

THE COMPANIES ACTS 1985 to 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF FAMILIES FIRST - ST ANDREWS

(as amended by special resolution of 26 February 2009)

- 1 The name of the company is FAMILIES FIRST - ST ANDREWS
- 2 The company's registered office is to be situated in Scotland.
- 3 This clause shall be interpreted as if it incorporated an over-riding qualification to the effect that in any case in which an activity permitted under this clause is in its nature capable of being carried on for purposes which are not charitable or only partially so as well as for purposes which are wholly charitable, (the word "charitable" having the meaning ascribed to it for the purposes of Section 505 of the Income and Corporation Taxes Act 1988 and the Charities and Trustee Investment (Scotland) Act 2005, including any statutory amendment or re-enactment for the time being in force (which meaning shall be assigned to the word "charitable" where it appears in this Memorandum of Association)), the powers of the company under this clause in respect of the carrying on of such activity shall be deemed to be limited to the carrying on of such activity in such manner as will not prejudice the charitable status of the company under the statutory provisions referred to above. Subject to that over-riding qualification, the company's objects are: -
 - 3.1 To voluntarily supplement the social, domestic and community needs of families and children in St Andrews and the surrounding area under any relevant legislation and to liaise and co-operate with statutory and voluntary bodies and their personnel and to take whatever action commends itself to the Company for the benefit of the health and welfare of families and children and the community in St Andrews and the surrounding area, by whatever means may be deemed appropriate, including without prejudice to the foregoing generality: -
 - (a) To assess the social, domestic and community needs of families and children;
 - (b) To provide services of support to families within their own homes;
 - (c) To provide support and training for parents in the community;
 - (d) To provide organised activities for children to assist in their educational and social achievements and their full integration into the local community;
 - (e) To provide development training for staff and volunteers involved in providing these services;
 - (f) To carry on any other charitable purpose or objective, which can be advantageous or conveniently carried on by the Company by way of an extension of or in association with the objects of the Company stated herein, or which may be calculated directly or indirectly to advance the objects stated herein.
 - 3.2 To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.

- 3.3 To arrange and to provide for and to join in arranging for the holding of exhibitions and meetings.
- 3.4 To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property, land, houses and buildings and rights which may be advantageous for the purposes of the activities of the company and to arrange for the administration and upkeep of such land, houses and buildings.
- 3.5 To undertake and execute any Charitable Trusts which may be deemed necessary or convenient for any objects of the Company
- 3.6 To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- 3.7 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.
- 3.8 To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- 3.9 To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- 3.10 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.
- 3.11 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.
- 3.12 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 wife, widow, relatives and dependants of any such individual; and to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- 3.13 To promote any Act of Parliament, Provisional Order and other authority to enable the company to carry out its objects, alter its constitution, and 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.
- 3.14 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.

- 3.15 To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable or benevolent body, whether incorporated or unincorporated.
- 3.16 To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- 3.17 To effect insurance against risks of all kinds.
- 3.18 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 a manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirements) and to dispose of and vary such investments and securities.
- 3.19 To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on.
- 3.20 To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the company.
- 3.21 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.
- 3.22 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.
- 3.23 To subscribe and make contributions to or otherwise support charitable or benevolent bodies, whether incorporated or unincorporated, and to make donations for any public purpose connected with the activities of the company or with the furtherance of its objects.
- 3.24 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.
- 3.25 To take such steps (by way of personal or written appeals, public meetings or otherwise) 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.

- 3.26 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.
- 3.27 To pay all expenses preliminary or incidental to the formation of the Company and its registration.
- 3.28 To do anything which may be deemed 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 and personal, wherever situated.

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 - 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 or transferred, directly or indirectly, by way of dividend, bonus 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 officer (not being a director), member or servant 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; and
 - (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.
- 5 The liability of the members is limited.

- 6 Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he 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.
- 7.1 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 but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among the members to an extent at least as great as does clause 4 of this Memorandum of Association.
- 7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the company at or before the time of dissolution or, failing such determination and approval, by such court as may have or may acquire jurisdiction.
- 7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.
- 8.1 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.
- 8.2 The company's Auditors or independent Reporting Accountants, whichever is required under the Acts, shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account and on all group accounts, copies of which are to be laid before the company in general meeting.

THE COMPANIES ACTS 1985 to 2006

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

FAMILIES FIRST - ST. ANDREWS
(as amended by special resolution of 26 February 2009)

INTERPRETATION

1 In these regulations: -

"the Acts" means the Companies Acts 1985 to 2006 including any statutory modification or re-enactment thereof for the time being in force.

"the 2006 Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of association of the company.

"the company" means Families First - St. Andrews (Limited).

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"Corporate Directors" means the St Andrews Baptist Church Directors.

"executed" includes any mode of execution.

"Members' Directors" means the Directors appointed by the members of the company in terms of Article 51.

"Nominated Director" means a Director nominated by other Directors to fulfil a particular role or task.

"office" means the registered office of the company.

"the seal" means the common seal of the company.

"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.

"St. Andrews Baptist Church Directors" means the Directors nominated by St Andrews Baptist Church in terms of Article 51.

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

Words importing the neuter gender only include the masculine and feminine genders; words importing the masculine gender only include the feminine gender, and vice versa.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Acts but excluding any statutory modification thereof not in force when these regulations become binding on the company.

Members

- 2 The subscribers to the Memorandum of Association of the company and such other persons, organisations or statutory authorities are admitted to membership in accordance with the articles shall be members of the company.

Qualification for Membership

- 3 Any person who shall be from time to time resident or regularly employed within the town of St. Andrews and surrounding area and who is in sympathy with the objects of the Company, shall, so long as he continues to be so resident or employed, be eligible to become a member of the Company.
- 4
 - (a) Fife Council or its statutory successors as the local Social Work Authority, in terms of the Social Work (Scotland) Act shall be eligible to become a member.
 - (b) Any voluntary or community organisation operating within the town of St. Andrews and surrounding area, and concerned with the general good of families and children, shall so long as it continues to so operate, be eligible to become a member of the Company, subject to the approval of the Directors;
 - (c) Each such authority or organisation shall be referred to as a "member organisation";
 - (d) Each such member organisation may nominate a representative or representatives to take part in meetings of the company and the person or persons so authorised shall be entitled to exercise the same powers on behalf of the member organisation which he or they represent as the member organisation could exercise if it were an individual member of the company.
- 5 A person who is not normally resident or regularly employed within the town of St. Andrews or the surrounding area, or a voluntary or community organisation which does not operate within the town of St Andrews and surrounding area may be eligible to become a member of the company if nominated by two members of the company qualified in terms of paragraphs 3 and 4 hereof, subject to the approval of the Directors.

Restrictions on Membership

- 6 Notwithstanding paragraphs 3 to 5 hereof, no employee of the company may become a member.
- 7 The number of members of the Company who are not qualified for membership by reason of residence, employment or operation shall not exceed one-third of the total membership of the Company.

Application for Membership

- 8 The application of a person or organisation for membership as above provided shall be in writing signed by the applicant and countersigned where so required in terms of paragraph 5 hereof, by two members and left with the Secretary or Nominated Director at the Registered Office.
- 9
 - (a) The Secretary or Nominated Director shall place the application before the Directors at the next meeting to be held after receipt of the said application.
 - (b) The directors shall be entitled, at their absolute discretion and without assigning any reason therefor, to refuse to admit any person or organisation to membership notwithstanding that he or it fulfils one or more of the qualifications under articles 3 to 5 and is not debarred from membership by article 6.
 - (c) The Secretary or Nominated Director shall within seven days of the decision of the Directors signify in writing that decision to the Applicant to membership and shall include a request for the prospective member to sign the undertaking to contribute specified in clause 6 of the Memorandum of Association of the Company and when this is received the Secretary or Nominated Director shall enter the name of the person or organisation in the books of the Company whereupon that person or organisation shall become a member.
- 10 Any person becoming a Director of the Company shall on his appointment sign and lodge with the Company a written application for membership in such form as the Directors require and the Directors shall appoint such person to membership.
- 11 A person applying for admission as a member shall lodge such evidence in support of his application as the Directors require.

Cessation of Membership

- 12
 - (a) Membership shall not be transferable and a member of the company shall cease to be a member of the company on his death or if he becomes of unsound mind; or resigns his membership by seven clear days' notice in writing sent to or left with the Secretary or Nominated Director at the office; and

- (b) Any member organisation shall automatically cease to be a member on its being wound up or dissolved.
- 13 A person admitted to membership shall automatically cease to be a member if he becomes an employee of the company.
- 14 The directors shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before any final decision is made.

Expulsion from Membership

- 15 Subject to articles 16 to 20, the company, may, by special resolution, expel any person from membership.
- 16 Any member who wishes to propose at any meeting a resolution for the expulsion of any person from membership shall lodge with the company written notice of this intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
- 17 The Company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned and the member concerned shall be entitled to make written representations to the company with regard to the notice.
- 18 If representations are made to the company in pursuance of the preceding article, the company shall (unless such representations are received by the company too late for it to do so)
 - (a) state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed; and
 - (b) send a copy of the representations to every person to whom notice of the meeting is or was given.
- 19 Whether or not a copy of written representations has been given to each of the persons entitled to receive notice of the meeting, the member concerned shall be entitled to be heard on the resolution at the meeting.
- 20 Failure to comply with any of the provisions of articles 16 to 19 shall render any resolution for the expulsion of a person from whom membership invalid.
- 21 A person expelled from membership under articles 15 to 20 shall cease to be a member with effect from the time at which the relevant resolution is passed.

General Meetings

- 22 All general meetings other than annual general meetings shall be called extraordinary general meetings.

- 23 An extraordinary general meeting shall be convened by the directors on requisition by members (under Section 303 of the 2006 Act) or on requisition by a resigning auditor (under Section 518 of the 2006 Act).
- 24 Subject to the preceding article, the directors may convene general meetings whenever they think fit.

Notice of General Meetings

- 25 An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by at least twenty one clear days' notice; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.
- 26 A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.
- 27 A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
- 28 Notice of every general meeting shall be given to all the members and directors and to the auditors or independent reporting accountants.
- 29 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meeting

- 30 Except as provided for in Article 32, no business shall be transacted at any meeting unless a quorum is present; seven persons entitled to vote upon the business to be transacted, including a minimum of three directors at least one of which shall be a St Andrews Baptist Church Director and at least one of which shall be a Members' Director, shall be a quorum.
- 31 If the quorum required under the preceding article 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 chairman of the meeting.
- 32 On the reconvening of any meeting previously adjourned under the preceding Article, the quorum shall be the number of members or proxies for members who attend the adjourned meeting.

- 33 The Chairman (or in his absence, the Vice- Chairman) shall (if present and willing to act as chairman) preside as chairman of the meeting; if neither the Chairman nor the Vice-Chairman is present and willing to act as chairman within fifteen minutes of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairman.
- 34 The chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- 35 No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
- 36 Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
- 37 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by the chairman or by at least two members having the right to vote at the meeting and a demand by a person as proxy for a member shall be deemed to be a demand by such member.
- 38 Unless a poll is demanded in accordance with the preceding Article, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 39 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn.
- 40 If a poll is demanded in accordance with article 38, it shall be taken at once by means of a secret ballot of all the persons present and entitled to vote (whether as members or as proxies for members) conducted in such manner as the chairman may direct; the result of such poll shall be declared at the meeting at which the poll was demanded.
- 41 A resolution in writing signed by all the members shall be as effectual as if it had been passed at a general meeting duly convened and held; it may consist of several documents in the same form each signed by one or more members.

Votes of Members

- 42 Every member shall have one vote which may be given either personally or (whether on a show of hands or on a poll) by proxy.

- 43 A member who wishes to appoint a proxy vote on his behalf at any meeting (or adjourned meeting) shall lodge with the company, at the office, not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require), signed by him; an instrument of proxy which does not conform with the preceding provisions or which is not lodged in accordance with such provisions shall be invalid.
- 44 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 45 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 to speak at the meeting and need not be a member of the company.
- 46 A vote given, or poll demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a poll had terminated prior to the giving of such vote or demanding of such poll unless notice of such termination was received by the company at the office before the commencement of the meeting or adjourned meeting at which the vote was given or the poll demanded.
- 47 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 48 No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

Maximum and Minimum Number of Directors

- 49 The maximum number of directors shall (unless otherwise determined by special resolution) be ten and the minimum number of directors shall be five.

Appointment of Directors

- 50 No person may be appointed as a director unless that person is a member.
- 51 The St Andrews Baptist Church shall be entitled to appoint three directors of the company from the elected members of St. Andrews Baptist Church and the remaining directors shall be elected by the members (the "Members' Directors").

- 52 The following shall apply in the case of a vacancy occurring among certain of the directors:

In the event of a vacancy arising among the St Andrews Baptist Church Directors, such vacancy may be filled by appointment made by St Andrews Baptist Church in accordance with Article 51.

Retiral of Directors

- 53 The St Andrews Baptist Church Directors shall not retire at the first annual general meeting and shall not retire by rotation.
- 54 At the first annual general meeting all the Members' Directors shall retire from office, and at every subsequent annual general meeting one-third of the Members' Directors or, if their number is not three or a multiple of three, the number nearest to one-third, shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.
- 55 Subject to the Acts, the Members' Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed Members' Directors on the same day those to retire shall (unless they agree otherwise among themselves) be determined by lot.
- 56 If the Company, at the meeting at which a Members' Director retires by rotation, does not fill the vacancy the retiring Members' Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Members' Director is put to the meeting and lost.
- 57 No person other than a Members' Director retiring by rotation shall be appointed or re-appointed a director at any general meeting unless he is recommended by the directors.
- 58 Not less than seven nor more than twenty-one clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Members' Director retiring by rotation at the meeting) who is recommended by the directors for appointment or re-appointment as a director at the meeting. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Company's register of directors.
- 59 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire.
- 60 Subject as aforesaid, the directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an addition director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 61 Subject as aforesaid, a director who retires at an annual general meeting, may, if willing to act, be re-appointed. If he is not re-appointed, he shall remain in office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

Disqualification and Removal of Directors

- 62 A director shall vacate office if: -
- (a) he ceases to be a director by virtue of any provision of the Acts or becomes prohibited by law from being a director;
 - (b) he becomes bankrupt or apparently insolvent;
 - (c) he becomes incapable for medical reasons of fulfilling the duties of his office and such incapacity is expected to continue for a period of more than six months;
 - (d) he becomes an employee of the company;
 - (e) he ceases to be a member of the company or a representative of a member organisation of the Company;
 - (f) he resigns office by notice to the company;
 - (g) he is absent (without permission of the directors) from more than three successive meetings of directors held in any period of six months or more and the directors resolve to remove him from office; or
 - (h) a majority of the other directors resolve that he should vacate office where they have reason to believe that the director in question has been involved in conduct which is inappropriate for a director of the Company or has otherwise prejudiced the interests of the Company or brought the Company into disrepute.

Appointment to Executive Office

- 63 Directors shall be appointed to hold the offices of Chairman and Vice-Chairman, such other executive offices as the directors may consider appropriate; each such office shall be held, subject to article 62, until the conclusion of the annual general meeting which next follows appointment.
- 64 The appointments to executive office under the preceding article shall be made at a meeting of directors held as soon as reasonably practicable after the incorporation of the company and thereafter at a meeting of directors held immediately after each annual general meeting.
- 65 A director whose period of executive office expires under article 64 may be re-appointed to such office (providing he is willing to act).
- 66 The appointment of any director to executive office shall terminate if he ceases to be a director or if he resigns from such executive office by notice to the company.

67 If the appointment of any director to executive office terminates under Article 66, the directors shall, at a meeting of directors held as soon as reasonably practicable after such termination, appoint another director to hold such office in his place; a director so appointed shall (subject to Article 66) hold such executive office until the conclusion of the first annual general meeting which follows such appointment.

Directors' Interests

68 Subject to the provisions of the Acts and of clause 4 of the Memorandum of Association and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office: -

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

69 For the purposes of the preceding Article: -

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Directors' Remuneration and Expenses

70 No director shall be entitled to any remuneration, whether in respect of his office as director or as holder of any executive office under the company.

71 The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings, meetings of committees of directors or otherwise in connection with the discharge of their duties.

Powers of Directors

- 72 Subject to the provisions of the Acts, the Memorandum of Association and the Articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.
- 73 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.
- 74 The powers conferred by article 72 shall not be limited by any special power conferred on the directors by the Articles.
- 75 A meeting of directors at which a quorum (as provided for in Article 81) is present may exercise all powers exercisable by the directors.
- 76 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of his powers.

Proceedings of Directors

- 77 Subject to the provision of the Articles, the directors may regulate their proceedings as they think fit.
- 78 Each of the Chairman, Vice-Chairman and any 4 Directors, may, and the Secretary or any one director shall on the instructions of the Chairman, Vice-Chairman and any 4 Directors call a meeting of the directors.
- 79 No notice of a meeting of directors need be given to a director who is absent from the United Kingdom.
- 80 Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairman shall have a second or casting vote.
- 81 The quorum for the transaction of the business of the directors shall be five directors, at least one of whom shall be a St Andrews Baptist Church Director and one of whom shall be a Members' Director.
- 82 The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or he may act only for the purpose of filling vacancies or of calling a general meeting.
- 83 Unless he is unwilling to do so, the Chairman shall preside as chairman at every meeting of directors at which he is present.
- 84 If the Chairman is unwilling to act as chairman or is not present within fifteen minutes after the time appointed for the meeting, the Vice Chairman shall act as chairman; if the Vice-Chairman is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

- 85 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.
- 86 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.
- 87 Except as otherwise provided by the Articles, 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 has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest or duty arises only because the case falls within either or both of the following paragraphs: -
- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by him for the benefit of, the company or any of its subsidiaries;
 - (b) the resolution relates to the giving of a third party of a guarantee, security or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part (and whether alone or jointly with others) under a guarantee or indemnity or by the giving of security.
- 88 For the purposes of the preceding Article, an interest of a person who is, for any purpose of the Acts (excluding any statutory modification not in force at the date of incorporation of the company), connected with a director shall be treated as an interest of the director.
- 89 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 90 The company may by special resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of the directors or at a meeting of a committee of directors.
- 91 Where proposals are under consideration concerning the appointment of two or more directors to executive offices with the company the proposals may be divided and considered in relation to each director separately; provided he is not for another reason precluded from voting, each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

- 92 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 chairman of the meeting; his ruling in relation to any director other than himself shall be final and conclusive.
- 93 The directors may invite or allow any person to attend and speak, but not to vote, at any meeting or meetings of the directors or of any committee of the directors.

Delegation to Committees

- 94 The directors may, subject to Article 97, delegate to any committee consisting of one or more Directors, they may also delegate to the Chairman or any director holding any other Executive Office all such powers as they may think fit, to be exercised by them.
- 95 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
- 96 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.
- 97 Unless otherwise determined by special resolution, the following matters shall be excluded from delegation in terms of Article 94: -
- (a) the purchase or sale of, or dealing in any way with heritable property; and
 - (b) the appointment or dismissal of any employee of the Company.

Secretary

- 98 Subject to the provisions of the Acts, a secretary may 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

- 99 The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors, 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.

Seal

- 100 (a) If the Company has a Seal it shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary (if any) or by two directors.
- (b) The Company may exercise the powers conferred by Section 49 of the 2006 Act with regard to having an official seal for use abroad and such powers will be vested in the directors.

Honorary President

- 101 The directors may appoint any person to be Honorary President and any person or persons to be patrons of the Company for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointment be directors or members of the Company.

Accounts

- 102 The directors shall cause accounting records to be kept by the company in accordance with Section 386 of the 2006 Act.
- 103 The accounting records shall be kept at the office or, subject to Section 388 of the 2006 Act, at such other place or places as the directors may think fit, and the accounting records shall always be open to the inspection of any director.
- 104 No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

Auditors or independent Reporting Accountants

- 105 Auditors or independent Reporting Accountants of the company shall be appointed as required under the Acts and their duties regulated in accordance with the Acts.

Notices

- 106 Any notice to be given in pursuance of these articles shall be in writing, except that a notice calling a meeting need not be in writing; the company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his registered address or by leaving it at that address.
- 107 Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four 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.
- 108 A member present at any meeting of company shall be deemed to have received notice of the meeting, and where requisite, of the purposes for which it was called.

Winding-Up

- 109 If the company is wound up, the liquidator shall transfer the assets of the company to an appropriate body in accordance with the provisions of the Memorandum of Association.

Indemnity

- 110 (a) Subject to the provisions of the Acts but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any loss or liability which he may sustain or incur in connection with the execution of the duties of his office including, without prejudice to that generality, any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.
- (b) The directors shall have power to purchase and maintain for any director, officer or auditor of the Company, insurance against any such liability as is referred to in Section 532 of the 2006 Act.