



Memorandum and Articles of Association

Scottish Charity Number SC021740

Private Company Limited by Guarantee No 145621

25th October, 2007.

Churches Action for the Homeless

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Memorandum of Association

- 1 The name of the Company will be "CHURCHES ACTION FOR THE HOMELESS".
- 2 The Company's registered office is to be situated in Scotland.
- 3 This clause, and throughout this Memorandum of Association, shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as "charitable" under Section 7 of the Charities and Trustee Investment (Scotland) Act 2005, and which is also regarded as a charitable purpose in relation to the application of sections 505 and 506 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.
 - 3.1 Subject to that overriding qualification, the company's objects are:-
 - 3.1.1 To relieve homelessness and poor housing, to improve the conditions of life and generally aid the development of persons who are homeless or who live in poor and sub-standard housing in the Perth and Kinross council area and any other area agreed by the Management Committee.
 - 3.1.2 To support, encourage and promote the development of projects to alleviate homelessness, poor and sub-standard housing and associated problems in the Perth & Kinross council area and any other area agreed by the Management Committee.
 - 3.1.3 To foster collaboration between organisations promoting projects described in 3.1.2. supra and to promote activities for the benefit of such organisations.
 - 3.1.4 To establish and maintain or assist in the establishment and maintenance of shelters, hostels, day centres or other accommodation for those without homes or living in poor or sub-standard accommodation or in need in the Perth & Kinross District and to purchase and distribute items of food, clothing or other materials which may be required by such persons.
 - 3.1.5 To support education programmes in schools and communities aimed at alleviating the problems of homelessness and poor housing
 - 3.1.6 To relieve unemployment for the public benefit in such ways as it may be thought fit, including assistance to find employment.
 - 3.1.7 To relieve poverty
 - 3.1.8 To promote training in skills of all kinds, particularly such skills as will assist individuals in obtaining paid employment.
 - 3.1.9 To promote, establish, operate and/or support other schemes of a charitable nature.

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

- 3.2 To promote, support, develop and/or assist (whether financially or otherwise) those without homes, or living in poor or sub-standard accommodation, or in need with a view to improving the conditions of life of the participants.
- 3.3 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.

CATH Memorandum & Articles of Association

From October 25, 2007



- 3.4 To purchase, take on feu, 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.
- 3.5 To prepare, organise, and/or conduct conferences, seminars and exhibitions, and educational, training and counselling courses and programmes of all kinds subject to the objects stated in 3.1.
- 3.6 To advise and assist individuals in obtaining employment (or, as the case may be, pursuing self-employment), developing a career or pursuing additional training, work experience and/or further education.
- 3.7 To commission research, studies and reports and to disseminate the results of such research and studies or (as the case may be) the contents of such reports.
- 3.8 To liaise with public authorities, community groups, private sector bodies, voluntary sector bodies and others, all with a view to contributing to the furtherance of the company's aims.
- 3.9 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, and to establish and maintain databases and websites.
- 3.10 To promote companies whose activities may further one or more of the above objects or may generate income to support the company's activities, 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.
- 3.11 To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the Company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the Company is authorised to amalgamate
- 3.12 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company and to obtain from any such organisation, government or authority any charter, right, privilege or concession
- 3.13 To improve, manage, exploit, develop, and turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
- 3.14 To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- 3.15 To sell, feu, let, hire, licence, give in exchange and otherwise dispose of all or part of the undertaking, property and rights of the company.
- 3.16 To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- 3.17 To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.
- 3.18 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- 3.19 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 of 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.

- 3.20 To promote any Act of Parliament, Provisional Order and other authority to enable the Company to carry out its objects, alter its constitution and achieve any other purpose which may promote the Company's interests, and to oppose or object to any application or proceedings which may prejudice the Company's interests.
- 3.21 To oppose or object to any application or proceedings which may prejudice the company's interests.
- 3.22 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.
- 3.23 To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- 3.24 To affect insurance against risks of all kinds.
- 3.25 To invest funds not immediately acquired 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.
- 3.26 To subscribe and make contributions to or otherwise support charitable bodies, 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.
- 3.27 To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company.
- 3.28 To take such steps (By the way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise.
- 3.29 To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity as through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- 3.30 To carry on any other activity which may be advantageously, incidentally or conducively carried on in connection with any of the objects of the company.

And is declared that in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated.

4 Subject to clause 4.2,

4.1 It is declared that:-

- 4.1.1 the income and property of the Company shall be applied solely towards the promotion of its objects as set out in Clause 3 of this Memorandum of Association.
- 4.1.2 no part of the income and property of the Company shall be paid or transferred, directly or

- indirectly, by way of dividend, bonus or otherwise to members of the Company.
- 4.1.3 no benefit in money or money's worth shall be given by the Company to any member of the Management Committee except repayment of out-of-pocket expenses.
- 4.2 The Company shall, notwithstanding the provisions of Clause 4.1 be entitled:-
- 4.2.1 to pay reasonable and proper remuneration to any member of the Management Committee or member of the Company in return for services actually rendered to the Company.
- 4.2.2 to pay interest at a rate not exceeding the commercial rate on money lent to the Company by any member of the Management Committee or member of the Company.
- 4.2.3 to pay rent at a rate not exceeding the open market rent for premises let the Company by any member of the Management Committee or member of the Company and
- 4.2.4 to purchase assets from, or sell assets to, any member of the Management Committee or member of the Company providing such purchase or sale is at market value.
- 5 The liability of the members is limited.
- 6 Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he/she/it is a member, or within one year after he/she/it ceases to be a member, for payment of the company's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 7 7.1 If on the winding up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association.
- 7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the company at or before the time of dissolution or, failing such determination and approval, by such court as may have or may acquire jurisdiction.
- 7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.
- 8 8.1 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Company: such accounting records shall be open to inspection at all times by any member of the Management Committee of the Company.
- 8.2 The Company's auditors shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account and on all group accounts, copies of which are to be laid before the Company in general meeting.

Articles of Association

Interpretation

- 1 In these regulations:-
 - 1.1 "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
 - 1.2 "the articles" mean the articles of the Company.
 - 1.3 "clear days" in relation to 3 period of a notice mean that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
 - 1.4 "executed" includes any mode of execution.
 - 1.5 "the Management Committee" means the members of the Management Committee for the time being of the Company or the members of the Management Committee present at a duly convened meeting of the Management Committee at which a quorum was present.
 - 1.6 "office" means the registered office of the Company.
 - 1.7 "secretary" means the secretary of the Company of any or any other person appointed to perform the duties of the secretary of the Company, including a joint assistant or deputy secretary.
 - 1.8 "the United Kingdom" means Great Britain and Northern Ireland.

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.

Membership

- 2 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the articles shall be members of the Company.
- 3 Membership shall cease on death or in the case of an incorporated body, on the winding up, dissolution, striking off or receivership of that body.
- 4 A member may not transfer his/her/its membership to any other person.
- 5 Membership shall be open to:-
 - 5.1 Individuals who are over 18 years of age who support the objects of the company, and who have paid, or agreed to pay the membership fee as set at the Annual General meeting, if any, (a "Full Member"). A Full Member will have full voting rights.
 - 5.2 Partnerships or Limited Companies or the organisations who support the objects of the company, and who have paid, or agreed to pay the membership fee as set at the Annual General meeting, if any, (a "Full Member"). A Full Member will have full voting rights.
- 6 No employee of the company may become a member; a person admitted to membership shall automatically cease to be a member if he/she becomes an employee of the company.
- 7 In the case of an organisation falling under the article 5.2 which is unincorporated, the reference in article 5.2 to that organisation shall be deemed to be a reference to an individual nominated by that

organisation to be a member.

- 8 In relation to an application for membership from an individual nominated by an unincorporated body, the directors shall be bound to refuse admission if at the time the application is lodged, there is already entered in the register of members as a current member the name of an individual nominated by that body.
- 9 The Management Committee shall be entitled at their discretion to refuse to admit any person to membership notwithstanding that he fulfils one or more of the qualifications under Article 5; in the case of an applicant nominated by a qualifying body, the Management Committee 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.
- 10 A person, once admitted to membership, may remain a member even if he/she ceases to fulfil any of the qualifications under article 5.

Application for membership

- 11 Any individual (other than the subscribers to the Memorandum of Association of the Company) who wishes to become a member shall lodge with the company a written application for membership (in such form as the Management Committee require), signed by him/her and in the case of an individual nominated by an unincorporated body by one of its authorised representatives; an application for membership must be accompanied by a remittance for the full amount of the membership subscription, if any, and such evidence in support of the application as the directors may, in their discretion, require.
- 12 Any incorporated organisation or statutory body which wishes to become a member shall lodge with the company a written application for membership (in such form as the Management Committee require) signed on its behalf by one of its authorised officers; an application for membership must be accompanied by a remittance for the full amount of the membership subscription (if any), and such evidence in support of the application as the directors may, in their discretion, require.
- 13 Each application for membership shall be considered by the Management Committee at the first meeting of the Management Committee which is held after receipt by the company of the written application and remittance (and, if appropriate, supporting evidence) required under article 11 or 12.
- 14 The Management Committee shall, within a period of seven days after the meeting at which an application for membership is considered, notify the applicant in writing of the Management Committee's decision as to whether or not to admit the applicant to membership; if the decision was to refuse admission, the directors shall return to the applicant the remittance lodged by him/her/it under article 11 or 12.
- 15 The Management Committee shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before any final decision is made.

Membership subscription

- 16 The membership fee will be determined by ordinary resolution at the AGM, on advice from the Management Committee and shall be due on application to become a member.
- 17 If the company has not received a member's membership subscription within fourteen days after the application date, the Management Committee may by resolution expel the member from membership.

Withdrawal from membership

- 18 Any individual or body who/which wishes to withdraw from membership shall lodge with the company a written notice or retrial (in such form as the Management Committee require), signed by him/her or (in

the case of an incorporated body) 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.

- 19 An unincorporated body which wishes to withdraw its nomination for membership shall lodge with the company a written notice to that effect (in such form as the Management Committee require) signed on its behalf by one of its authorised officers; on receipt of the notice by the company, the individual named in the notice shall cease to be a member.

Expulsion from membership

- 20 Subject to articles 21 to 26, the Company may, by special resolution, expel any person from membership
- 21 Any member who wishes to propose at any meeting a resolution for the expulsion of any person from membership shall lodge with the Company written notice of this intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
- 22 The Company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned and member concerned shall be entitled to make written representations to the Company with regard to the notice.
- 23 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):-
- 23.1 state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed and
- 23.2 send a copy of the representations to every person to whom notice of the meeting is or was given.
- 24 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
- 25 Failure to comply with any of the provisions of articles shall render any resolution for the expulsion of a person from membership invalid.
- 26 A person expelled from membership under Articles 21 to 25 shall cease to be a member with effect from the time at which the relevant resolution is passed.

General meetings

- 27 All general meetings other than annual general meetings are to be called extraordinary general meetings.
- 28 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). Subject to the preceding provisions of this 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.

Notice of general meetings

- 29 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 35) 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.

- 30 The reference to “clear days” in article 29 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, shall be excluded.
- 31 A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 35) (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.
- 32 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 33 Notice of every general meeting shall be given to all the members and Management Committee and to the auditors.
- 34 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 the meeting.

Special resolutions and ordinary resolutions

- 35 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 of those attending and entitled to vote, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with the articles 29 and 31; for the avoidance of doubt, the reference to a 75% majority relates only to a 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.
- 36 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution.
- 36.1 to alter its name.
- 36.2 (subject to the provisions of the Act) to alter its memorandum of association with respect to the company’s objects.
- 36.3 to alter any provision of these articles or adopt new articles of association.
- 37 For the purposes of these articles, an “ordinary resolution” means a resolution passed by a majority vote of members entitled to 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, of those attending and entitled to vote, providing proper notice of the meeting has been given (in accordance with articles 29 and 31).

Proceedings at general meetings

- 38 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 a proxy for a member, shall be a quorum.
- 39 If the quorum required under article 38 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 Chair of the meeting
- 40 The Chair (or, in his absence, the Vice-Chair) shall (if present and willing to act as Chair) preside as Chair of the meeting: if neither the Chair nor the Vice-Chair is present and willing to act as Chair within half an hour of the time appointed for holding the meeting, the Management Committee present shall elect one of their members to be Chair.

- 41 If no member of the Management Committee willing to act as Chair 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 Chair.
- 42 A member of the Management Committee shall, even if he/she is not a member, be entitled to attend and speak at any general meeting.
- 43 The Chair 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 may be given of an adjourned meeting.
- 44 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.
- 45 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.
- 46 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 Chair or at least two members present in person at the meeting, and a demand by a person as proxy for a member shall be deemed to be a demand by such member.
- 47 If a secret ballot is demanded in accordance with the preceding article it shall be taken at once and shall be conducted in such a manner as the Chair may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
- 48 Unless a poll is demanded in accordance with article 46, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 49 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman: a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn.
- 50 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

- 51 Every Member shall have one vote which (whether on a show of hands or on a secret ballot) must be given personally (in the case of a Member which is an incorporated body, via its authorised representative present at the meeting).
- 52 A member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting) shall lodge with the Company, at the office not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the Management Committee require), signed by him/her: an instrument of proxy which does not conform with the preceding provisions or which is not lodged in accordance with such provisions shall be invalid.
- 53 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 54 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the Company.
- 55 A vote given, or poll demanded, by proxy 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 office before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded

- 56 In the case of an equality of votes, whether on a show of hands or on a ballot, the Chair of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.
- 57 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 objections shall be referred to the Chair of the meeting whose decision shall be final and conclusive.

Categories of Director/Management Committee Member

- 58 For the purposes of these articles

“Member of the Management Committee” and “Director” are interchangeable terms on the same basis. Similarly the terms “Management Committee” and “Board of Directors” are interchangeable terms.

“Member Director” means a director (drawn from the membership of the company) appointed or re-appointed by the directors under articles 62 to 70.

“Appointed Director” means a director appointed or re-appointed by the directors under articles 71 to 73.

Number of directors

- 59 Unless otherwise determined by special resolution, the maximum number of directors shall be eleven of whom a maximum of four directors shall be Appointed Directors. The number of directors will not be less than three. An employee of the company shall not be eligible for appointment as a director.
- 60 The Member Directors shall at all times constitute a majority of the directors
- 61 The Management Committee may in its discretion permit other persons to attend meetings in a non voting capacity

Election, retiral, re-election: Member Directors

- 62 Any Member who wishes to be considered for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming that he/she is willing to be appointed; the notice must be signed by him/her and must be lodged with the company at least seven days before the date of the annual general meeting.
- 63 Any Member which is an incorporated body which wishes to nominate an individual for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors require) to that effect, and also confirming that the individual named in the notice is willing to be appointed; the notice must be signed by him/her and by one of the authorised officers of the body and must be lodged with the company at least seven days before the date of the annual general meeting
- 64 At an annual general meeting the company may elect as a director (a “Member Director”) any individual in respect of whom a valid notice has been lodged with the company in accordance with articles 62 or 63.
- 65 The Management Committee may at any time appoint any member (providing he/she is willing to act) to be a director (a “Member Director”), either to fill a vacancy or as an additional director.
- 66 Any individual nominated for appointment as a director by a member which is an incorporated body, shall be deemed to be a member for the purpose of article 65.

At each annual general meeting (other than the first)

67.1 any Member Director who was appointed by the directors (under article 65) in the period from the date of the first annual general meeting shall retire from office and

67.2 one third of the remaining Member Directors shall retire from office.

If two or more directors were appointed or re-appointed on the same date, the question of which of them is to retire under paragraph (67.2) of this article shall be decided by a method determined by the Management Committee.

68 The company may at any annual general meeting re-elect any Member Director who retires from office at the meeting under articles 67 (providing he/she is willing to act); if any such member director is not re-appointed, he/she shall remain in office until the meeting appoints someone in his/her place or, if it does not do so, until the end of the meeting.

69 The period between one annual general meeting and the next shall be deemed to be a period of one year.

Appointment, vacating of office, re-appointment: Appointed Directors

70 In addition to their powers of appointment under article 65, the Management Committee may at any time appoint any non-member (other than an employee of the company) to be a director (an "Appointed Director") provided he/she is willing to act, either to fill a vacancy or as an additional director.

71 At the conclusion of each annual general meeting (including the first) all Appointed Directors shall vacate office.

72 Immediately following each annual general meeting, the Management Committee may re-appoint any person who, as an Appointed Director, vacated office under the preceding article at the conclusion annual general meeting; the Management Committee may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

Disqualification and removal of directors

73 A director shall vacate office if

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

73.2 he/she is sequestrated

73.3 he/she becomes an employee of the company

73.4 he/she resigns office by notice to the company

73.5 he/she becomes of unsound mind

73.6 he/she is absent from three successive meetings of the directors held during a twelve month period (without permission of the directors) and the directors resolve to remove him/her from office

or

73.7 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act

Appointments to office

74 Directors shall be appointed to hold offices of Chair, Vice Chair, Treasurer and any other offices which the

directors may consider appropriate.

- 75 The appointments under the preceding article shall be made at meetings of directors.
- 76 Each office shall be held (subject to article 77) until the conclusion of the annual general meeting which next follows appointment; a director whose period of office expires under this article may be re-appointed to that office under article 74 (providing he/she is willing to act).
- 77 The appointment of any director to an office under article 74 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company
- 78 If the appointment of a director to any office under article 74 terminates, the directors shall appoint another director to hold the office in his/her place.

Directors' Interests

- 79 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)
- 79.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company
- 79.2 may be a party to, or have some other personal interest in, any transaction in which the company or any associated company has an interest
- 79.3 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company
- and
- 79.4 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 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.

- 80 For the purposes of the preceding article an interest in 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

- 81 No director shall be entitled to any remuneration, whether in respect of his/her office as a director or as any office under article 74.
- 82 The director may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, or meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

Powers of directors

- 83 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.

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

Proceedings of the Management Committee

- 85 Subject to the provisions of these articles, the Management Committee (directors) may regulate their proceedings as they think fit.
- 86 Any director may call a meeting of the Management Committee or request the Chief Executive to call a meeting of the Management Committee.
- 87 No notice of a meeting of the Management Committee need be given to a director who is absent from the United Kingdom.
- 88 Questions arising at a meeting of the Management Committee shall be decided by a majority of votes: in the case of an equality of votes, the chairman shall have a second or casting vote
- 89 The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed by any other number, shall be three.
- 90 The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or he/she may act only for the purpose of filling vacancies or of calling a general meeting.
- 91 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 or is not present within fifteen minutes after the time appointed for the meeting, the Vice Chair shall preside as chairperson or, in his absence, the directors present may appoint one of their number to be chairperson of the meeting.
- 92 All acts done by a meeting of Management Committee or by a meeting of a committee of Management Committee 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.
- 93 A resolution in writing signed by all the Management Committee entitled to receive notice of a meeting of the Management Committee or of a committee of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of Management Committee or (as the case may be) a committee of Management Committee duly convened and held; it may consist of several documents in the same form each signed by one or more directors.
- 94 Except as otherwise provided by the articles a director shall not vote at a meeting of the Management Committee or at a meeting of a committee of the Management Committee on any resolution concerning a matter in which he has directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his/her interest or duty arises only because the case falls within either or both of the following paragraphs:-
- 94.1 The resolution relates to the giving to him/her of a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by him/her for the benefit of, the Company or any of its subsidiaries.
- 94.2 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.
- 95 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.

- 96 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 97 The company may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of article 94.
- 98 Where proposals are under consideration concerning the appointment of two or more of the directors to executive offices with the Company the proposals may be divided and considered in relation to each director separately; provided he/she is not for another reason precluded from voting, each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his/her own appointment.
- 99 If a question arises at a meeting of the Management Committee or at a meeting of a committee of the Management Committee as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.
- 100 The Management Committee may invite or allow any person to attend and speak, but not to vote, at any meeting or meetings of the Management Committee or of any committee of the Management Committee.

Delegation to committees of directors and holders of offices

- 101 The Management Committee may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the convener or a director holding any other office such of their powers as they consider appropriate.
- 102 Any delegation of powers under the preceding article may be made subject to such conditions as the Management Committee may impose and may be revoked or altered.
- 103 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.

Secretary

- 104 Subject to the provisions of the Act, the secretary may be appointed by the Management Committee 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

- 105 The Management Committee directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors, and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present and the minutes of each meeting shall be signed by the chairperson of that meeting.

Accounts

- 106 The Management Committee shall cause accounting records to be kept by the Company in accordance with Section 221 of the Act.
- 107 The accounting records shall be kept at the office or, subject to Section 222 of the Act, at such other place or places as the Management Committee may think fit, and the accounting records shall always be open to the inspection of any director.

CATH Memorandum & Articles of Association

From October 25, 2007



- 108 No member shall (as such) have any right of inspecting any accounting records or other books or document of the Company except as conferred by statute or as authorised by the Management Committee or by ordinary resolution of the Company.

Auditors

- 109 Auditors of the Company shall be appointed and their duties regulated in accordance with the Act

Social and community benefits

- 110 The directors shall issue a report each year to the members of the company (in such form as the directors shall deem reasonably appropriate), setting out the social and community benefits which they consider the activities of the company to have achieved.

Notices

- 111 Any notice to be given in pursuance of these articles shall be in writing; the company may give such a notice to a member either personally or by sending it by post in pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address.
- 112 Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 113 A member present 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

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

Indemnity

- 115 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 he may sustain or incur in connection with the execution of the duties of his office including, without prejudice to that generality, any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

Interpretation

- 116 In these articles "The Act" means the Companies Act 1985; any reference in these articles to the 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.
- 117 References in these articles to the singular shall be deemed to include the plural.

CATH Memorandum & Articles of Association

From October 25, 2007



Approved by the Membership of CATH at the Annual General Meeting, 25 October 2007.

A handwritten signature in cursive script that reads "Walter S.B. Grant".

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Walter Grant, Chairman