

MEMORANDUM AND ARTICLES OF  
ASSOCIATION  
OF  
NANSEN HIGHLAND

Company No: 191841

Incorporated: 10<sup>th</sup> December 1998

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION  
OF  
NANSEN HIGHLAND

1. The name of the Company (hereinafter called "the Company") is NANSEN HIGHLAND
2. The registered office of the Company will be situated in Scotland

This clause shall be interpreted as if it incorporated an over-riding qualification to the effect that in any case in which an activity permitted under this clause is in its nature capable of being carried on for purposes which are not charitable or only partially so as well as for purposes which are wholly charitable (the word charitable having the meaning ascribed to it for the purpose of Section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force which meaning shall be assigned to the word 'charitable' wherever it appears in this Memorandum of Association), the powers of the Company under this clause in respect of the carrying on of such activity shall be deemed to be limited to the carrying on of such activity in such manner as will not prejudice the charitable status of the Company under the statutory provisions referred to above.

The company's objectives are for the public benefit

A

- a. The relief of persons with a learning disability and related disabilities, their families and carers in particular but not exclusively by the provision of support services including services in the support of residential, respite and other suitable forms of care, support, education and work opportunities, and by the promotion of the awareness of the needs of such persons, and
- b. The promotion of the effective use of charitable resources by the provision of services to organisations involved in the relief of persons with a learning disability, their families and carers

and the company can do all other things that are incidental or conducive to its objectives or any of them

B

In furtherance of the above objects but not otherwise, the company shall have power

- a. To act as an authoritative body for the purpose of consultation in matters concerning persons with a learning disability and related disabilities, to consider, pronounce and make representations upon all questions affecting the interest of persons with a learning disability and related disabilities, and
- b. To encourage and promote the exchange of knowledge, information, experience and ideas relating to such persons.
- c. To purchase or by any other means acquire and take options over any property whatever and any rights or privileges of any kind over or in respect of any property;
- d. To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licenses, options, rights and privileges in respect of, or otherwise deal with all or any part of the property rights of the Company;
- e. To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- f. To lend and advance money or give credit on any terms and with or without security to any person, firm or company, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company;
- g. To borrow and raise money in any manner and to secure the payment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it;
- h. To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange or promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- i. To apply for, promote and obtain any private Act of Parliament, order or licence of the Department of Trade & Industry, Department of the Environment or any other government department or authority for enabling the Company to carry any of its objects into effect or for Effecting any modification of the Company's constitution or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests and to oppose any proceedings or applicatoins which may seem calculated directly or indirectly to prejudice the Company's intersts;



- j. To enter into any arrangements with any Government or authority that may seem conducive to the attainment of the Company's objectives or any of them and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out exercise and comply with any such charters, decrees, rights, privileges and concessions;
- k. To subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any Government or authority, municipal, local or otherwise, in any part of the world;
- l. To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest; to provide secretarial, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;
- m. To promote any other company for the purpose of acquiring the whole or any part of the property, undertaking or any of the liabilities of the Company or of undertaking any operations which may appear likely to assist or benefit the Company or to enhance the value of any property of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;
- n. To sell or otherwise dispose of the whole or any part of the property of the Company either together or in portions for such considerations as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same;
- o. To act as agents or brokers and as trustees for any person, firm or company; to retain or employ staff, artists, professional or technical advisers, in connection with the objects of the Company and to pay reasonable and proper salaries, wages and fees for their services;
- p. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or company to pay the same;
- q. To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company and to solicit and accept subscriptions

and donations of any kind and bequest for any of the purpose of the Company;

- r. To grant or make provision for pensions, life assurance, health and retirement benefits to or for employees or former employees and to the widows, widowers, children and other dependants of deceased employees and to pay or subscribe to funds or schemes for the provision of such pensions and other benefits for such persons;
- s. To subscribe to become a member of, or amalgamate or co-operate with, any other charitable organisation, institution, society or body not formed or established for the purpose of profit (whether incorporated or not) in the United Kingdom whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits or restricts the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company;
- t. To establish and support or aid in the establishment and support of any charitable trust, association or institution and to donate, subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company;
- u. To arrange lectures and conduct training courses and to publish pamphlets, books, journals and other publications relating to the work of the Company;
- v. To receive, allocate and administer grants, gifts or bequests made available to the Company for any or all of its objects whether from public funds or from private sources under the terms and conditions referable to such grants, gifts or bequests;
- w. To do all other such things as may further the attainment of the Company's objects or any of them

Provided that all the objectives of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

- 4. The income and property of the Company shall be applied solely towards the promotion of its objectives as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its board of Directors shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing herein shall prevent any payment in good faith by the Company;



- a. Of a reasonable and proper remuneration (including out of pocket expenses) to any member, officer or servant of the Company (not being a member of its Board of Directors) for any services rendered to the Company and to any member of the Board of Directors being a person suitably qualified in any professional, technical or artistic capacity who shall be entitled to charge and be paid all usual professional or other reasonable charges for specific work done in that capacity when instructed by the Board of Directors so to act on behalf of the Company;
  - b. Of interest on money lent by any member of the Company or its Board of Directors at a reasonable and proper rate per annum as shall be agreed from time to time by the Board of Directors;
  - c. Of reasonable and proper rent for the premises demised or let by any member of the Company or its Board of Directors
5. The liability of the members is limited
  6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.00.
  7. if upon winding up or dissolution of the Company there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be divided or distributed among the members but shall be given or transferred to some other charitable company, institution or organisation having objects similar to or encompassing those of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as the Company being dissolved such company, institution or organisation to be determined by the members of the Company at or before the time of dissolution and if and in so far as effect cannot be given to such provision then to some other company, institution or organisation established for charitable purposes only.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names, addresses and description of Subscribers

Nicki Walsh *NMSWalsh*  
Address Holly Cottage, Reelig Estate, Kirkhill.  
IV5 7PR

Peter Mulvey *Pete Mulvey*  
Address 22 BOARSTONE AVE INVERNESS  
IV2 4TN

Brian Robertson *[Signature]*  
Address ROWANS, STRATHDRYNIE, DINGWALL

Susan Mackenzie *S. Mackenzie*  
Address 5 BUDHMOOR PLACE, PORTREE, SLEOFSKUE, IV5 1 9D.

Bart Lafere *[Signature]*  
Address AcaDion House, Redcastle, Muir of Ord, IV6 7RX

Dated 20th of November 2014  
Witness to the above signatures *[Signature]*  
(address) 26 Tulloch Court  
Dingwall  
IV15 9 6U



COMPANY LIMITED BY GUARENTEE  
AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION

Of  
NANSEN HIGHLAND

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall constitute the Articles of Association of the Company.  
  
(b) Regulations 2 to 35 inclusive, 40, 41, 54, 55, 57, 59, 60 to 62 inclusive, 64 to 70 inclusive, 73 to 80 inclusive, 82, 87, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Company.

INTERPRETATION

2. In regulation 1 of Table A, the definition of "the holder" shall be omitted.

MEMBERS

3. The numbers of the Members of the Company shall be not less than three. The maximum numbers of the Members shall be unlimited.
4. The subscribers of the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these presents shall be Member of the Company.
5. It shall be in the absolute discretion of the Board whether to admit any persons or body to the membership of the Company and in no case shall the Board be required to give any reason for the rejection of any applicant.
6. Applications for Membership shall be in writing in such form as the Board shall from time to time prescribe. Each applicant shall deliver an application form if any individual, duly signed by him or if a firm, unincorporated association or company, duly signed on behalf of that body to the Company. An applicant shall be deemed to have been admitted as a Member on the date on which the application has been approved by the Board or such other date as the Board may direct.



7. The members agree to uphold the values, aims and objectives of the charity in good faith. Any breach may result in revoking the membership with the discretion of the board.
8. Any firm, unincorporated association or corporation which is a Member may by resolution of its Directors, Members or other governing body, authorise such person as it thinks fits to act as its representative at any General Meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the body which he represents as that body could exercise as if it were an individual Member provided the same of the persons so authorised and of the body he represents shall have been communicated to the Company in writing
9. Any Member may resign from membership of the Company at any time on giving twenty-eight clear days' notice to the company of his intentions to do so. On the expiry of twenty-eight days from the date of receipt of such notice by the Company such Member shall cease to be a Member of the Company
10. Membership of the Company shall not be transferable and a Member shall cease to be a Member in the event of that Member dying, becoming bankrupts or becoming of unsound mind or, if a company, on the passing of a resolution for its winding up.
11. In Regulation 38 of Table A
  - (a) In the first sentence the words "or a resolution appointing a person as a director" shall be omitted;
  - (b) in paragraph (b) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right"; and
  - (c) The words "the notice shall be given to all the members and to the Directors and auditors" shall be substituted for the last sentence

#### PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extra General Meeting and also that is transacted at any Annual General Meeting with the exception of the consideration of the Audited Accounts and Annual Report, the election of Directors, the fixing of the scale of annual subscription fees and the appointment of the Auditors.
13. No business shall be transacted at any general meeting unless a quorum is present. A quorum shall not be present unless at least three members are present in person. A corporation, firm or unincorporated association being a member shall be deemed to be present if represented by its representative.
14. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting if convened on the requisition of Members shall be dissolved. In any other case or if during a meeting such as a quorum ceases to be present, the

meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Board determine. If at the adjourned meeting a quorum is not present within half an hour of the time appointed the meeting shall proceed to business.

15. The words "and at any separate meeting of the holders of any class of shares in the Company" shall be omitted from Regulation 44 of Table A
16. Paragraph (d) of Regulation 46 of Table A shall be omitted.

#### VOTES OF MEMBERS

17.
  - (a) On a show of hands every Member who is entitled to vote and who, being an individual is present in person, or being a corporation, firm or other unincorporated association is present by a duly authorised representative shall have one vote and on a poll every Member shall have one vote. Members may vote by written Proxy as provided for in this Article.
  - (b) A Member who is unable to attend personally at a general meeting may grant to another Member who attends said meeting a written signed Proxy either General or Specific to any item of business to be transacted at such meeting. A copy of such written Proxy must be delivered to the Secretary no later than twenty-four hours before the start of such meeting, otherwise such Proxy shall not be valid.

#### BOARD OF DIRECTORS

18. The minimum number of directors shall be three. Unless otherwise determined by ordinary resolution of the company the board shall consist of not more than eight directors elected by the members as hereinafter provided
19. The Directors of the Company shall be elected by the whole body of Members at the Annual General Meetings. The Directors shall be subject to retirement by rotation and one-half or the number nearest to one-half shall retire at every Annual General Meeting. Subject to the provision of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
20. if the Company, at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been re-



appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.

21. The Board may from time to time appoint any Member as a Director either to fill a casual vacancy arising in respect of Director or by way of an addition to the Board provided that the power exercised by this Article shall to be exercised so as to increase the numbers of Directors beyond the maximum number authorised in accordance with Article 18 hereof. Any Director appointed in accordance with the provision of this Article shall retain office only until the next Annual General Meeting but shall be eligible for re-election at that meeting.

#### DIRECTOR'S EXPENSES

22. The words "of any class of shares or" shall be omitted from the Regulation 83 of Table A

#### PROCEEDINGS OF DIRECTORS

23. The business of the Company shall be managed by the Board who may pay all such expenses of and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as it thinks fit and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by Statute or by these presents required to be exercised or done by the Company in general meeting subject nevertheless to any regulations of these Articles, the provision of the Statutes may be prescribed by the Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
24. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
25. In paragraph (c) of Regulation 94 of Table A the word "debentures" shall be substituted for the word "shares, debentures or other securities" in both places where they occur
26. The words "of the holders of any class of shares in the Company" shall be omitted from Regulation 100 of Table A

#### Notices

27. The second sentence of Regulations 112 of Table A shall be omitted.
28. The words "or of the holders of any class of shares in the Company" shall be omitted from the Regulation 113 of Table A

Names, addresses and description of Subscribers

Nicki Walsh *NMSwalsh*

Address *Holly Cottage, Reeling Estate, Kirkhill  
IV5 7PR*

Peter Mulvey *[Signature]*

Address *22 ROBERTSON AVENUE, INVERNESS, IV2 4XR*

Brian Robertson *[Signature]*

Address *ROWAN STRATHDYKIE DINGWALL IV15 9UT*

Susan Mackenzie *S. Mackenzie*

Address *5 BUDHUR PLACE, PORTREE, ISLE OF SKYE, IV51 9D*

Bart Lafere *[Signature]*

Address *Station House, Redcastle, Muir of Ord, IV6 7RX*

Dated *20th of November 2019*

Witness to the above signatures *[Signature]*

(address) *26 Tulloch Court  
Dingwall  
IV5 9GU*