



Promoting Positive Mental Health

The Companies Act 1985 as amended by the Companies Act 1989
A Company Limited By Guarantee And Not Having A Share Capital

Articles of Association

of

Pillar Kincardine

(November 1998)¹

Interpretation

1. In these regulations:

"the Act" means the Companies Act 1985 as amended by the Companies Act 1989 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of the company.

"chairman" means the person elected (regardless of gender) to the executive office of chairman of the board of directors

"chairperson" means the person holding the chair for the time being at any meeting of the directors, a committee of the directors, a general meeting or a general committee (as defined in the articles)

"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 in which it is to take effect.

"executed" includes any mode of execution.

"office" means the registered office 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.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act 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 or organisations as are admitted to membership in accordance with the articles shall be members of the company. Subject to the provisions of articles 3, 4, 5 and 6, membership of the company shall be open to any organisation, body or individual which supports the primary objects of the company.

Categories of Member

3 Membership of the company shall be open to:

- (a) service users
- (b) non service users, whether individuals or organisations

Qualification for Membership

4.1 Service using members must:

- (a) be adults over 16 years old, normally resident within Aberdeenshire South
- (b) have required assistance and guidance for mental health problems from appropriate agencies
- (c) be likely to benefit in terms of their mental health from social contact of the type that Pillar provides
- (d) come to Pillar of their own free will
- (e) fulfil such other criteria as the board of directors may review and agree annually

4.2 Non service using members must:

- (a) support the primary objects of the company
- (b) be able to further the work of the company
- (c) fulfil such other criteria as the board of directors may review and agree annually

Restrictions on Membership

5. No employee of the company may become a member.

6. The directors shall be entitled at their discretion to refuse to admit any person or organisation to membership notwithstanding that s/he/it fulfils one or more of the qualifications under article 4 and is not debarred from membership by article 5; in the case of an applicant nominated by a qualifying body under article 3(b), the directors shall be bound to refuse to admit the applicant to membership if another individual nominated by that body is already entered as a current member in the register of members.

Application for Membership

7. Any person who or organisation which wishes to become a member shall lodge with the company at its office a written application for membership (in such form as the directors require), signed by the applicant and, in the case of a qualifying body, signed by the appropriate official. An applicant shall indicate for which type of membership under clause 3 s/he wishes to be considered.

8. A person or organisation applying for admission as a member shall lodge such evidence in support of the application as the directors require.

9. Each application for membership 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 (and, if appropriate, supporting evidence) required under the preceding two articles.

10. The directors shall notify each applicant in writing of their decision as to whether or not to admit her/him to membership within seven days after the meeting at which the application is considered.

Subscription

11. The amount of the subscription (if any) payable by members shall be fixed by the directors who shall have power to waive such subscription for good cause shown. The subscription (if any) payable by members shall be payable in respect of each financial year of the company.

Cessation of and Withdrawal from Membership

12.1 A member of the company shall cease to be a member of the company on death or if s/he resigns membership by notice in writing sent to or left with the secretary at the office, or if s/he becomes an employee of the company.

12.2 Any person who or organisation which wishes to withdraw from membership shall lodge with the company at its office a written and signed notice of retiral (in such form as the directors require); on receipt of such notice by the company membership will cease.

13 No right or privilege of any member shall be in any way transferable or transmissible, but all such rights and privileges shall cease upon the member ceasing to be such, whether by death, retirement or otherwise.

Expulsion from Membership

14. Subject to articles 15 to 19, the company may, by special resolution, expel any person from membership.

15. 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 her/his 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.

16. 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.

17. 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.

18. 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.

19. Failure to comply with any of the provisions of articles 15 to 18 shall render any resolution for the expulsion of a person from membership invalid.

20. A person expelled from membership under articles 14 to 19 shall cease to be a member with effect from the time at which the relevant resolution is passed.

General Meetings

21. Subject to articles 22 and 23 and to the requirements under section 366 of the Act as to the holding of annual general meetings, the directors may convene general meetings whenever they think fit.

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 at least six members or on requisition by a resigning auditor

(under section 392A(2) of the Act); or, in default, by the requisitionists under section 368 of the Act.

Notice of General Meetings

24. 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.

25. 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 or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.

26. A notice convening an annual general meeting shall specify the meeting as an annual general meeting.

27. Notice of every general meeting shall be given to all the members and directors and to the auditors; 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 Meetings

28. All business shall be deemed special that is transacted at (a) an extraordinary general meeting and (b) an annual general meeting with the exception of the consideration of the accounts, balance sheets, the ordinary report of the directors and the report of the auditors, the appointment and reappointment of directors and the appointment and remuneration of the auditors.

29. No business shall be transacted at any meeting unless a quorum is present; five persons entitled to vote upon the business to be transacted, each being a member or proxy for a member, shall be a quorum.

30. An employee of the company shall, notwithstanding that s/he is not a member, be entitled to attend in an advisory capacity and to speak but not vote at any general meeting; such attendance shall not however be counted for the purpose of achieving a quorum.

31. If the quorum required under article 29 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.

32. The chairman (or in her/his absence, the vice chairman) shall (if present and willing) preside as chairperson at all general meetings of the company; if neither the chairman nor the vice chairman is present and willing to act as chairperson 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 or, if

there is only one director present and willing to act, s/he shall be chairperson.

33. If no director willing to act as chairperson is present within half an hour after the time appointed for holding the meeting, the members present shall elect one of their number to be chairperson.

34. The chairperson 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 (a) by the chairperson or (b) by at least two members (whether as members or as proxies for members) having the right to vote at the meeting.

38. Unless a poll is demanded in accordance with the preceding article, (a) a declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, and (b) 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 chairperson; 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 37, 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 chairperson may direct; the results 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 to vote on her/his behalf at any meeting or adjourned meeting shall provide via her/his elected proxy a written instrument of proxy (in such form as the directors require), signed by the said member, at or before the meeting or (as the case may be) adjourned meeting.

44.1 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

44.2 No member other than the chairperson shall be entitled to stand proxy for more than two members 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 her/him 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 chairperson of the meeting shall be entitled to a casting vote in addition to any other vote s/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 chairperson of the meeting whose decision shall be final and conclusive.

Appointment of Directors

49. Subject to the provisions of the Act, the memorandum of association and the articles, and to any directions given by special resolution, the members of the company shall appoint directors to manage the business of the company and exercise all of its powers.

50. The maximum number of directors (all of whom shall be members of the company) shall (unless otherwise determined by special resolution) be 15 and (unless otherwise determined by special resolution) the minimum number of directors shall be 6; within these limits there shall be a balance of representation between service using members and non- service using members such that not less than one third (to the nearest whole number) and not more than two thirds (to the nearest whole number) of the directors in office at any one time shall be service using members or their representatives.

51. Any member who wishes to be considered for appointment as a director at an annual general meeting shall lodge with the company a written notice of their willingness to be appointed (in such form as the directors require), signed by the member, at any time up to commencement of the annual general meeting.

52. At an annual general meeting the company may by ordinary resolution appoint as a director any member in respect of whom a written notice of willingness to accept such an appointment has been received in compliance with the preceding article.

53. The directors may at any time appoint any member (providing s/he is willing to act), to be a director either to fill a vacancy or as an additional director.

Retiral and Re-appointment of Directors

54. At each annual general meeting:

(a) all directors who have been appointed by the directors since the date of the last annual general meeting shall retire from office; and

(b) out of the remaining directors, one third (to the nearest whole number) shall retire from office.

55. The directors to retire under paragraph (b) of article 54 shall be those who have been longest in office since they were last appointed or re-appointed; the question of who is to retire as between directors appointed or re-appointed on the same date shall be determined by lot.

56. The company may at any annual general meeting by ordinary resolution re-appoint any director who retires from office at the meeting under article 54 (providing s/he is willing to act); if any such director is not re-appointed, s/he shall retain office until the meeting appoints someone in her or his place or, if it does not do so, until the end of the meeting.

Disqualification and Removal of Directors

57. A director shall vacate office if:

(a) s/he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director

(b) s/he becomes bankrupt or apparently insolvent

(c) s/he becomes incapable for medical reasons of fulfilling the duties of her/his office and such incapacity is expected to continue for a period of more than six months

(d) s/he becomes an employee of the company

(e) s/he ceases to be a member of the company

(f) s/he resigns office by notice to the company or

(g) s/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 her/him from office.

(h) s/he acts in direct contravention of the decisions of the board of directors, or in a way which in the opinion of the board of directors is likely to bring the company into disrepute; and the directors resolve to remove her/him from office.

Appointments to Executive Office

58. Directors shall be appointed to hold the offices of chairman, vice chairman, treasurer and such other executive offices as the directors may consider appropriate; each such office shall be held, subject to article 61, until the conclusion of the annual general meeting which next follows appointment.

59. The appointments to executive office under the preceding article shall, subject to article 62, be made at a meeting of directors held immediately after each annual general meeting.

60. A director whose period of executive office expires under article 58 may be re-appointed to such office, providing s/he is willing to act.

61. The appointment of any director to executive office shall terminate if s/he ceases to be a director or if s/he resigns from such executive office by notice to the company.

62. If the appointment of any director to executive office terminates under the preceding article, 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 her/his place; a director so appointed shall, subject to article 61, hold such executive office until the conclusion of the first annual general meeting which follows such appointment.

Directors' Interests

63. Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that s/he has disclosed to the directors the nature and extent of any material interest of hers/his, a director notwithstanding her/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 her/his office, be accountable to the company for any benefit which s/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.

64. 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 a 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 her/him to have knowledge shall not be treated as an interest of hers/his.

Directors' Remuneration and Expenses

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

66. The directors may be paid all reasonable 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 meetings of general committees (as defined in article 92) or otherwise in connection with the discharge of their duties.

Powers of Directors

67. Subject to the provisions of the Act, 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.

68. 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.

69. The powers conferred by article 68 shall not be limited by any special power conferred on the directors by the articles

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

71. 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 her/his powers.

Proceedings of Directors ¹

72. Subject to the provisions of the articles, the directors may regulate their

proceedings as they think fit.

73. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.

74. No notice of a meeting of directors need be given to a director who is absent from her/his normal or forwarding home or business address.

75. 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 shall have a second or casting vote.

76. The quorum for the transaction of the business of the directors shall be fixed at three.

77. The continuing directors or a sole continuing director may act notwithstanding vacancies in the board of directors but if the number of remaining directors is less than the number fixed as the quorum for the transaction of the business of the directors they or s/he may act only for the purpose of filling vacancies or of calling a general meeting.

78. Unless s/he is unwilling to do so, the chairman shall preside as chairperson at every meeting of directors at which s/he is present.

79. If the chairman is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the vice chairman shall act as chairperson; if the vice chairman is not willing to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.

80. All acts done by a meeting of directors or by a meeting of a committee of directors 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.

81. 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.

82. 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 s/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 the 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 the director of a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by the director

for the benefit of, the company or any of its subsidiaries

(b) the resolution relates to the giving to 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.

83. For the purposes of the preceding article, an interest of a person who is, for any purpose of the Act (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.

84. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which s/he is not entitled to vote.

85. 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.

86. 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 s/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 her/his own appointment.

87. 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; the chairperson's ruling in relation to any director other than her/himself shall be final and conclusive.

88. 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 of Directors and Holders of Executive Office

89. The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the chairman or any directors holding any other executive office such of their powers as they consider desirable to be exercised by her/him.

90. 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.

91. 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.

Delegation to General Committees

92. For the purpose of the articles, "general committee" means a committee appointed by the directors whose constitution complies with article 94.

93. The directors may, subject to articles 96, 97 and 98, delegate to any general committee all such powers as the directors may think fit; any such delegation shall be made collaterally with, and not to the exclusion of, the directors' powers and may be revoked or altered.

94. The members of a general committee shall include at least one director and a majority of the other members of the committee shall be members of the company; the remaining members of the committee need not be members of the company.

95. The director included among the members of a general committee (or if more than one director is included among the members of the committee, the director appointed to such office at a meeting of directors) shall have the option of holding office as chairperson of the committee.

96. Each general committee shall regulate its proceedings in accordance with the directions issued by the directors and shall give effect to any instruction or decision on matters of principle issued or made by the directors.

97. Unless otherwise determined by special resolution, the following matters shall be excluded from delegation to any general committee:

(a) any introduction of a new policy or any change in policy which would have a significant impact on the company or which would fall within the responsibility of another committee or conflict with the declared policy of another committee

(b) any matter involving expenditure not in accordance with the financial regulations of the company

(c) any capital building project

(d) the appointment or dismissal of any employee of the company

98. All contracts with third parties in connection with the discharge of the functions of a general committee shall be entered into by the chairperson of the committee or, in her/his absence, by some other director of the company; no member of a general committee (other than a director) shall contract, or hold her/himself out as contracting, on behalf of the company.

99. All acts done by a general committee shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the committee or that any member of the committee was not qualified to act as such, be as valid as if every such person had been duly appointed and was so qualified.

100. A resolution in writing signed by all the members of a general committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held; it may consist of several documents in the same form, each signed by one or more members of the committee.

Secretary

101. 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

102. 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 and meetings of general committees; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present.

Accounts ¹

103. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements. No member shall (unless he/she is a director) have any right of inspecting any accounting or other record or document of the company, except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

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

Notices

105. Any notice to be given in pursuance of these articles shall 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 her/his registered address or by leaving it at that address.

106. 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 was properly addressed and posted.

107. A member present at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

Winding-Up

108. 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

109. Subject to the provisions of the Act 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 s/he may sustain or incur in connection with the execution of her/his duties of office including, without prejudice to that generality, any liability incurred in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which s/he is acquitted or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

Note 1: Articles 76 and 103-104 were amended by special resolution at the Pillar Kincardine AGM on 11 Oct 2007