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THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM OF ASSOCIATION

of

SCOTTISH MENTORING NETWORK

Burness 

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THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

***SCOTTISH MENTORING NETWORK
(as amended by written resolution dated 8 July 2005)
(as amended by written resolution dated 13 July 2006)**

- 1 *The name of the company is "Scottish Mentoring Network"
- 2 The company's registered office is to be situated in Scotland
- 3 **The company's objects are
- (1) To relieve poverty within Scotland ("the Operating Area")
 - (2) To advance education within the Operating Area
 - (3) To relieve unemployment within the Operating Area in such ways as may be thought fit, including assistance to find employment
 - (4) To help young people resident in the Operating Area to develop their physical, mental and spiritual capacity so that they may grow to full maturity as individuals and as members of society
 - †(5) To promote, establish, operate and/or support other schemes of a similar charitable nature for the benefit of the residents of the Operating Area

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

- (a) To provide and/or assist in the provision of, develop, and/or co ordinate, mentoring services available to the public at large within the Operating Area
- (b) To develop, maintain, monitor and/or evaluate the standard of mentoring services available to the public at large within the Operating Area

* The name of the company was changed by written resolution dated 18 May 2005, conform to Certificate of Incorporation of Change of Name

** (as amended by written resolution dated 8 July 2005)

† (as amended by written resolution dated 13 July 2006)

- (c) To liaise with voluntary and statutory organisations, mentors and potential mentors with a view to furthering the objects of the company
- *(d) To maintain, develop and update databases on mentoring service providers and consultancy/customised training providers within the Operating Area and the opportunities open to them
- (e) To advise in relation to, prepare, organise, and/or conduct, educational, training and counselling courses and programmes of all kinds
- (f) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, multimedia products and display materials
- (g) To carry on any other activity which may be advantageously carried on in connection with any of the objects of the company
- (h) 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, stocks, debentures and other interests 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
- (i) 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
- (j) To purchase, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company
- (k) 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
- (l) To sell, let, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company
- (m) 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
- (n) 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

* as altered by written resolution dated 18 January 2006

- (o) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments
- (p) To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/er, relatives and dependants of any such individual, to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person
- (q) To oppose or object to any application or proceedings which may prejudice the company's interests
- (r) 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 right, privilege or concession
- (s) To enter into any arrangement for co operation or mutual assistance with any charity, whether incorporated or unincorporated
- (t) To effect insurance against risks of all kinds
- (u) To invest funds not immediately required for the purposes of the company's activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- (v) 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
- (w) To subscribe and make contributions to or otherwise support charities, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects
- (x) 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

as altered by written resolution dated 22 November 2006

- (y) 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
- (z) 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
- (aa) To do anything which may be incidental or conducive to the attainment of the objects of the company

And it is declared that

- (i) in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated
 - [□](ii) in this clause, and throughout this memorandum of association, the word "charitable" shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re enactment for the time being in force
- 4 (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3 of the memorandum of association)
- (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
- 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/she/it is a member or within one year after he/she/it ceases to be a

[□] (as altered by written resolution dated 22 November 2006)

member, for payment of the company's debts and liabilities contracted before he/she/it 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 ^{*}□ 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 (subject to clause 7 3) be paid to or distributed among the members of the company but shall be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company
- 7 2 □ The charity or charities 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, 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 purpose or purposes
- 8 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company, such accounting records shall be open to inspection at all times by any director of the company

^{*} as altered by written resolution dated 18 January 2006

□ as altered by written resolution dated 22 November 2006

WE, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum

Name and address of subscriber

Burness (Nominees) Limited
50 Lothian Road
Festival Square
Edinburgh EH3 9WJ

(sgd) Alan Soppitt

Director

Witness to the above signature

(sgd) Gary Gray

GARY GRAY

CHARTERED SECRETARY

50 LOTHIAN ROAD


FESTIVAL SQUARE

EDINBURGH

EH3 9WJ

Date 1 April 2005

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ARTICLES OF ASSOCIATION
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Membership

- 1 The subscribers to the memorandum of association and such other individuals and bodies as are admitted to membership under articles 4 to 14 shall be the members of the company
- 2 Membership shall cease on death or, in the case of an incorporated body, on the dissolution, winding up, striking off or receivership of that body
- 3 A member may not transfer his/her/its membership to any other individual/body

Categories of membership

- 4 For the purposes of these articles

“**Local Mentoring Forum Member**” means a member admitted under paragraph 5 1 of article 5,

“**Thematic Mentoring Forum Member**” means a member admitted under paragraph 5 2 of article 5,

“General Member” means a member admitted under paragraph 5 3 of article 5,

“Associate Member” means a (non voting) member admitted under paragraphs 5 4 or 5 5 of article 5

Qualifications for membership

- 5 Subject to articles 1, 7, 8 and 13, membership shall be open to the following
 - 5 1 any local mentoring forum which supports the aims and activities of the company,
 - 5 2 any thematic mentoring forum which supports the aims and activities of the company,
 - 5 3 any regional or national organisation with an interest and/or involvement in mentoring which supports the aims and activities of the company,
 - 5 4 any individual with an interest and/or involved in mentoring who (a) has signed up to the Scottish Mentoring Network Code of Practice, (b) does not have access to a local or thematic mentoring forum within his/her local area, (c) is not eligible for membership under paragraphs 5 1 to 5 3 of article 5, and (d) supports the aims and activities of the company;
 - 5 5 any organisation with an interest and/or involved in mentoring, which (a) has signed up to the Scottish Mentoring Network Code of Practice, (b) does not have access to a local or thematic mentoring forum within its local area, (c) is not eligible for membership under paragraphs 5 1 to 5 3 of article 5, and (d) supports the aims and activities of the company
- 6 Any reference in article 5 to an unincorporated body shall be deemed to be a reference to an individual nominated for membership by such unincorporated body
- 7 No more than one individual nominated by each unincorporated body may constitute a member at any given time
- 8 No employee of the company may become a member of the company, a person admitted as a member shall automatically cease to be a member if he/she becomes an employee of the company

Application for membership

- 9 Any incorporated body eligible for membership under article 5 which wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed on its behalf by one of its authorised officers
- 10 Any individual who wishes to become a member on the basis of nomination by an unincorporated body in accordance with article 5 (as read with article 6) shall lodge with the company a written application for membership (in such form as the directors

require), signed by him/her and also signed by one of the authorised officers of the body nominating him/her for membership

- 11 Any individual eligible for membership under paragraph 5 4 of article 5 who wishes to become an Associate Member shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her
- 12 Each application for membership under article 9, 10 or 11 shall be considered by the directors at the first meeting of the directors which is held after receipt by the company of the written application required under the respective articles
- 13 The directors shall be entitled at their discretion to refuse to admit any applicant to membership
- 14 The directors shall, as soon as reasonably practicable after the meeting at which an application is considered under article 12, notify the applicant in writing of the directors' decision as to whether or not to admit him/her/it to membership

Membership subscription

- 15 Subject to article 16, members shall require to pay an annual membership subscription, unless and until otherwise determined by resolution of the directors, the amount of the annual membership subscription shall be as follows
 - 15 1 Local Mentoring Forum Members £100,
 - 15 2 Thematic Mentoring Forum Members £100,
 - 15 3 General Members (non profit distributing bodies or individuals appointed by unincorporated non profit distributing bodies), £100,
 - 15 4 General Members (others) £200,
 - 15 5 Associate Members £50
- 16 The directors shall be entitled to waive the annual membership subscription due by any particular member in a particular year on grounds of hardship
- 17 The annual membership subscriptions shall be payable on or before the accounting reference date of the company in each year
- 18 The members may vary the amount of the annual membership subscription applicable to any category of membership and/or the date on which it falls due in each year, by way of an ordinary resolution to that effect passed at an annual general meeting
- 19 If the membership subscription payable by any member remains outstanding more than three months after the date on which it fell due (and providing he/she/it has been given at least one written reminder) the directors may, by resolution to that effect, expel him/her/it from membership

- 20 Subject to article 21, a person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription
- 21 Where an Associate Member ceases to be a member following his/her/it (or the unincorporated body which nominated him/her as a member of the company) joining a local or thematic forum, he/she/it shall be entitled to a *pro rata* refund of that part of his/her/its membership subscription which relates to the period commencing on his/her/it ceasing to be a member to the next occurring accounting reference date of the company

Expulsion from membership

- 22 Subject to articles 23 to 27, the directors may, by means of a resolution of the directors passed by 75% or more of the votes cast on the resolution at a meeting of the directors, expel any individual or body from membership
- 23 Any director who wishes to propose at any meeting of the directors a resolution for the expulsion of any individual or body from membership shall lodge with the directors written notice of his/her intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than three weeks before the date of the board meeting
- 24 The directors 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 directors with regard to the notice
- 25 If representations are made to the directors in pursuance of the preceding article, the directors shall (unless such representations are received by the directors too late for them to do so) send a copy of the representations to every director, prior to the board meeting at which the resolution is to be proposed
- 26 Whether or not a copy of written representations has been given to each of the directors, the member concerned, or (in the case of a corporate body) an authorised representative of that body, shall be entitled to be heard on the resolution at the board meeting
- 27 Failure to comply with any of the provisions of articles 23 to 26 shall render any resolution for the expulsion of an individual/body from membership invalid
- 28 An individual/body expelled from membership under articles 22 to 27 shall cease to be a member with effect from the time at which the relevant resolution is passed

Appeals and appeals committee

- 29 An individual/body expelled from membership under articles 22 to 28 shall be entitled, by giving notice to the directors within 21 days after the date of the decision to expel the individual/body from membership, to appeal his/her/its expulsion to the appeals committee (constituted under article 30) on any of the following grounds
- (a) that the directors did not comply with all of the provisions of articles 23 to 26 in relation to the expulsion,

- (b) the individual/body expelled from membership was unable to make representations on the resolution at the meeting in terms of article 26,
 - (c) that the specified grounds for the expulsion under article 23 contained material inaccuracies and/or did not merit expulsion from membership
- 30 The appeals committee shall be comprised of three members of the company chosen by some random method by the Chair from all of those who have previously indicated a willingness to be a member of the appeals committee, excluding any person who
- (a) proposed the resolution for the expulsion, or openly supported the resolution, or
 - (b) is a director of the company at the time, or was a director of the company at the time when the resolution for the expulsion was proposed
- 31 The proceedings of the appeals committee shall be governed by such standing orders as the directors may from time to time stipulate
- 32 The decision of the appeals committee on any appeal under article 29 will be binding on all parties and will be final

Withdrawal / cessation of membership

- 33 Any individual or body who/which wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed by him/her or, in the case of an incorporated body, signed on its behalf by one of its authorised officers, on receipt of the notice by the company he/she/it shall cease to be a member
- 34 Any unincorporated body which wishes to withdraw its nomination for membership shall lodge a notice in writing with the company to that effect (in such form as the directors require), signed on its behalf by one of its authorised officers, on receipt of the notice by the company, the individual admitted to membership on the basis of nomination by that body shall cease to be a member
- 35 Where an Associate Member (or the unincorporated body which nominated him/her as a member of the company) (a) joins a local or thematic forum, or (b) becomes eligible to join a local or thematic forum in his/her/its local area (as determined by the directors), he/she/it shall automatically cease to be a member

General meetings

- 36 All general meetings other than annual general meetings are to be called extraordinary general meetings
- 37 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A(2) of the Act)

- 38 Subject to the preceding article and to the requirements under section 366 of the Act (which lay down the maximum period which can pass before the first annual general meeting and the maximum period between one annual general meeting and the next), the directors may convene general meetings whenever they think fit
- 39 The business of each annual general meeting shall include the following (unless the directors otherwise resolve, in exceptional circumstances)
- 39.1 a report by the chair on the activities of the company,
 - 39.2 consideration of the annual accounts of the company,
 - 39.3 the election/re election of directors, as referred to in articles 72 to 86

Notice of general meetings

- 40 At least twenty one clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 45) or a resolution requiring special notice under the Act is to be proposed; all other extraordinary general meetings shall be called by at least fourteen clear days' notice
- 41 The reference to "**clear days**" in article 40 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
- 42 A notice calling a meeting shall specify the time and place of the meeting, it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (see article 45) (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
- 43 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting
- 44 Notice of every general meeting shall be given (either in writing or, where the individual or body to whom notice is given has notified the company of an address to be used for the purpose of electronic communication, by way of electronic communications) to all the members and directors, and (if there are auditors in office at the time) to the auditors

Special resolutions and ordinary resolutions

- 45 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 40 to 44, for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting

- 46 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution
- 46 1 to alter its name,
 - 46 2 (subject to the provisions of the Act) to alter its memorandum of association with respect to the company's objects,
 - 46 3 to alter any provision of these articles or adopt new articles of association
- 47 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 cast against, and (as applicable) the chairperson's casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 40 to 44

Proceedings at general meetings

- 48 No business shall be transacted at any general meeting unless a quorum is present, one quarter (rounded downwards if necessary) of the total number of members, present in person (in the case of an incorporated body, represented by its authorised representative) or represented by proxy shall be a quorum
- 49 If the quorum required under article 48 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting
- 50 The Chair shall (if present and willing to act) preside as chairperson of the meeting, if the Chair is not present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the Vice Chair shall (if present and willing to act) preside as chairperson of the meeting
- 51 If neither the Chair nor the Vice Chair is present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting or, if there is only one director present and willing to act, he/she shall be chairperson of the meeting
- 52 A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting
- 53 The chairperson of the meeting may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but not for a period in excess of thirty days, no notice need be given of an adjourned meeting
- 54 A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson of the meeting or by at least

two persons present at the meeting and entitled to vote (whether as members or the representatives of members which are incorporated bodies or as proxies for members)

- 55 If a secret ballot is demanded in accordance with the preceding article, it shall be taken at once and shall be conducted in such manner as the chairperson of the meeting may direct, the result of the ballot shall be declared at the meeting at which the ballot was demanded
- 56 A resolution in writing signed by or on behalf of all the members of the company who/which, at the date of the resolution, would have been entitled to attend and vote at a general meeting at which the resolution was proposed shall be as effectual as if it had been passed at a general meeting duly convened and held, the signatures need not be on a single document, provided each signature is on a document which accurately states the terms of the resolution

Votes of members

- 57 Subject to articles 58 to 61, every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given personally or (in the case of a member which is an incorporated body) given via its duly authorised representative present at the meeting, or by proxy
- 58 In relation to each resolution which is proposed at a general meeting, the Local Mentoring Forum Members shall (irrespective of the number of members within that category who are present or represented at the meeting) have one third of the total number of votes which may be cast by all the other members present or represented at the meeting, the proportion of those one third of the votes which are to be cast for and against each resolution shall be determined by a separate vote conducted among the Local Mentoring Forum Members who are present or represented by proxy at the meeting (and on the basis that within that separate voting process, every member shall have one vote, which may be given either personally or by proxy)
- 59 In relation to each resolution which is proposed at a general meeting, the Thematic Mentoring Forum Members shall (irrespective of the number of members within that category who are present or represented at the meeting) have one third of the total number of votes which may be cast by all the other members present or represented at the meeting, the proportion of those one third of the votes which are to be cast for and against each resolution shall be determined by a separate vote conducted among the Thematic Mentoring Forum Members who are present or represented by proxy at the meeting (and on the basis that within that separate voting process, every member shall have one vote, which may be given either personally or by proxy)
- 60 In relation to each resolution which is proposed at a general meeting, the General Members shall (irrespective of the number of members within that category who are present or represented at the meeting) have one third of the total number of votes which may be cast by all the other members present or represented at the meeting, the proportion of those one third of the votes which are to be cast for and against each resolution shall be determined by a separate vote conducted among the General Members who are present or represented by proxy at the meeting (and on the basis that within that separate voting process, every member shall have one vote, which may be given either personally or by proxy)

- 61 An Associate Member shall be entitled to attend and speak at a general meeting, but shall not be entitled to vote
- 62 A member which is an incorporated body may authorise an individual to act as its representative at any general meeting of the company, the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that incorporated body could exercise if it were an individual member
- 63 A vote given, or ballot demanded, by the duly authorised representative of a member which is an incorporated body shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot unless notice of such termination was received by the company at the company's registered office (or, where contained in an electronic communication, was received by the company at the address notified by the company to the members for the purpose of electronic communication) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded
- 64 A member who wishes to appoint a proxy to vote on his/her/its behalf at any meeting must either
- 64 1 lodge with the company, prior to the time when the meeting commences, a written proxy form, signed by him/her or, in the case of an incorporated body, signed on its behalf by one of its authorised officers, or
- 64 2 send to the company, at the address notified to the members by the company for that purpose, an electronic communication containing an instrument of proxy, and on the basis that to be valid such electronic communication must be received by the company at that address not less than 24 hours before the time when the meeting commences
- 65 A proxy need not be a member of the company
- 66 A member shall not be entitled to appoint more than one proxy to attend the same meeting
- 67 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who/which appointed him/her to speak at the meeting
- 68 In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall be entitled to a casting vote

Categories of director

- 69 For the purposes of these articles

“Local Mentoring Forum Member Director” means a director appointed or re appointed under articles 72 to 76,

“Thematic Mentoring Forum Member Director” means a director appointed or re appointed under articles 77 to 81,

“General Member Director” means a director appointed or re appointed under articles 82 to 86,

“Co opted Director” means a director appointed or reappointed under articles 87 to 89

Number of directors

- 70 The maximum number of directors (excluding for this purpose alternate directors) shall be 12, of whom (subject to article 71) no more than 3 may be Local Mentoring Forum Member Directors, no more than 3 may be Thematic Mentoring Forum Member Directors, no more than 3 may be General Member Directors and no more than 3 may be Co opted Directors
- 71 If, following completion of the elections required under articles 72 to 86 at any annual general meeting, there remains a vacancy or vacancies in any category of directors (excluding Co opted Directors), the chairperson of the annual general meeting may determine that any such vacancy be filled by a director appointed by another category of members, or that the vacancy be left unfilled

Election, retiral, re election: Local Mentoring Forum Member Directors

- 72 At each annual general meeting of the company, the Local Mentoring Forum Members may (subject to article 70) elect as a director (a **“Local Mentoring Forum Member Director”**) any individual (other than an employee of the company) who is a Local Mentoring Forum Member, providing he/she is willing so to act
- 73 The directors may at any time appoint any Local Mentoring Forum Member (providing he/she is willing to act) to be a director (a **“Local Mentoring Forum Member Director”**), either to fill a vacancy or (subject to article 70) as an additional director
- 74 A Local Mentoring Forum Member which is a corporate body may (subject to article 75) nominate any individual (other than an employee of the company) for election/appointment as a Local Mentoring Forum Member Director, he/she will then be deemed to me a Local Mentoring Forum Member of the company for the purposes of articles 72 and 73
- 75 No more than one individual nominated under article 74 by each corporate member may serve as a director at any given time
- 76 At each annual general meeting, each of the Local Mentoring Forum Member Directors shall retire from office, but shall then be eligible for re election under article 72

Election, retiral, re election: Thematic Mentoring Forum Member Directors

- 77 At each annual general meeting of the company, the Thematic Mentoring Forum Members may (subject to article 70) elect as a director (a **“Thematic Mentoring**

Forum Member Director”) any individual (other than an employee of the company) who is a Thematic Mentoring Forum Member, providing he/she is willing so to act

- 78 The directors may at any time appoint any Thematic Mentoring Forum Member (providing he/she is willing to act) to be a director (a “**Thematic Mentoring Forum Member Director**”), either to fill a vacancy or (subject to article 70) as an additional director
- 79 A Thematic Mentoring Forum Member which is a corporate body may (subject to article 80) nominate any individual (other than an employee of the company) for election/appointment as a Thematic Mentoring Forum Member Director, he/she will then be deemed to be a Thematic Mentoring Forum Member of the company for the purposes of articles 77 and 78
- 80 No more than one individual nominated under article 79 by each corporate member may serve as a director at any given time
- 81 At each annual general meeting, each of the Thematic Mentoring Forum Member Directors shall retire from office, but shall then be eligible for re election under article 77

Election, retiral, re election: General Member Directors

- 82 At each annual general meeting of the company, the General Members may (subject to article 70) elect as a director (a “**General Member Director**”) any individual (other than an employee of the company) who is a General Member, providing he/she is willing so to act
- 83 The directors may at any time appoint any General Member (providing he/she is willing to act) to be a director (a “**General Member Director**”), either to fill a vacancy or (subject to article 70) as an additional director
- 84 A General Mentoring Forum Member which is a corporate body may (subject to article 85) nominate any individual (other than an employee of the company) for election/appointment as a General Mentoring Forum Member Director; he/she will then be deemed to be a General Mentoring Forum Member of the company for the purposes of articles 82 and 83
- 85 No more than one individual nominated under article 84 by each corporate member may serve as a director at any given time.
- 86 At each annual general meeting, each of the General Member Directors shall retire from office, but shall then be eligible for re election under article 82

Co opted directors

- 87 Subject to article 70, the directors may at any time appoint any individual (other than an employee of the company) to be a director (a “**Co opted Director**”) providing he/she is willing so to act on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors

- 88 At the conclusion of each annual general meeting, all of the Co opted Directors shall vacate office
- 89 Immediately following each annual general meeting, the directors may (subject to article 70) re appoint any person who, as a Co opted Director, vacated office under the preceding article at the conclusion of the annual general meeting, the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy

Disqualification and removal of directors

- 90 A director shall vacate office if
- 90 1 he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director,
 - 90 2 he/she is sequestered,
 - 90 3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity has continued, or is expected to continue, for a period of more than six months,
 - 90 4 he/she becomes an employee of the company,
 - 90 5 in the case of a director who is a member of the company, he/she ceases to be a member of the company or (if he/she was nominated by a corporate body) the corporate body which nominated him/her ceases to be a member of the company,
 - 90 6 he/she resigns office by notice to the company,
 - 90 7 he/she is absent (without permission of the directors) from meetings of directors for a consecutive period of six months or more and the directors resolve to remove him/her from office, or
 - 90 8 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act

Appointments to offices

- 91 Directors shall be appointed to hold the offices of Chair, Vice Chair and Treasurer, and any other offices which the directors may consider appropriate
- 92 The appointments under article 91 shall be made at meetings of directors
- 93 Each office shall be held (subject to article 96) until the conclusion of the annual general meeting which next follows appointment, a director whose period of office expires under this article may (subject to article 94) be re appointed to that office under article 91 (providing he/she is willing to act)

- 94 A director who has held any office under article 91 for a period of four years shall not be eligible (unless the directors otherwise resolve, in exceptional circumstances) for re appointment to that office until a further period of one year has elapsed
- 95 For the purposes of article 94
- 95 1 the period between the date of appointment of any director to an office under article 91 and the annual general meeting which follows shall be deemed to be a period of one year, unless it is of less than six months' duration (in which case it shall be disregarded),
- 95 2 the period between one annual general meeting and the next shall be deemed to be a period of one year,
- 95 3 if a director ceases to hold a particular office under article 91 but is re appointed to that office within a period of six months, he/she shall be deemed to have held that office without interruption
- 96 The appointment of any director to an office under article 91 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company
- 97 If the appointment of a director to any office under article 91 terminates, the directors shall appoint another director to hold the office in his/her place

Directors' interests

- 98 Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial), a director (notwithstanding his/her office)
- 98 1 may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company,
- 98 2 may be a party to, or have some other personal interest in, any transaction or arrangement in which the company or any associated company has an interest,
- 98 3 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company, and
- 98 4 shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company,
- and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit
- 99 For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers, the references to "**associated company**" shall

be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest

Directors' remuneration and expenses

- 100 No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 91
- 101 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 carrying out of their duties

Powers of directors

- 102 Subject to the provisions of the Act, the memorandum of association and these articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company
- 103 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
- 104 The powers conferred by article 102 shall not be limited by any special power conferred on the directors by these articles
- 105 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors

Proceedings of directors

- 106 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit
- 107 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors
- 108 Questions arising at a meeting of directors shall be decided by a majority of votes, in the case of an equality of votes, the chairperson of a meeting of directors shall have a second or casting vote
- 109 A director who is also an alternate director shall be entitled, in the absence of the director who appointed him/her, to a separate vote on behalf of his/her appointor in addition to his/her own vote
- 110 The quorum for the transaction of the business of the directors shall (subject to article 111) be four

- 111 During any period when the number of directors in office is eight or less (excluding for this purpose alternate directors), the quorum for the transaction of the business of the directors shall be three
- 112 A person (other than a director) acting as an alternate director, shall, if the director who appointed him/her is not present, be counted in the quorum
- 113 The continuing directors or a sole continuing director may act notwithstanding vacancies, but if the number of remaining directors is less than the number fixed as the quorum they may act only for the purpose of filling vacancies or of calling a general meeting
- 114 Unless he/she is unwilling to do so, the Chair shall preside as chairperson at every meeting of directors at which he/she is present, if the Chair is unwilling to act as chairperson of a meeting of directors or is not present within fifteen minutes after the time appointed for the meeting, the Vice Chair shall preside as chairperson
- 115 If neither the Chair nor the Vice Chair is willing to act as chairperson of a meeting of directors or if neither is present within fifteen minutes after the time appointed for the meeting, the directors may appoint one of their number to be chairperson of the meeting
- 116 The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors in the capacity of adviser
- 117 A person invited to attend a meeting of the directors under the preceding article shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the Act or any provision of these articles
- 118 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
- 119 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
- 120 A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company, if a director is debarred by the preceding provisions of this article from voting in relation to any matter, he/she shall absent himself/herself from the meeting while the voting is being conducted in relation to that matter

- 121 For the purposes of the preceding article
- 121 1 an interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), shall be treated as a personal interest of the director,
- 121 2 a director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has a personal interest in that matter
- 122 A personal interest held by a director who has appointed an alternate director shall be treated as a personal interest of the alternate director
- 123 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
- 124 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 120 to 123
- 125 If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting, his/her ruling in relation to any director other than himself/herself shall be final and conclusive

Alternate Directors

- 126 A director (excluding a Co opted Director) may appoint any other person willing to act to be an alternate director; any such alternate director may be removed by him/her at any time
- 127 The appointment or removal of an alternate director shall be valid only if effected by a written notice signed by the director who is making or revoking the appointment
- 128 The notice appointing an alternate director may state that the powers of the alternate director shall be limited to attending, speaking and voting at a directors' meeting at which the director who appointed him/her will not be present, in the absence of a statement of that kind, the appointment shall be deemed to extend to performing all the functions of his/her appointor as a director in his/her absence
- 129 An alternate director shall (subject to article 130) cease to be an alternate director if his/her appointor ceases to be a director
- 130 If a director retires or vacates office but is re appointed at or immediately following the meeting at which he/she retires or vacates office, any appointment of an alternate director made by him/her which was in force immediately prior to retiral or vacating of office shall continue after his/her re appointment
- 131 References in these articles to directors shall, unless the context otherwise requires, be interpreted as including alternate directors

Delegation to committees of directors and holders of offices

- 132 The directors may delegate any of their powers to any committee consisting of two or more directors, they may also delegate to the Chair or a director holding any other office such of their powers as they consider appropriate
- 133 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
- 134 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

Standing orders

- 135 The directors may prescribe such standing orders as they may think from time to time regulating the proceedings at general meetings and/or meetings of the directors and/or any other matters of a similar nature, providing that the content of such standing orders is consistent with the provisions of the articles of association of the company in force from time to time

Secretary

- 136 Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

Minutes

- 137 The directors shall ensure that minutes are made (and recorded in a manner which complies with the Act) of all proceedings at general meetings, meetings of the directors and meetings of committees of directors, all such minutes being approved at the next relevant meeting, a minute of a meeting of directors or of a committee of directors shall include the names of the directors present and the minutes of each meeting shall be signed by the chairperson of that meeting

Accounts

- 138 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

Notices

- 139 Any notice to be given in pursuance of these articles shall be given either in writing or by way of an electronic communication

- 140 The company may give any notice to a member either personally or by sending it by post in a pre paid envelope addressed to the member at his/her/its registered address or by leaving it at that address, in the case of a member who has notified the company of an address to be used for the purpose of electronic communications, the company may give any notice to that member by way of an electronic communication
- 141 A member may give any notice to the company either by sending it by post in a pre paid envelope addressed to the company at its registered office or by leaving it, addressed to the company secretary, at the company's registered office or (where the company has notified the member of an address to be used for the purpose of electronic communications) by way of an electronic communication
- 142 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
- 143 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
- 144 A member present or represented at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called

Winding up

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

Indemnity

- 146 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 309A, 309B and 310 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the company
- 147 For the avoidance of doubt, the company shall be entitled to purchase and maintain for any director insurance against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 309A(1) of the Act (negligence etc of a director)

Interpretation

148 In these articles

“the Act” means the Companies Act 1985, 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

149 References in these articles to the singular shall be deemed to include the plural