



**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM of ASSOCIATION
of
COSCA (COUNSELLING & PSYCHOTHERAPY IN SCOTLAND)**

ADOPTED SEPTEMBER 2016

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

NAME OF EACH SUBSCRIBER	Signature of each subscriber

Dated:



**THE COMPANIES ACT 2006
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ARTICLES OF ASSOCIATION

of

COSCA (COUNSELLING & PSYCHOTHERAPY IN SCOTLAND)

ADOPTED SEPTEMBER 2016

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Name of Company

1. The name of the Company is COSCA (Counselling and Psychotherapy in Scotland).
2. The Registered Office of the Company will be situated in Scotland.

Interpretation

3. In these Articles unless the context provides or requires:
 - “**the Act**” means the Companies Act 2006 and the Companies Act 1985 including any statutory modification or re-enactment thereof from time to time in force;
 - “**the Articles**” means the Articles of Association of the Company from time to time in force;
 - “**the board of Directors**” shall be the Board hereinafter defined in this Article;
 - “**the Chair**” shall be the Chair appointed in terms of Article 81 hereof;
 - “**the Charities Act**” means the Charities and Trustee Investment (Scotland) Act 2005;
 - “**Incoming member of the Board**” shall mean an Elected Candidate who has been selected to become a member of the Board in terms of Articles 73 or 75 hereof;
 - “**Member**” means an Organisational or Individual Member as defined in Article 12 hereof and who is duly entered in the Register of Members of the Company as such;
 - “**Outgoing member of the Board**” shall mean a member of the Board whose post on the Board has fallen, or is due to fall, vacant;
 - “**Board**” shall have the meaning ascribed to it in Article 49 hereof, and the members of the Board from time to time shall be the directors of the Company;
 - “**Proposal Period**” shall have the meaning ascribed to it in Article 65 hereof;
 - “**Proposed Candidate**” shall mean a person who has been put forward (or who is deemed to have been put forward) by a Member for election in respect of a vacancy on the Policy Board in terms of Articles 66 or 67 hereof;
 - “**Secretary**” shall mean the person holding office as secretary of the Company from time to time;
 - “**Standing Order**” shall have the meaning ascribed to it in Article 93 hereof;
 - “**The United Kingdom**” means Great Britain and Northern Ireland;
 - “**Voting Period**” shall have the meaning ascribed to it in Article 71 hereof.

For the avoidance of doubt it is expressly stated that in these Articles unless the contrary appears:

- a) words importing the masculine gender include the feminine; and
- b) words importing the feminine gender include the masculine.

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.

Objects

4. A The objects for which the Company is established are the advancement of education, the advancement of health and the relief of those in need by reason of ill health by advancing, developing, maintaining, improving and expanding all forms of counselling and related activities and therapies in Scotland and beyond for the public benefit.

B In implement of its objects the Company's activities shall be:

- (1) to establish, co-ordinate, service and help to sustain a forum for the discussion of and exchange and dissemination of information relating to all issues related to all aspects of counselling, related therapies and activities;
- (2) to develop, assist and help to sustain all forms of co-operation and interaction between the Members of the Company with a view to the development, improvement and maintenance of education, training, skill-sharing and awareness relating to all aspects of counselling and all and any related matters;
- (3) to identify, evaluate, encourage and develop all forms and aspects of good practice in training, education and skill-sharing for counselling, related activities and therapies, to include, but not being restricted to, the giving of information, the development of counselling skills, the offering of information and all and any related matters;
- (4) to initiate, sponsor, commission, finance or otherwise organise or administer or assist, in the organisation or administration of, whether directly or indirectly, training courses and all other forms of education for counsellors or counsellor trainers or other persons having an interest in counselling, related therapies and activities;

- (5) to establish, finance, commission, maintain, expand, develop, staff, facilitate and support a resource centre or centres for the benefit of any person having an interest, whether direct or indirect, in counselling, related therapies and activities and to make known and make available, lend, hire, exhibit, distribute, or otherwise communicate and facilitate the use of the facilities thereof to all such persons;
- (6) to address, communicate with, enter into discussions, debates, negotiation and correspondence with and otherwise to make representations to any persons, organisations and bodies, whether corporated or unincorporated on any matters related to or having a bearing on counselling, related therapies and activities;
- (7) to establish, finance, maintain, expand, develop, staff, support and terminate local branches, offices whenever and in whatever form and having such powers as may from time to time be considered appropriate in order to further the objects of the Company;
- (8) to establish relations with, communicate with, work with, meet with and bring together in conference representatives of voluntary organisations. Government Departments, Local and other statutory Authorities, professional and other bodies, whether corporated or unincorporated and individuals or persons;
- (9) to promote and carry out, or to assist in promoting or carrying out of services and facilities, the collection, exchange or dissemination of information, education, training and research surveys and investigations (and where appropriate publish the results) in regard to all aspects of counselling and related matters;
- (10) to arrange, promote, encourage, provide for, and support publicity campaigns, training courses, seminars and conferences to further all or any of the objects of the Company and to arrange and provide for or join the arranging and providing for the holding of exhibitions, meetings, lectures and classes to further any such objects.

Powers

5. The Company in carrying out the above objects and activities shall have and may exercise (but only to the extent to which the same may lawfully be exercised by a company having exclusively charitable objects) all or any of the following powers:
- (a) to write, print, publish, reproduce, issue and circulate and to sponsor or procure the writing, reproduction or other publications, gratuitously or otherwise, of reports, periodicals, journals, books, pamphlets, papers, leaflets, newspapers, fact-sheets and other documents or recordings (whether audio or visual or both) relating to counselling and all related matters;
 - (b) to undertake and support any activities consistent with the Company's objects;
 - (c) to actively seek funding and sponsorship to further and sustain the objects of the Company;
 - (d) to promote, arrange, organise and conduct publicity campaigns, training courses, seminars, conferences, lectures, meetings, discussions and events generally as appropriate to achieve the Company's objects;
 - (e) to manage staff and hire the necessary persons, to implement the Company's objects;
 - (f) to provide facilities of any kind whatsoever which may be necessary, convenient or incidental to the objects of the Company;
 - (g) to solicit, receive and accept financial assistance, donations, endowments, gifts and loans of money, rents and any other property whatsoever, heritable or moveable, subject or not to any specific charitable trusts or conditions;
 - (h) to take such other steps as may be required for the purposes of procuring contributions to the funds of the Company in the form of donations, subscriptions or otherwise;
 - (i) to purchase, rent, take on lease or in exchange or otherwise acquire and to hold, manage, develop, sell, dispose of lease or deal in any way with any heritable or moveable property and any interests therein;
 - (j) to borrow and raise money for the objects of the Company and secure or discharge any debt or obligation of or binding on the Company in such manner and on such terms and conditions as may be thought fit, and in particular by mortgages of or charges

upon the undertaking and all or any of the real and personal property (present and future) of the Company;

- (k) to invest funds of the Company not immediately required in such investments, securities or property as may be considered appropriate (and to dispose of any or vary, such investments);
- (l) to grant and pay such remuneration and pensions to any person or persons who renders services to the Company supervising, organising, carrying on the work of and advising the Company as may from time to time be thought proper, and to establish pension funds and other trust funds or charitable arrangements of any kind whatsoever for persons employed at any time by the Company and their widows or widowers and dependants subject to the provisions of article 6;
- (m) to insure and arrange insurance cover for, and to indemnify its officers and employees and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;
- (n) to undertake or accept any such specific tasks or responsibilities including advisory functions, on behalf of voluntary associations, Government Departments or public bodies, where such tasks or responsibilities will advance the objects of the Company;
- (o) to provide, supervise and licence any accommodation for persons using any of the facilities of the Company and to supply on such terms as the Company considers appropriate goods and services to such persons;
- (p) to construct, erect, alter, improve, demolish and maintain any buildings which may from time to time be required for the purposes of the Company, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of the same;
- (q) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (r) to promote and incorporate or to join in the promotion or incorporation of any charitable company with limited or unlimited liability, organisations, societies or associations for the purpose of carrying out any object which the Company itself could carry out and to subscribe for or otherwise acquire the shares, stock or other securities of such company or to lend money to such company on such terms as may be thought fit;
- (s) to co-operate and enter into arrangements with any authorities, national, local or otherwise;

- (t) to amalgamate with any companies, organisations, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Articles of Association; and
- (u) to do all such other things as are necessary for the attainment of the said objects of any of them.

And it is declared that

(i) in this clause, “property” means any property, heritable or moveable, wherever situated;

(ii) in this clause, and throughout this Articles of Association,

(A) the expression “charity” shall mean a “Scottish charity” within the meaning of section 13 (2) of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 13 (2) of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 96 of the Charities Act 1993.

(B) the expression “charitable purpose” shall mean a purpose which constitutes a charitable purpose under section 7 (2) of the Charities and Trustee Investment (Scotland) Act 2005 and also qualifies as a charitable purpose in respect of the definition of “qualifying expenditure” in section 506 (1) of the Income and Corporation Taxes Act 1988.

Income and Property

6. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set out in this Memorandum of Association and subject to the following paragraphs no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company. Nothing herein shall prevent any payment in good faith by the Company of:

- (a) out-of-pocket expenses incurred in carrying out duties by any member, director, officer or employee of the Company;
- (b) reasonable payment in return for services rendered to the Company;
- (c) director/trustee indemnity insurance; and

- (d) payment or benefits permitted in terms of the Charities and Trustee (Investment) Scotland Act 2005.

Liability of Members

- 7. The liability of the members is limited.
- 8. 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 among themselves, such amount as may be required not exceeding One Pound.
- 9. If on 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 body or bodies having objects similar to the objects 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 is imposed on the Company under or by virtue of Clause 5, such body or bodies to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable purpose or purposes.

General structure

- 10. The structure of the company consists of:
 - (a) the MEMBERS - who have the right to attend the annual general meeting and have important powers under the articles of association and the Companies Acts; in particular, the members may elect people to serve as directors and take decisions in relation to changes to the articles themselves
 - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.
- 11. The defined terms used in these Articles are set out in Article 3 (Interpretation).

Membership

12. Membership of the Company shall be open to the following categories of organisations and individuals who have paid the annual subscription laid down from time to time by the Board.
 - (a) **Organisational Members** – Organisational Membership of the Company shall be open to all organisations, whether incorporated or unincorporated, which in the opinion of the Board are interested in furthering the Company's objects. Organisational Members shall be grouped into such categories and have such rights to be represented and to vote as shall be laid down from time to time in Standing Orders made under Article 93 hereof.
 - (b) **Individual Members** – Individual Membership of the Company shall be open to all individuals who in the opinion of the Board are interested in furthering the Company's objects. Individual Members shall be grouped into such categories and have such rights to be represented and to vote as shall be laid down from time to time in Standing Orders made under Article 93 hereof.
13. Membership shall not be transferable and shall cease automatically upon winding-up of the Company or dissolution or death of any Member.

Application for Membership

14. Applications for Membership shall be accompanied by such evidence as the Board may require to establish eligibility for the category of Membership being applied for. The result of the Board's decision to admit or reject any such application (which shall be at its sole discretion) shall be communicated to the applicant as soon as practicable thereafter. The Board shall not in any case be required to give reasons for the rejection of any applicant.
15. Any applicant for Membership may apply for only one category of Membership at a time but it shall be open for them from time to time to apply to the Board for conversion of this category of Membership. This shall be made at the sole discretion of the Board in accordance with the practice prescribed in Article 5 above. It shall be a condition of Membership that each Organisational Member shall as soon as practicable after any alteration of its constitution or memorandum and articles of association, as appropriate, give written particulars to the Secretary of any such alteration and that each Individual Member shall furnish to the Secretary details of any changes in their circumstances or practice which could be a consideration in their continuing membership within the category in which they are currently registered.
16. Honorary Organisational or Individual Members may be appointed from time to time by a resolution of the Company in General Meeting. Honorary Members shall be entitled to receive notice of General Meetings of the Company and to be present thereat but shall not be

entitled to vote at General Meetings nor shall they require to pay an annual subscription.

Membership Subscription

17. Every category of Organisational and Individual Member of the Company shall require to pay an annual subscription to the Company. The amount of such subscription shall in all cases be set from time to time by the Board which shall have sole discretion in such regard. Honorary Members shall not be required to pay any subscription.
18. Every Member of the Company (not being an Honorary Member) shall pay their annual subscription on such date or dates as may from time to time be set by the Board. The Board may at their sole discretion decide that such sums shall be payable in one or more instalments.

Cessation of Membership

19. Membership of the Company shall terminate forthwith upon the occurrence of any of the following:
 - a) cessation in terms of Article 13 hereof;
 - b) failure of a Member to pay their subscription or any instalment thereof within such period as the Board may from time to time determine;
 - c) receipt by the Board of written notice from a Member intimating her/his/its resignation from Membership of the Company;
 - d) the entering into of or the making of an order for the receivership, administration or winding-up of any Member (being a Company) (or the making of an order for the sequestration of or the compounding with creditors of any Member (not being a Company);) or
 - e) the passing of a resolution of the Board in terms of Article 11 hereof.
20. Membership of the Company may be reviewed and if appropriate terminated by the Board if the Member fails to act in accordance with the Company's Articles of Association for the time being, or, if in the opinion of the Board (as to which the Board shall be the sole judge) the continued Membership of such body could bring the Company into disrepute. Without prejudice to the foregoing generality, the Board shall be entitled to terminate Membership if in its sole opinion a Member has failed or may have failed to act in accordance with or otherwise generally to treat itself as being bound (in whole or in part) by the terms of any code of ethics or code of practice which may from time to time be adopted by the Company in General Meeting. Should the Board determine that reason for review of Membership has arisen it shall refer the matter for consideration in accordance with the Standing Orders of the Company relating to the review and termination of Membership from time to time in force.

Areas of Interest

21. Members of the Board represent an area or areas of interest linked to COSCA's Development Plan as determined by the Board. The remit of the Member is to assemble a broad overview of her/his/its area of interest and keep abreast of developments in it, as far as possible.

The Board may from time to time create or dissolve areas of interest represented on it as it thinks fit. Save as may be otherwise agreed by special resolution from time to time there shall be maintained at all times the following areas of interest:

- a. Statutory agencies: Scottish Government; NHS; Local Authorities
- b. Specialist counselling areas: relationships; alcohol/drugs; bereavement; children and young people
- c. Criminal Justice: police, prisons, victims
- d. Training: Counselling Skills; Counselling; Counsellor Supervision
- e. Accreditation: Counsellors; Trainers
- f. Recognition Scheme for Organisations
- g. Ethics
- h. Funding: income generation; financial management
- i. Rurality
- j. Research

Subject thereto and to the remaining provisions of the Articles the number and designation of the areas of interest of the Company shall be laid down by the Board by Standing Order from time to time. A list of areas of interest will be notified to the Members prior to the General Meeting next following any change in their number or description.

22. The Secretary is responsible for organising an election (or elections, as the case may be) to represent the areas of interest following procedures laid down in paragraphs 61– 76 inclusive below.

General Meetings (meetings of members)

23. All general meetings other than annual general meetings shall be called general meetings.

24. The members of the Board may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for a date not later than six weeks after receipt of the requisition.

Notice of General Meetings

25. All general meetings shall be called by at least fourteen clear days' notice. A general meeting may be called by shorter notice if it is so agreed:

a) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat;

b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at a meeting of all the Members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all Members and to the members of the Board and the accountants of the Company.

26. 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.

Proceedings at General Meetings

27. No business shall be transacted at any general meeting unless a quorum is present. Fourteen persons entitled to vote upon the business to be transacted, each being a Member or a representative of or a proxy for a member, shall be a quorum.

28. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting 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 a time and place as the members of the Board may determine.

29. The chair, if any, of the Board or in her/his absence the vice-chair (if any) of the Board, whom failing some other member of the Board shall preside as chair of the meeting, but if none of the chair, the vice-chair (if any) nor such other member of the Board (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of the Board shall elect one of their number to be chair and, if there is only one member of the Board present and willing to act, she/he shall be chair.

30. If no member of the Board is willing to act as chair, or if no member of the Board is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chair.

31. A member of the Board shall, notwithstanding that she/he is not a Member of the Company, be entitled to attend and speak at any general meeting.

32. The chair may, with the consent of a 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, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a

meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

33. 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 duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- a) by the chair; and
- b) by any Member having the right to vote at the Meeting;

and a demand by a person or representative of or a proxy for a Member shall be the same as a demand by the Member.

34. Unless a poll is duly demanded a declaration by the chair 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.

35. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

36. A poll shall be taken as the chair directs and she/he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

37. In the case of any equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote she/he may have.

38. A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

39. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

40. A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which she/he was present shall be as effective as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

Votes of Members

41. At a general meeting of the Company, on a show of hands every Member present or represented (other than an Honorary Member) shall have one vote. On a poll every Member shall have the number of votes laid down by Standing Order made under Article 93 hereof.

42. Amendments to any motion to change the Memorandum and Articles of Association at a general meeting of which 14 clear days' notice has been given to Members will only be accepted if they have been delivered in writing to the chair at least two full working days before the proposed General Meeting.

43. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

44. Any instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

“COSCA (Counselling & Psychotherapy in Scotland)

I (full name in block capitals).....

Of (address).....

being a Member of the above named company, hereby appoint the chair of the AGM or failing her/him

of (address)

as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the company to be held on ___/___/___ at _____, and at any adjournment thereof.

Signed on 20__ ”

45. Where it is desired to afford Members an opportunity of instructing the proxy how she/he shall act, the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

“COSCA (Counselling & Psychotherapy in Scotland)

I (full name in block capitals).....

Of (address).....

being a Member of the above named company, hereby appoint the chair of the AGM or failing her/him

of (address)

as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the company to be held on ___/___/___ at _____, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

*Resolution No. 1 *for *against*

*Resolution No. 2 *for *against*

** Strike out whichever is not desired.*

Unless otherwise instructed, the proxy may vote as she/he thinks fit or abstain from voting.

Signed: day of 20 .”

46. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:

- a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll;
- c) or where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary or to any other member of the Board; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

47. A vote given or poll demanded by proxy or by the duly authorised representative of a Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Maximum number of Directors

48. Unless otherwise determined by ordinary resolution, the number of members of the Board shall not be less than 10, but not more than 20.

Powers of Directors

49. Subject to the provisions of the Act, the Memorandum and the Articles of Association of the Company and to any directions given by special resolution, the business of the Company shall be managed by the Board which may exercise all the powers of the Company. No alteration of the Memorandum and Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

50. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as it determines, including authority for the agent to delegate all or any of her/his powers.

Delegation

51. The Board may from time to time delegate any of its power to any sub-committee consisting of one or more members of the Board. It may also delegate to any member of the Board holding any executive office such of its powers as it considers desirable to be exercised by her/him. Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a sub-committee with two or more members shall be governed by such of the provisions of the Articles as regulate the proceedings of the Board as may be applicable. Such provision shall include, without limited to the foregoing, powers of co-option, but always provided that where a co-option is proposed by a sub-committee, details of the proposed co-optee shall be given in writing to the Secretary fourteen days before such proposed co-option is to commence, and that if, whether during such fourteen day period or subsequently, the Board shall so resolve, and shall so notify the members of the sub-committee (including the co-optee or proposed co-optee), co-option of that co-optee shall not take place or shall forthwith be terminated (as the case may be).

Constitution of the Board

52. The members of the Board are the directors of the Company and the Company's charity trustees in terms of the Charities Act.

53. Save as may be otherwise agreed by special resolution from time to time the Board shall at all times be constituted as follows:

- a) the Chair, Vice-Chair and Treasurer of the Board will be members of the Policy Board ex officio;
- b) there shall be a minimum of 1 member of the Board elected to represent the area of statutory agencies;
- c) there shall be a minimum of 1 member for each identified specialist area (see Article 21 above) of the Board elected to represent specialist counselling agencies;
- d) there shall be a minimum of 1 member of the Board elected to represent the criminal justice area of interest;
- e) there shall be a minimum of 1 member of the Board elected to represent the training area of interest;
- f) there shall be a minimum of 1 member of the Board elected to represent the accreditation area of interest;
- g) there shall be a minimum of 1 member of the Board elected to represent the recognition scheme area of interest;
- h) there shall be a minimum of 1 member of the Board elected to represent the ethics area of interest;
- i) there shall be a minimum of 1 member of the Board elected to represent the funding area of interest;
- j) there shall be a minimum of 1 member of the Board elected to represent the rurality area of interest.
- k) there shall be a minimum of 1 member of the Board elected to represent the research area of interest.

54. No person who is a paid employee of the Company may hold office as a member of the Board, but such persons may be invited to be present at meetings at the discretion of the Board. Such persons may speak at such meetings, but shall not be entitled to vote thereat and shall not be counted in the quorum.

55. The Board may from time to time co-opt up to four persons with specialist knowledge and expertise at one time as co-opted members of the Board. Such co-option shall be for the period from the date of co-option to the annual general meeting next following such co-option. No person may be co-opted where as a result of such co-option the number of members of the Board will exceed the maximum from time to time fixed in terms of Article 48. No person may be co-opted for more than 3 continuous years, but such persons shall again be eligible for co-option after the expiry of 12 months following such a three-year period. A co-opted member of the Board shall be entitled to attend and speak at meetings of the Board, but shall not be entitled to vote thereat and shall not be counted in the quorum.

56. Where a vacancy in the Board arises, a new member of the Board will be appointed following an election (or elections, as the case may be) in terms of Articles 61 to 76 inclusive.

57. A vacancy on the Board will arise:

- i) on the retirement of a member of the Board by rotation (in terms of Articles 58 to 60); or
- ii) on the occurrence of any of the Events set out in Article 79; or
- iii) at the Annual General Meeting next following the sixth anniversary of her/his original appointment; or
- iv) where a new area of interest has been created, at the annual general meeting next convened following the creation of such an area of interest.

Retirement by Rotation

58. Subject always to the provisions of Article 60 below, at every annual general meeting one third of the members of the Board who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one member of the Board who is subject to retirement by rotation, she/he shall retire.

59. Subject to the provisions of the Act, the members of the Board to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, (irrespective of which areas of interest they present) but as between persons who became or were last re-appointed members of the Board on the last day, those to retire shall be determined by lot.

60. Where at any annual general meeting there are one or more members of the Board who are to retire or demit office automatically by reason of the Articles or who have indicated their intention to retire otherwise than by rotation, such persons shall be included in calculating the number of persons who shall retire by rotation at that meeting. Where the number of persons so retiring or intending to retire otherwise than by rotation at any such meeting is equal to or greater than one third of the number of members of the Board, no member shall be required to retire by rotation at such meeting. The provisions of this Article 60 shall only apply in the cases of members of the Board who indicate their intent to retire at any annual general meeting, where notice of such intention is given in writing to the Secretary not less than ten weeks prior to the date of such meeting. In the absence of notice being so served, the vacancy thereby arising shall be treated as a casual vacancy.

Election Procedure

61. On becoming aware, for whatever reason, of an immediate vacancy or one expected prior to, or at the next annual general meeting, the Secretary shall organise an election (or elections, as the case may be) at the next annual general meeting in terms of Articles 62 to 76 inclusive below. The provisions of this Article 61 shall apply to any vacancy in the Board which may arise other than a vacancy which shall occur by reason of the disbanding of an area of interest, or by reason of the retirement or removal of any person who is a co-opted member of the Board.

62. An election will be held for each vacancy, and no more than one vacancy may be filled as a result of one election, but more than one election may be held simultaneously.

63. Where a vacancy arises among any of the areas of interest, an election shall take place at the next annual general meeting to fill that vacancy.

64. On becoming aware of a vacancy in terms of Article 61 the Secretary shall organise an election at the next annual general meeting and shall notify in writing members of COSCA:

- i) that a vacancy has arisen which is to be filled by an election;
- ii) of the identity of the outgoing member of the Board;
- iii) whether the outgoing member of the Board is eligible and willing to be re-elected, and if so the unexpired period of her/his term of eligibility for office referred to in Article 77;
- iv) of the procedure to apply to such election;
- v) of the member's right to propose a candidate for election in terms of Article 65.

65. Each member receiving notice in terms of Article 61 shall be entitled to propose a maximum of ten candidates for election, provided that such a candidate is an Individual Member of the Company and/or a worker within an Organisational Member of the Company. Such proposal shall be in writing to be received by the Secretary in advance of the annual general meeting at a date notified in writing to members by the Secretary. Any such proposals received by the Secretary later than the closing date for nominations shall not be taken account of.

66. Following the expiry of the Proposed Period the Secretary will contact the Proposed Candidate or Proposed Candidates (as the case may be) and ascertain whether they are eligible and willing to act unless she/he shall already be aware that they are so eligible and willing.

67. Where a member of the Board is due to retire by rotation, and where such Outgoing member of the Board is willing and eligible to be re-elected, she/he shall automatically be deemed to be a Proposed Candidate.

68. Where there is only one Proposed Candidate who is willing and eligible to act, that Proposed Candidate will be deemed to be the Elected Candidate in terms of Article 72.

69. Where there is more than one proposed candidate who is willing to act to fill a vacancy, the Secretary shall within seven days after the end of the proposed period prepare and send to each member eligible to vote in the election a ballot paper showing the names of all such proposed candidates. No other names shall be added to the ballot papers.

70. Each member being entitled to vote in the relevant election shall have the number of votes laid down by Standing Orders made under Article 93 hereof and shall cast their votes by indicating upon the ballot paper their preferred Proposed Candidate.

71. Completed ballot papers must be returned to the Secretary by post within 21 days of the date of posting of the ballot papers to members entitled to vote (the voting period). Any ballot paper received by the Secretary later than the expiry of the voting period shall not be taken account of.

72. Once the Voting Period has expired the Secretary shall count the votes that have been cast for each Proposed Candidate and the Proposed Candidate for whom the greatest number of votes has been cast shall be the elected candidate for the specified area of interest in respect of the vacancy on the Board. Where an equal number of votes has been cast for more than one Proposed Candidate, the deemed Electoral Candidate shall be selected by means of a lot.

73. Where there is only one elected candidate in respect of a vacancy, that person shall be deemed to be the incoming member of the Board.

74. The incoming member of the Board shall become a member of the Board with effect from the annual general meeting next convened after such election.

75. The ballot results shall be circulated to members together with the agenda for the next annual general meeting. The Board election results shall be proposed for adoption at the next annual general meeting.

76. Time shall not be of the essence as regards the provisions laid down by Articles 61 to 75 above. In the event that it shall reasonably appear to the Board that any of the provisions of such Articles shall, in their application to any individual case or class of cases, have or be capable of having a result which is manifestly unfair or unreasonable or impracticable, it shall be at the option of the Board to notify the Secretary that such provision(s) shall be waived or varied in their application to the particular case or class of cases in question with a view to producing a result which is fair, reasonable and practicable in all the circumstances. If the Board shall elect to apply the provisions of this Article in any particular case, it shall ensure that its decision is drawn to the attention of the Members at the general meeting next convened after such election and shall take into account the representations (if any) made by the Members at such meeting; no such representations shall prejudice the validity of any such decision, insofar as implemented, which shall remain in full force and effect to such extent.

Term of Office of Members of the Board

77. A member of the Board shall retire automatically from the Board at the annual general meeting next following the sixth anniversary of her/his original appointment as member of the Board, and she/he shall not be eligible for re-election at that annual general meeting.

78. A person who retires automatically in terms of Article 77 above shall be eligible for re-appointment to the Board after the expiry of twelve months following her/his retiral from office.

Disqualification and Removal of Members of the Board

79. The office of a member of the Board shall be vacated if:

- a) she/he ceases to be a member of the Board by virtue of any provision of the Act or she/he becomes prohibited by law from being a member of the Board;
- b) she/he becomes bankrupt or sequestrated or makes any arrangement or composition with her/his creditors generally; or
- c) she/he is, or may be, suffering from mental disorder and either:
 - i) she/he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health (Scotland) Act 1984 or, in England an application for admission under the Mental Health Act 1983; or
 - ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for her/his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to her/his property or affairs; or
- d) she/he resigns her/his office by notice to the Company; or
- e) she/he ceases for any reason to be an Individual Member of the Company or a worker within an Organisational Member of the Company; or
- f) the area of interest which she/he represents shall be disbanded; or
- g) she/he shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the members of the Board resolve that her/his office be vacated.

Expenses of Members of the Board

80. The members of the Board may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board or sub-committees thereof or general meetings of the Company or otherwise in connection with the discharge of their duties.

Officers of the Board

81. The members of the Board may by secret ballot appoint one or more of their number or, at their discretion, any other person from outwith the Board to the office of the chair (who shall be the chair of the Board of Directors for the purposes of the Act), vice-chair, secretary or treasurer or to any other office and may enter in an agreement or arrangement with such person for her/his employment by the Company or for the provision by her/him of any services outside the scope of the ordinary duties of a member of the Board. Subject to the provisions of this Article, any such appointment, agreement or arrangement may be made upon such terms as the members of the Board determine and they may remunerate by way of honorarium any such officer for her/his services as they think fit. Any person appointed to the office of chair/vice-chair who is not already a member of the Board will by virtue of that office become a member of the Board. The duration of office of chair and vice-chair shall be a period of three years. The Board can extend the appointment of chair and vice-chair by a further three years, provided that no person shall be entitled to hold the office of chair or vice-chair for more than six consecutive years; the duration of office of all other officers shall be at the discretion of the Board. Where a person has held office as chair or vice-chair (as the case may be) for a period of six consecutive years, twelve months must elapse before she/he is eligible for reappointment to the same office.

Proceedings of Board

82. Subject to the provisions of the Articles, the members of the Board may regulate their proceedings as they think fit. The members of the Board shall meet at least four times per year. A member of the Board may, and the Secretary at the request of a member of the Board shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a member of the Board who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

83. The quorum for the transaction of the business of the Board shall be 5, always provided that the members of the Board present shall represent at least 2 areas of interest.

84. The continuing members of the Board or a sole member of the Board may act notwithstanding any vacancies in their number, but if the number of members of the Board is less than the quorum, the continuing members of the Board or member of the Board may act only for the purpose of filling vacancies or of calling a general meeting.

85. Unless she/he is unwilling to do so, the chair shall preside at every meeting of the Board at which she/he is present. But if there is no member of the Board holding that office, or if the member of the Board holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the vice-chair (if any) shall preside at the meeting if she/he is present and willing to do so. If neither the chair nor the vice-chair is present and willing to preside, the members of the Board present may appoint one of their number to be chair of that meeting.

86. All acts done by a meeting of the Board, or of a sub-committee of the Board, or by a person acting as a member of the Board shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Board or that any of them were disqualified from holding office, or had vacated office, or were 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 member of the Board and had been entitled to vote.

87. A resolution in writing signed by all the members of the Board entitled to receive notice of a meeting of the Board or of a sub-committee thereof shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a sub-committee thereof duly convened and held and may consist of several documents in the like form each signed by one or more persons.

88. Save as otherwise provided by the Articles, a member of the Board shall not vote at a meeting of the Board or of a sub-committee thereof on any resolution concerning a matter in which she/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 her/his interest or duty arises only because the case falls within one or more of the following paragraphs:

- a) the resolution relates to the giving to her/him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by her/him for the benefit of, the Company or any of its subsidiaries; or
- 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 in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company) connected with a member of the Board shall be treated as an interest of such person.

89. A member of the Board shall not be counted in the quorum present at a meeting in relation to a resolution on which she/he is not entitled to vote.

90. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a member of the Board from voting at a meeting of the Board or of a sub-committee thereof.

91. An individual or individuals may be invited by resolution of the Company in General Meeting to serve as President and Vice-Presidents (to a maximum of 2). Candidates for these Honorary Offices shall first be proposed and seconded by members of the Board and a full Curriculum Vitae circulated to the meeting of the Board in advance of the meeting at which the decision is made to forward the name to the General Meeting for appointment.

92. The President and Vice-Presidents shall be Honorary Individual Members in terms of Article 7. Any one of these may, by general agreement of the Board be invited from time to time to preside at a General Meeting of the Company or at a meeting of the Board.

Standing orders

93. The Board may from time to time adopt standing orders for the Company to regulate its business. Such standing orders shall not conflict with the terms of the Articles and in the case of conflict the Articles shall prevail. Any standing orders adopted shall have immediate effect, and shall remain in force until either amended or disappplied by the Board, or until disappplied by resolution of the Company in General Meeting. A motion to disapply a standing order may not be made by fewer than four Members, and the passing of such a resolution shall not prejudice any decisions made pursuant to any standing order prior to such disapplication.

94. Any notice given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.