

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF LEAD SCOTLAND* (as amended by Special Resolution passed on 22 September 2011)

1. The Company's name is "LEAD SCOTLAND". *
2. The Company's registered office is to be situated in Scotland.
3. The Objects for which the Company is established are:
 1. to advance the education of the public in Scotland particularly in the area of working with people with disabilities and their carers and people disadvantaged by their social or educational exclusion.
 2. to act in the capacity of a learning provider for the groups of people identified in Object 1, such provision to include but not be limited to, integrated literacy & numeracy.

And in furtherance of these object(s), the company shall undertake the following activities:

- (i) To encourage and enable the inclusion of persons with disabilities and their carers, and such other persons disadvantaged by their social or educational exclusion as may seek assistance, into educational opportunities and where appropriate to provide a trained volunteer to work on a one to one or group setting with such persons in their own homes or at such other venues as may be appropriate;
- (ii) To provide information, advice and support with education including but not limited to further and higher education;
- (iii) To provide or assist in sourcing, where appropriate, assistive and adaptive technology, equipment and support;
- (iv) To provide appropriate advice and guidance on education, lifelong learning and leisure opportunities to individuals as described in the charitable object(s) of The Company;

- (v) To act as a specialist service to agencies, organisations and individuals in the public, private and voluntary sectors that are working across all areas of disability and other areas which may be considered relevant to people who are disadvantaged by their social or educational exclusion;
- (vi) To initiate community-based projects wherever The Company operates, either in co-operation with external agencies, including statutory bodies and voluntary organisations, or on its own account.
- (vii) To co-operate with external agencies including statutory bodies and voluntary organisations to achieve these objects;
- (viii) To co-operate with individuals, voluntary organisations, commercial enterprises and statutory bodies in the furtherance of these objects.

*The Company was incorporated under the name 'The Scottish Centre for the Tuition of the Disabled' and changed its name by special resolution passed on 17th January 1990 and Certificate of Incorporation on Change of Name dated 2nd April 1990.

In pursuance of these objects, but not otherwise, the company shall have the following powers:

- i) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or other digital media;
- ii) to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
- iii) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research;
- iv) to co-operate and enter into arrangements with authorities, national, local or otherwise;
- v) to accept subscriptions, donations, devises and bequests of, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any heritable or moveable, real or personal property, and to maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) to sell,

lease or otherwise dispose of or mortgage any such heritable or moveable, real or personal property;

- vi) to issue appeals, hold public meetings and take such steps as may be required for the purposes of procuring contributions to the funds of the Company in the shape of donations, contracts, subscriptions or otherwise;
- vii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- viii) to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit ;
- ix) to enter into any arrangement with any Institution, Corporation, Company, Association, firm or person or with any government or Public Authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or Public 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;
- x) 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 preferable to such grants, gifts, or bequests;
- xi) to invest the moneys of the Company not immediately required for its objects in or upon such investments, securities or properties as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- xii) to assist any body or bodies financially or otherwise in the furtherance of the above purposes or any of them;
- xiii) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- xiv) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;

- xv) to insure and arrange insurance cover for and to indemnify the Company's officers, servants, and voluntary of their duties as may be thought fit;
- xvi) subject to the provisions of clause 4 hereof, to establish and support pension and superannuation schemes for the benefits of persons employed by the Company and to grant pensions or retiring allowances to persons who have been employed by the Company or to their dependants;
- xvii) to transfer all or any part of the undertaking, assets and liabilities of the Company to or to take over, federate or amalgamate with, or to affiliate or become affiliated to any other institution having charitable objects similar in whole or in part to those of the Company provided that any such institution, company or association is prohibited from the payment of dividend, bonus or profit to its members at least to as great an extent as such payment is prohibited to members of the Company and further provided that this Clause shall not authorise anything which shall prevent the Company from properly and usefully carrying out its functions as contemplated by this Memorandum of Association;
- xviii) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- xix) to establish where necessary local branches (whether autonomous or not);
- xx) to apply for, promote and obtain any act of parliament, order or licence of the department of trade or other authority for enabling the Company to carry any of its objects into effect or affecting any modification of the Company's constitution calculated directly or indirectly to promote the Company's interest and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest;

provided that:

- i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- ii) the objects 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 objects as set forth in this 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.

Provided that nothing herein shall prevent any payment in good faith by the Company;

- a. of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company;
 - b. of interest on money lent by any member of the Company or its directors at a rate per annum not exceeding 2 per cent less than the Base lending rate prescribed for the time being by a clearing bank selected by the board of directors or 3 per cent whichever is the greater;
 - c. of reasonable and proper rent for premises hired or let by any member of the Company;
 - d. of fees, remuneration or other benefit in money or money's worth to a company of which a director may be a member holding not more than 1/100th part of the issued share capital of that company; and
 - e. to any director or where appropriate, any member, of out of pocket expenses.
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 £1.00) to the Company's assets if it should be wound up while he/she is a member, or within one year after he/she 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. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which

shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable objects.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Company, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined, and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more properly qualified persons.

We, the members of The Company agree to support and abide by the rules and regulations provided for in this Memorandum of Association, as adopted at a properly convened Annual General Meeting of The Company at which due notice was provided of the intent to adopt said Memorandum, as attested by the signatures below of the duly authorised officers of The Company:

Names and addresses of Officers of The Company:

1. _____
Chairman/Chairwoman
2. _____
Treasurer
3. _____
Director

Dated 22 September 2011

Witness to the above signatures:
