

COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION OF

VOLUNTARY SECTOR GATEWAY WEST LOTHIAN (the “company”)

0. Amendment

This Memorandum and Articles of Association replaces the earlier version, in force since 2003.

Changes reflect the amalgamation of Voluntary Action West Lothian (registered number SC174123) and the company (formerly known as Volunteer Centre West Lothian Limited) as agreed by resolution of the members of the individual companies at Extraordinary General Meetings held in August 2009. From that date the name of the amalgamated business will be Voluntary Sector Gateway West Lothian.

1. Name

The company's name is Voluntary Sector Gateway West Lothian.

2. Registered office

The company's registered office is to be situated in Scotland.

3. Objects

The company's objects are:

- 3.1 To promote any charitable purpose for the benefit of the inhabitants of West Lothian without distinction of race, politics, religious or other opinions by assisting the work of voluntary organisations and statutory authorities engaged in the relief of poverty, distress or sickness, the advancement of education and the furtherance of health;
- 3.2 To encourage, promote, support and develop initiatives within the Public, Private and Voluntary sectors, which further the interests of the voluntary sector in West Lothian and the wider community; and
- 3.3 To provide a common centre for mutual contact, co-operation and partnership involving Voluntary, Community, Public and Private Organisations engaged in the promotion and development of West Lothian's community.

4. Powers

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

- 4.1 To carry on any activities which further any of the above objects.
- 4.2 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 subsidiary of the company, all such functions as may be associated with a holding company.

- 4.3 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.
- 4.4 To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- 4.5 To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- 4.6 To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- 4.7 To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- 4.8 To borrow money, and to give security in support of any such borrowings, in support of any obligations undertaken, or in support of any guarantee issued, by the company.
- 4.9 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.
- 4.10 To engage such consultants and advisers as are considered appropriate from time to time.
- 4.11 To effect insurance of all kinds (which may include officers' liability insurance).
- 4.12 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).
- 4.13 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.
- 4.14 To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the company's objects.
- 4.15 To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- 4.16 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- 4.17 To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- 4.18 To enter into any arrangement with any organisation, government or authority which may be advantageous for the company's purposes, and to enter into any arrangement for co-operation or mutual assistance with any charitable body.
- 4.19 To do anything which may be incidental or conducive to the furtherance of any of the company's objects

Provided that:

- (i) In case the company shall take or hold any property which may be subject to any trusts, the company shall only deal with or

invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the company shall take or hold any property the company shall not sell, mortgage, charge or lease the same without such authority, approved or consent as may be required by law.

5. Income and Property

5.1 The income and property of the company shall be applied solely towards promoting the company's objects.

5.2 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.

5.3 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, except that: -

1. The Board reserves the right to appoint a part-time Executive Chairperson to whom a reasonable remuneration is applied. The Board of Directors with the Executive Chairperson absent would have the authority to set the level of remuneration.

2. The Board reserves the right to engage the services of a Director, or of his company or partnership to provide services to the company provided the rates set are made by the Board of Directors excluding the Director concerned.

5.4 The Board of Directors will ensure that all remuneration of Directors is a minority event and is within the Charities and Trustees Investment (Scotland) Act 2005.

5.5 The Company shall, notwithstanding the provisions of the above clauses be entitled: -

1. To pay reasonable and proper remuneration to any Director or Member of the company in return for services actually rendered to the company.

2. To pay interest at a rate not exceeding the commercial rate of money lent to the company by any Director or Member of the company.

3. 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.

4. To purchase assets from, or sell assets to, any Director or Member if the company providing such purchase or sale is at the market value.

5. To make payments for services to an organisation of which a Member of the company or of its Board of Directors may be a Member holding not more than one hundredth part of capital or such organisation.

6. Liability

The liability of the members is limited.

7. Winding-up

Every member of the company undertakes to contribute £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/they ceases to be a member, for payment of the company's debts and liabilities contracted before he/she/they 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.

If on the winding-up of the company, any property remains after satisfaction of all the company's debts and liabilities, such property shall 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. The body or bodies to which property is transferred shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by OSCR or such court as may have jurisdiction at the time.

8. Accounting

Accounting records shall be kept in accordance with all applicable statutory requirements and shall contain entries from day to day of all sums of money received and expended by the company, a record of the item or purpose for which money was received or expended, 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.

9. Interpretation

Throughout this Memorandum of Association, 'property' means any property, heritable or moveable, wherever situated, and 'charitable purpose' shall have the meanings ascribed to them for the purposes of The Charities and Trustee Investment (Scotland) Act 2005 including any statutory amendment or re-enactment for the time being in force.

COMPANIES ACTS 1985 TO 2006

ARTICLES OF ASSOCIATION

VOLUNTARY SECTOR GATEWAY WEST LOTHIAN(the "company")

1. The Structure of the company consists of:

- 1.1 The MEMBERS - who have the right to attend the Annual General Meeting (and any other 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;
- 1.2 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.

2. Qualifications for membership

- 2.1 Membership shall be open to voluntary, public, and private sector organisations, volunteers from within West Lothian and all individuals who support the objects and aims of the company and adhere to any subsequent subscription fee (if any) set by the Board. The categories of membership are:

Full Membership	Open to voluntary and community organisations and individuals active in West Lothian, who agree to actively participate in the activities of the company.
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Associate Membership	Open to voluntary, community, public and private organisations, volunteers and individuals supporting the aims of the company.
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- 2.2 Employees of the company shall not be eligible for full membership.

3. Application for membership

- 3.1 Any person or organisation, wishing to become a member must complete, sign and lodge with the company a membership application form.
- 3.2 The Directors may, at their discretion, refuse to admit any person or organisation to membership.
- 3.3 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.
- 3.4 Organisations and individuals holding full membership of the company and Voluntary Action West Lothian(registered no SC174123) prior to the amalgamation of the two organisations will be automatically transferred to Full Membership on completion of an application form.
- 3.5 All other members of the company and Voluntary Action West Lothian (registered no SC174123) prior to the amalgamation of the two organisations will be automatically transferred to Associate Membership on completion of an application form.
- 3.6 Associate Members wishing to become full members should make their application to the Board of Directors. The Board of Directors will consider the application. Their decision is final.
- 3.7 Full Members wishing to change to associate membership may do so at annual renewal

4. Membership subscription

- 4.1 The Board of Directors will set membership subscriptions (if any) on an annual basis. These will be published on the company website.
- 4.2 Each Full Member is entitled to one vote. Associate Members have no voting rights.
- 4.3 The Board of Directors will publish, and vary as is required from time to time, on the company website, the rights and benefits of being Full and Associate Members.

5. Register of members

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 they ceased to be a member.

6. Withdrawal from membership

Any person or organisation wishing 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.

7. Expulsion from membership

Any member may be expelled from membership by special resolution, providing the following procedures have been observed:

- 7.1 At least 21 days' notice of the intention, specifying the grounds for the proposed expulsion, must be given to the member concerned;
- 7.2 The member concerned shall be entitled to be heard on the resolution at the general meeting at which it is proposed.

8. Termination/transfer

- 8.1 Individual membership shall cease on death.
- 8.2 An individual member may not transfer his/her membership to any other person.

9. General Meetings

- 9.1 The Directors shall convene an Annual General Meeting in each year. The first AGM after the amalgamation shall be held not later than 18 months after 31st August 2009.
- 9.2 Not more than 15 months shall elapse between one AGM and the next.
- 9.3 The business of each AGM shall include:
 1. A report by the Chairperson on the activities of the company;
 2. Consideration of the annual accounts of the company;
 3. The election/re-election of Directors at each AGM excluding the first after amalgamation.

- 9.4 The Directors may convene an Extraordinary General Meeting at any time; they must convene an EGM 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).

10. Notice of general meetings

- 10.1 Notice of every general meeting shall be given (either in writing or, where specified, 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. Any notice and/or documents, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting. Any notice and/or documents contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it was sent.
- 10.2 A notice shall specify whether the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
- 10.3 At least 21 clear days' notice must be given of an AGM or an EGM at which a special resolution (or a resolution requiring special notice under the Act) is to be proposed; all other EGM's shall be called by at least 14 clear days' notice.
- 10.4 A notice calling a meeting shall specify the time and place, indicate the general nature of the business to be dealt with and, if a special resolution is to be proposed, shall state the exact terms of the resolution.

11. Special resolutions and ordinary resolutions

- 11.1 A 'special resolution' means a resolution passed by 75% or more of the votes cast on it at an AGM or EGM. 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, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 11.2 In addition to the matters referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution:
1. To alter its name;
 2. To alter its Memorandum of Association with respect to the company's objects;
 3. To alter any provision of these articles or adopt new Articles of Association.
- 11.3 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 AGM or EGM.

12. Procedure at general meetings

- 12.1 No business shall be dealt with at any general meeting unless a quorum is present. The quorum for a general meeting shall be 5 (five) Full Members, present in person.
- 12.2 If a quorum is not present within 15 minutes after the meeting start time, or if, during a meeting, a quorum ceases to be present, the meeting shall be adjourned to a time and place fixed by the Chairperson of the meeting.
- 12.3 The Chairperson of the company shall (if present and willing to do so) preside as Chairperson of each general meeting; if he or she is not present and willing to act as Chairperson within 15 minutes after the meeting start time, the Directors present shall elect from among themselves the person who will act as Chairperson of that meeting.

- 12.4 The Chairperson of a general meeting may, with the consent of those present, adjourn the meeting to such time and place as he or she may determine.
- 12.5 Every Full Member shall have one vote, which must be given personally, whether on a show of hands or in a secret ballot.
- 12.6 If there are an equal number of votes for and against any resolution, the Chairperson of the meeting shall be entitled to a casting vote.
- 12.7 A secret ballot may be demanded by the Chairperson or by at least (5) five Full Members present either before the show of hands takes place, or immediately after the result is declared. 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 same meeting.

13. Directors: election, powers, personal interest

- 13.1 The maximum number of Directors shall be 9 (nine).
- 13.2 A person shall not be eligible for election/appointment as a Director unless he/she is a member of the company, and providing he/she is willing.
- 13.3 At each AGM, the Full Members may elect any member to be a Director.
- 13.4 The Directors may at any time appoint any member to be a Director.
- 13.5 After 24 months have elapsed from the date of the EGM which creates the amalgamated company (ie. August 2009) and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Board, or if their number is not a multiple of three the number nearest to one-third, shall retire from office.
- 13.6 The members of the Board to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Board shall be eligible for re-election.
- 13.7 The company may, at the meeting at which a member of the Board retires, fill the vacated office by re-electing the member, and in default the retiring member will, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill the vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
- 13.8 The company may from time to time in General Meeting increase or reduce the number of members of the Board, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 13.9 In addition and without prejudice to the provision of section 168 of the Act, the company may by Ordinary Resolution remove any member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his place; but any person so appointed shall retain his office so long as the member in whose place he is appointed would have held he same if he had not been removed.

13.10 A Director shall automatically vacate office if:

1. 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;
2. he/she becomes debarred under any statutory provision from being involved in the management or control of a charity;
3. 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;
4. he/she ceases to be a member of the company;
5. he/she becomes a full-time employee of the company;
6. he/she resigns office by notice to the company;
7. 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;
8. he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

13.11 The Directors shall maintain a register of Directors, setting out full details of each one, 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.

13.12 The Directors, who may exercise all the powers of the company, shall manage the company and its assets and undertaking, subject to the provisions of the Act, the Memorandum of Association and these Articles, and subject to any directions given by special resolution.

13.13 Provided he/she has declared his/her personal interest, and has not voted on the question of whether or not the company should enter into the relevant arrangement (see article 15), a Director will not be debarred from entering into an arrangement with any company in which he/she has a personal interest (or is deemed to have a personal interest) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

13.14 Directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings and the carrying-out of their duties.

14. Office bearers

14.1 The Directors shall elect from among themselves a Chairperson and such other office bearers (if any) as they consider appropriate.

14.2 All of the office bearers shall cease to hold office at the conclusion of each AGM, but shall then be eligible for re-election.

14.3 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.

15. Procedure at Directors' meetings

15.1 Any Director may call a meeting of the Directors or request the Secretary to do so.

- 15.2 No business shall be dealt with at any Directors' meeting unless a quorum is present. The quorum for a Directors' meeting shall be 2 (two) members, present in person.
- 15.3 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.
- 15.4 The Chairperson of the company shall (if present and willing to do so) preside as Chairperson of each Directors' meeting; if he or she is not present and willing to act as Chairperson within 15 minutes after the meeting start time, the Directors present shall elect from among themselves the person who will act as Chairperson of that meeting.
- 15.5 Every Director shall have one vote, which must be given personally, whether on a show of hands or in a secret ballot. 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.
- 15.6 The Directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Directors. Any such person who is invited to attend a Directors' meeting shall not be entitled to vote.
- 15.7 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; he/she will be debarred from voting on the matter in question and must withdraw while the matter is being dealt with.
- 15.8 A Director shall be deemed to have a personal interest in an arrangement 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, or any other party who/which is deemed to be connected with him/her for the purposes of section 317 of the Act, has a personal interest in that arrangement.
- 15.9 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.
- 15.10 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 15.7 to 15.9.

16. Conduct of directors

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

17. Notices

- 17.1 Any notice and/or documents which require to be given to a member under these Articles shall be given either in writing or by electronic means; such a notice/documents 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 him/her 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 electronic means.
- 17.2 Any notice and/or documents, 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/documents were given, it shall be sufficient to prove that the envelope containing the notice/documents were properly addressed and posted.
- 17.3 Any notice and/or documents sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice/documents sent by electronic means was indeed 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.

18. Delegation to sub-committees

The Directors may delegate any of their powers to any sub-committee consisting of one or more Directors and such other persons as the Directors may determine. They may also delegate to the Chairperson of the company (or the holder of any other post) such of their powers as they may consider appropriate. Any delegation of powers may be subject to conditions imposed by the Directors, and may be revoked or altered. The rules of procedure for any sub-committee shall be as prescribed by the Directors.

19. Operation of bank accounts

The signatures of two out of the three 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 of the two signatures must be that of a Director.

20. Secretary

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.

21. Minutes

The Directors shall ensure that minutes are made of all proceedings at all meetings. A minute shall include the names of those present, and (as far as possible) shall be signed by the Chairperson of the meeting.

22. Accounting records and annual accounts

- 22.1 The Directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

22.2 The Directors shall prepare annual accounts; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that it is carried out by a qualified auditor.

22.3 No member (unless he/she is a Director) shall have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute, or as authorised by the Directors, or as authorised by ordinary resolution of the company.

23. Winding-up

If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the Memorandum of Association.

24. Indemnity

24.1 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/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, 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.

24.2 The indemnity contained in article 24.1 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a Director may otherwise be entitled.

25. Interpretation

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

In these articles 'Electronic communication' has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.

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