers' liability insurance).
- (o) To invest any funds which are not immediately required for the Company's activities in such investments and securities (including land in any part of the world) as may be considered appropriate or advantageous (and to dispose of, and vary, such investments and securities).
- (p) To liaise, and enter into any arrangement 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, and to obtain from any such body, authority government department or agency, any right, privilege or concession.
- (q) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Company's objects.
- (r) To take such steps as may be deemed appropriate for the purpose of raising funds for the Company's activities.
- (s) To accept subscriptions, grants, donations, gifts and legacies of all kinds (and to accept any reasonable conditions attaching to them).

- (t) To oppose, or object to, any application or proceedings which may prejudice the Company's interests.
- (u) 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, whether incorporated or unincorporated.
- (v) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any 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.
- (w) To do anything which may be incidental or conducive to the furtherance of any of the Company's objects.

And it is declared that

- (i) in this clause, "property" means any property, heritable or moveable, wherever situated
 - (ii) in this clause, and throughout these articles of association, 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 applications of the Taxes Acts for the time being in force
 - (iii) in this clause, and throughout these articles of association, "charitable body" shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts for the time being in force
5. 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 for which a salary or fee is payable.
d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the Company.
6. The Liability of the members is limited
7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he/she is a director or within one year after he/she ceases to be a director, 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.

8. (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 8, the relevant property shall be applied to some other charitable object or objects.
9. 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.

THE COMPANIES ACT 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

The Foundation for Positive Mental Health (the “Company”)

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General structure

1. The structure of the company consists of:-
 - (a) the MEMBERS - who have the right to attend the annual general meeting (and any general meeting) and have important powers under the articles of association and the Companies Acts; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves
 - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

Qualifications for membership

2. The members of the Company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 3 to 7.
3. Membership shall be open to those who (in the opinion of the directors) either
 - (a) have received training in positive mental training; or
 - (b) use positive mental training in their professional capacity; or
 - (c) have relevant experience.

Application for membership

4. Any person who wishes to become a member must sign, and lodge with the Company, a written application for membership, along with the membership fee.
5. The annual membership fee will be set by the board of directors and will be subject to review on an annual basis.
6. The directors may, at their discretion, refuse to admit any person to membership.
7. The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

Membership subscription

8. A membership subscription shall be payable.

Register of members

9. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

10. Any person who wishes to withdraw from membership shall sign, and lodge with the Company, a written notice to that effect; on receipt of the notice by the Company, he/she shall cease to be a member.
11. Anyone who defaults on membership payments will have their membership automatically withdrawn

Expulsion from membership

12. Any person may be expelled from membership by special resolution (see article 23), 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.
13. The directors may, at their discretion, expel any member,

Termination/transfer

14. Membership shall cease on death.
15. A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

16. The directors shall convene an annual general meeting in each year.
17. Not more than 15 months shall elapse between one annual general meeting and the next.
18. 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 43 to 45.
19. The directors may convene a general meeting at any time.

20. The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).
21. If a notice signed by ten or more members requesting an general meeting is received by the Company, the directors must convene a general meeting - and on the basis that it must be held within six weeks from the date on which the notice was received; a notice under the preceding provisions must set out the business which is to be considered at the general meeting.

Notice of general meetings

22. At least 14 clear days' notice must be given of (a) an annual general meeting or (b) a general meeting at which a special resolution (see article 28) is to be proposed. At least 28 clear days' must be given of a resolution requiring special notice. All other general meetings shall be called by at least 14 clear days' notice.
23. The reference to "clear days" in article 22 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 the time when it was sent) and also the day of the meeting, should be excluded.
24. 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.
25. 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 a general meeting.
26. 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

27. 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 22 to 23; 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 those directors absent from the meeting.
28. 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.
29. 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 general meeting, providing proper notice of the meeting has been given in accordance with articles 22 to 26 inclusive.

Procedure at general meetings

30. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 2 persons entitled to vote, each being a member or a proxy for a member.
31. 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.
32. 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.
33. 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.
34. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
35. A member who wishes to appoint a proxy to vote on his/her behalf at any meeting must lodge with the company, prior to the time when the meeting commences, a written proxy form, signed by him/her, or an email from him/her.
36. A member shall not be entitled to appoint more than one proxy to attend the same meeting.
37. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting
38. 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.
39. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present at the meeting and entitled to vote,

whether as members or as proxies for members); 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.

40. 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.

Maximum number of directors

41. The maximum number of directors shall be 5.

Eligibility

42. Individuals who have an interest in the objectives of the Company are eligible for election as directors.

Election, retiral, re-election

43. At each annual general meeting, the members may (subject to article 41) elect any member (providing he/she is willing to act) to be a director.
44. The directors may at any time appoint anyone (providing he/she is willing to act) to be a director (subject to article 42).
45. At each annual general meeting, all of the directors shall retire from office - but shall then be eligible for re-election.

Termination of office

46. A director shall automatically vacate office if:-
- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;
 - (b) he/she becomes debarred under any statutory provision from being involved in the administration or management of a charity;
 - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than 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) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office;
 - (g) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act;

- (h) the directors pass a resolution by simple majority for the removal of that Director pursuant to the provisions of section 66(5) of the Charities and Trustee Investment (Scotland) Act 2005

Register of directors

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

Office bearers

- 48. The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.
- 49. 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.
- 50. A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

- 51. 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 undertaking shall be managed by the directors, who may exercise all the powers of the Company.
- 52. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

- 53. A director who is in any way, whether directly or indirectly interested in a proposed or existing transaction or arrangement with the Company shall declare the nature and extent of his/her interest to the other directors in accordance with the Act;
- 54. The directors may, in accordance with the requirements set out in section 175 of the Act 2006, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under the said section to avoid conflicts of interest.
- 55. Provided he/she has declared his/her interest in accordance with article 53, a director will not be debarred from entering into an arrangement with the company in which he/she has an interest and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
- 56. No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director.

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.
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 2.
61. A director shall be deemed to be present at a meeting of the directors and to form part of the quorum of that meeting if he/she participates by telephone or video conference facilities or similar means such that he/she can hear and be heard by the other directors present (or deemed to be present) at the meeting.
62. 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.
63. Unless he/she is unwilling to do so, the chair of the Company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
64. 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.
65. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
66. For the purposes of article 65, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
67. 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.

Delegation to sub-committees

68. 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 post) such of their powers as they may consider appropriate.
69. Any delegation of powers under article 68 may be made subject to such conditions as the directors may impose and may be revoked or altered.
70. The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

71. The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Company; at least one out of the two signatures must be the signature of a director.

Secretary

72. 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

73. 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

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

Notices

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

electronic communications) may be given to the director by way of an electronic communication.

77. 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.
78. 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

79. If the Company is wound up, the liquidator shall give effect to the provisions of clause 8 of the original memorandum of association, now clause 89 of these articles.

Indemnity

80. Subject to the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, each director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as an auditor) shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a director or other officer of the Company or any company that is a trustee of an occupational pension scheme (as defined in section 235(6) of the Act) in the actual or purported execution and/or discharge of his/her duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him/her relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs.
81. 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 sections 232 and 233 of the Act.

Interpretation

82. In these articles
"the Act" means the Companies Act 2006; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;

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

83. Reference in these articles to the singular shall be deemed to include the plural.

The following provisions are transferred from the original Memorandum of Association of the Company and are now deemed incorporated into these Articles of Association

84. The Company's objects are:

1. To promote skills training for positive mental health for individuals to enhance their wellbeing; increasing their resilience to, and recovery from, mental health difficulties.
2. To increase the understanding of positive mental health within organisations.
3. To promote research into the uses of positive mental training in improving health and wellbeing.

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

- (a) To organise training and educational activities for organisations and individuals.
- (b) To promote the ethos & work of the Company.
- (c) To provide support to those involved in positive mental training and research.
- (d) To carry on any other activities which further any of the above objects.
- (e) 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.
- (f) 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.
- (g) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Company's activities.
- (h) To improve, manage, develop, or otherwise deal with, all or any part of the undertaking, property and rights of the Company.

- (i) To sell, let, hire out, license, or otherwise dispose of, all or any part of the undertaking, property and rights of the Company.
- (j) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- (k) 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.
- (l) To employ such staff as are considered appropriate for the proper conduct of the Company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (m) To engage such consultants and advisers as are considered appropriate from time to time.
- (n) To effect insurance of all kinds (which may include officers' liability insurance).
- (o) To invest any funds which are not immediately required for the Company's activities in such investments and securities (including land in any part of the world) as may be considered appropriate or advantageous (and to dispose of, and vary, such investments and securities).
- (p) To liaise, and enter into any arrangement 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, and to obtain from any such body, authority government department or agency, any right, privilege or concession.
- (q) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Company's objects.
- (r) To take such steps as may be deemed appropriate for the purpose of raising funds for the Company's activities.
- (s) To accept subscriptions, grants, donations, gifts and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (t) To oppose, or object to, any application or proceedings which may prejudice the Company's interests.
- (u) 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, whether incorporated or unincorporated.

- (v) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any 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.
- (w) To do anything which may be incidental or conducive to the furtherance of any of the Company's objects.

And it is declared that

- (iv) in this clause, "property" means any property, heritable or moveable, wherever situated
 - (v) in this clause, and throughout these articles of association, 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 applications of the Taxes Acts for the time being in force
 - (vi) in this clause, and throughout these articles of association, "charitable body" shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts for the time being in force
86. a) The income and property of the Company shall be applied solely towards promoting the company's objects (as set out in clause 1).
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 for which a salary or fee is payable.
d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the Company.
87. The Liability of the members is limited
88. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he/she is a director or within one year after he/she ceases to be a director, 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.
89. (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 6 of the original memorandum, the relevant property shall be applied to some other charitable object or objects.

90. 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.

