

**THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION**

of

EVALUATION SUPPORT SCOTLAND (Charity Number SC036529)

- I The Company's name is "Evaluation Support Scotland".
- II Evaluation Support Scotland's registered office is to be situated in Scotland.
- III (1) The objects of the Company are
- (a) to promote the effectiveness and efficiency of charities and of the voluntary sector by promoting learning about evaluation and the results of evaluation as a process which can be used to improve the delivery of services for the public benefit throughout Scotland; and in support of that object but not otherwise:
 - (i) to encourage life long learning and education through the involvement of service users in the evaluation and improvement of services;
 - (ii) to provide advice and support to charities and other organisations undertaking or funding charitable work about undertaking and learning from evaluation of their activities;
 - (iii) to support charities and other organisations undertaking or funding charitable work in delivering better services to those in need by reason of youth, old age, unemployment, disability, health or social problems or other disadvantage and further including, without prejudice to the generality, those living in disadvantaged neighbourhoods and minority ethnic communities;
 - (iv) to improve the delivery of services for the public benefit by encouraging funders, voluntary organisations and others to work together to reduce bureaucracy and to implement learning about effective service delivery;
 - (v) to encourage Government and other organisations to learn from the results of evaluation and thus make better use of resources for the benefit of the public; and

- (b) to promote such other purposes, objects or institutions as are charitable in law and in such proportions and manner as the Trustees shall think fit.
- (2) Evaluation Support Scotland shall have the following powers exercisable in furtherance of its said objects but not further or otherwise, namely:-
- (a) To raise funds. In doing so Evaluation Support Scotland will not undertake any substantial permanent trading activity and will comply with any relevant statutory regulations.
 - (b) To invest and deal with the monies of Evaluation Support Scotland not immediately required upon such investments, securities or property in such manner as may from time to time be determined.
 - (c) To draw, accept, endorse and issue cheques and operate bank accounts.
 - (d) To buy, take on lease or exchange, hire or otherwise acquire any property to maintain and equip it for use.
 - (e) To sell, lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
 - (f) To borrow money and to charge the whole or any part of the property belonging to Evaluation Support Scotland as security for repayment of the money borrowed.
 - (g) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
 - (h) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects.
 - (i) To acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects.
 - (j) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
 - (k) To employ or otherwise engage such officers and staff as are necessary for carrying out the work of Evaluation Support Scotland and to pay reasonable remuneration to such staff and any technical and professional advisors.
 - (l) Subject to the provisions of clause VI hereof, to pay reasonable annual sums or premiums for or towards the provision of pensions for such employees for the

time being of Evaluation Support Scotland or their dependents and may be so nominated and as may from time to time be determined.

- (m) To insure and arrange insurance cover for and to indemnify its office bearers, employees and all others acting within the authority of Evaluation Support Scotland against all such risks as Evaluation Support Scotland shall think fit and which are incurred in the course of the performance of official duties.
- (n) To pay out of the funds of Evaluation Support Scotland the costs, charges and expenses of and incidental to the formation and registration of Evaluation Support Scotland.
- (o) To delegate the administration and management of Evaluation Support Scotland or of any asset owned by Evaluation Support Scotland or in which it has an interest.
- (p) To do all such other lawful things as are necessary for or as shall further the attainment of the objects of Evaluation Support Scotland or any of them.

IV. The income and property of Evaluation Support Scotland shall be applied solely towards the promotion of its objects as set out in this Memorandum of Association and no part of such income and property shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of Evaluation Support Scotland. No Trustee shall be appointed to any office of Evaluation Support Scotland paid by salary or fees or receive any remuneration or other benefit in money or money's worth from Evaluation Support Scotland except the repayment of reasonable out-of-pocket expenses.

V. The liability of Members is limited.

VI. Every member of Evaluation Support Scotland undertakes to contribute to the assets of Evaluation Support Scotland in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of debts and liabilities of Evaluation Support Scotland contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of contributories themselves, such amount as may be required, not exceeding £1.

VII. If, upon winding up or dissolution of Evaluation Support Scotland 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 Evaluation Support Scotland, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Fund and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Fund under or by virtue of Clause VI hereof such institution or institutions to be determined by the Members of Evaluation Support Scotland at or before the time of the dissolution, and if and so far as effect cannot be given to the foregoing provisions, then to some charitable object. For the purposes of this Memorandum of Association, the expression “charitable object” shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005, and any statutory modification or re-enactment thereof, which is also regarded as a charitable purpose in relation to the application of the Taxes Acts, and the terms “charitable” and “charitable institution” shall be interpreted accordingly.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association.

Any words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

Save as aforesaid, any words or expression defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

MEMBERS

2. The subscribers to the Memorandum of Association of Evaluation Support Scotland are the first members of Evaluation Support Scotland.
3. Membership is open to other individuals or organisations who:
 - (a) apply to the Company in the form required by the Trustees; and
 - (b) are approved by the Trustees.

Only Trustees of the Company shall be eligible for membership of the Company. Any individual who ceases to be a Trustee of the Company shall cease to be a member of the Company with immediate effect, and equally any individual who ceases to be a member of the Company shall cease to be a Trustee of the Company with immediate effect.

Membership is not transferable to anyone else.

4. The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application. The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision. The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

5. Evaluation Support Scotland shall keep a register of names and addresses of the members and every member of Evaluation Support Scotland shall either sign a written consent to become a member or sign the register of members on becoming a member.
6. Membership is terminated if:
 - (a) the member dies;
 - (b) the member resigns by written notice to the Company unless, after the resignation, there would be less than two members;
 - (c) any sum due from the member to Evaluation Support Scotland is not paid in full within six months of it falling due;
 - (d) the member is removed from membership by a resolution of the Trustees that it is in the best interests of Evaluation Support Scotland that his or her membership is terminated. A resolution to remove a member from membership may only be passed if the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting.

GENERAL MEETINGS

7. An Annual General Meeting shall be held not more than eighteen months after the incorporation of Evaluation Support Scotland and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place in Scotland as may be determined by the Trustees. All other General Meetings shall be called Extraordinary General Meetings. The Trustees may call an Extraordinary General Meeting at any time.
8. An Annual General Meeting and any Extraordinary General Meeting at which it is proposed to pass a Special Resolution shall be called by twenty-one days' notice in writing at the least, and any other General Meeting by fourteen days' notice in writing at the least, exclusive in either case of the day on which the notice is served or deemed to be served and of the day for which it is given.

9. The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at any General Meeting.
10. Every notice calling a General Meeting shall specify the place and the day and hour of the meeting and in the case of an Annual General Meeting shall also specify the meeting as such. If other than routine business is to be transacted, the notice shall specify the general nature of such business and, if any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meetings, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Trustees and of the auditors, and the appointment of, and the fixing of the remuneration of the auditors.
12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. A quorum is three members entitled to vote upon the business to be conducted at the meeting.
13. If within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Trustees may determine and if at such adjourned meetings a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
14. The Convenor of Evaluation Support Scotland shall preside at every General Meeting but, if there is no such Convenor of Evaluation Support Scotland or if at any meeting such Convenor shall not be present within fifteen minutes after the time appointed for holding the meeting, the Trustees present shall choose one of their number to preside.

15. The Convenor may with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting except where the meeting has been adjourned for thirty days or more when notice of the adjourned meeting shall be given as in the case of an original meeting.
16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Convenor or not less than two Members present in person or by proxy, and unless a poll be so demanded a declaration by the Convenor of the meeting 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 minute book of Evaluation Support Scotland, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the resolution. The demand for a poll may be withdrawn.
17. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Convenor be of sufficient magnitude to vitiate the resolution.
18. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Convenor may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Convenor may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. No poll shall be demanded on the election of a Convenor of a meeting or on any question of adjournment.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the Convenor of the meeting shall be entitled to a second or casting vote.

20. 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 has been demanded.

VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote.
22. Save as herein expressly provided, no member other than a member duly registered shall be entitled to vote on any question either personally or by proxy, or as a proxy of another member, at any General Meeting.
23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy must be a member.
24. The instrument appointing a proxy shall be in writing and signed by the appointer or his attorney duly authorised in writing, or if such appointer is a corporation, under its common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf.
25. The instrument appointing a proxy must be left at the Office or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting (or, in the case of a poll, before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.
26. An instrument appointing a proxy may be in the usual common form, or in such other form as the Trustees may accept, and shall be deemed to confer authority to demand or join in demanding a poll. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
27. A vote given by proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the instrument

of the proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by Evaluation Support Scotland at the Registered Office before the commencement of the meeting or adjourned meeting or poll at which the proxy is used.

THE TRUSTEES

28. The business of Evaluation Support Scotland shall be managed by the Trustees who may exercise all such powers of Evaluation Support Scotland, and do so on behalf of Evaluation Support Scotland all such acts as may be exercised and done by Evaluation Support Scotland, and as are not by statute or by these Articles required to be exercised or done by Evaluation Support Scotland in General Meeting.
29. A Trustee must be a natural person aged 18 years or older.
30. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of these Articles.
31. The number of Trustees shall be not less than three (or such greater number as may be determined by ordinary resolution) but shall be subject to a maximum of twelve. A majority of Trustees shall be resident in the United Kingdom.
32. A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.
33. Subject to these Articles the Trustees shall be appointed for a term not exceeding three years and shall be eligible for reappointment for a second and final term of three years. After serving two consecutive terms of three years, a Trustee shall not be available for further reappointment until at least two clear calendar years have passed since the end of his second term of office.
34. At the first Annual General Meeting all the Trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient Trustees to hold a quorate meeting of the Trustees. The Trustees retiring at the first Annual General

Meeting shall be eligible for reappointment by the members at that meeting. At each subsequent annual general meeting one third of the Trustees or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. If a Trustee is required to retire at an Annual General Meeting by provision of these Articles the retirement shall take effect upon the conclusion of the meeting.

35. Evaluation Support Scotland may by Ordinary Resolution, for which special notice shall not be required, appoint a person who is willing to act to be a Trustee; and determine the rotation in which any additional Trustees are to retire.
36. No person other than a Trustee retiring by rotation may be appointed a Trustee at any General Meeting unless he is recommended for re-election by the Trustees and not less than fourteen nor more than thirty-five clear days before the date of the meeting, Evaluation Support Scotland is given notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Trustee;
 - (c) contains the details that, if the person were to be appointed, Evaluation Support Scotland would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed
37. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Trustee other than a Trustee who is to retire by rotation.
38. The Trustees may appoint a person who is willing to act to be a Trustee. A Trustee appointed by a resolution of the other Trustees must retire at the next annual general meeting and must not be taken into account in determining the Trustees who are to retire by rotation.

DISQUALIFICATION OF TRUSTEES

39. A Trustee shall cease to hold office in any of the following events, namely:-
- (a) If he resigns by notice in writing to Evaluation Support Scotland at the Registered Office.
 - (b) If he shall enter into an arrangement with his creditors or become apparently insolvent.
 - (c) If in Scotland or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a curator bonis or a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs.
 - (d) If he is prohibited in law from being a Trustee or ceases to be a Trustee by virtue of any provision of the Act or any statutory modification or re-enactment thereof or if he is disqualified from the office of charity trustee under the Charities and Trustee Investment (Scotland) Act 2005 or any statutory modification or re-enactment thereof or in any other circumstance in which the Office of the Scottish Charity Regulator requires his removal from office as a charity trustee;
 - (e) If he shall for more than eighteen months have been absent without permission of the Trustees from meetings held during that period and the Trustees resolve that his office be vacated.
 - (f) If not less than 75% of the other Trustees in office at the time decide that he has acted in such a way as to bring Evaluation Support Scotland into disrepute: In these circumstances he will have the opportunity to make such representations as he wishes at a meeting which the Trustees will call for these purposes.

PROCEEDINGS OF THE TRUSTEES

40. The Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be

determined by a majority of votes, and in the case of an equality of votes the Convenor shall have a second or casting vote. Any member of the board of Trustees may, and the Secretary may or the requisition of a Trustee shall, at any time, summon a meeting of the Trustees. It shall not be necessary to give notice of a meeting of the board of Trustees to any member for the time being absent from the United Kingdom.

- 41 At any time when the number of Trustees exceeds five, the quorum necessary for the transaction of the business of the Trustees shall be the number nearest to one third of the total number of Trustees then in office. At any time when the number of Trustees is equal to or less than five, the quorum necessary for the transaction of the business of the Trustees shall be two. A meeting of the Trustees at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Trustees.
42. The continuing Trustees may act notwithstanding any vacancies, but, if and so long as the number of Trustees is reduced below the minimum number fixed by or in accordance with these Articles., the continuing Trustee or Trustee may act for the purpose of filling up such vacancies or of summoning General Meetings of Evaluation Support Scotland, but for no other purpose.
43. The Trustees shall appoint one of their number to be Convenor to hold office for up to three years. The Convenor shall be eligible for reappointment. The Convenor will chair all meetings of the board of Trustees. If no Convenor shall have been appointed, or if at any meeting the Convenor shall not be present within fifteen minutes after the time appointed for holding the same, the Trustees present may choose one of their number to be Convenor of the meeting.
44. A resolution in writing signed by all Trustees for the time being in the United Kingdom shall be effective as a resolution passed at a meeting of the Trustees duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Trustees.
45. The Trustees may delegate any of their powers to any one or more committees consisting of such number of Trustees as the Trustees shall think fit; any committee so

formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Trustees. It shall be open to the Trustees, or to any committee, to co-opt persons other than Trustees to be members of any committee, where that would in the opinion of the Trustees be of benefit to Evaluation Support Scotland. Any such co-options shall be subject to the approval of the Trustees at a meeting of the board of Trustees, and such co-options may be made subject to such terms and conditions, including terms and conditions as to the duration of the co-option, as the Trustees may determine.

46. The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees; provided that no resolution of any committee shall be effective unless such resolution is approved by the Trustees.
47. All acts done by any meeting of the Trustees or any committee, or by any person acting as a Trustee or as a member of committee, shall as regards all persons dealing in good faith with the Fund, notwithstanding that there was some defect in the appointment or continuance in office of any Trustee or member of a committee or person acting as such or that any such member or person was disqualified 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 Trustee or a member of a committee and had been entitled to vote.
48. Any one or more (including without limitation, all) of the Trustees or any committee of the Trustees may participate in a meeting of the Trustee or such committee:-
 - (a) by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.
 - (b) by a succession of telephone calls to Trustees from the Convenor or the chairman of the meeting following disclosure to them of all material points. Participating by such means shall constitute presence in person at a meeting.

Such meetings shall be deemed to have occurred at the place where most of the directors participating are present or at the place where the Convenor of that meeting is present.

POWERS OF THE TRUSTEES

49. The business of Evaluation Support Scotland shall be managed by the Trustees who may pay all expenses incurred in promoting and registering Evaluation Support Scotland, and may exercise all such powers of Evaluation Support Scotland as are not, by the Act or by these Articles, required to be exercised by Evaluation Support Scotland in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulation being not inconsistent with the aforesaid provisions as may be prescribed by Evaluation Support Scotland in general meeting; but no regulation made by Evaluation Support Scotland in general meeting shall invalidate any prior act of the Trustees which would have been valid if that regulation had not been made.
50. All cheques, and all receipts for moneys paid to Evaluation Support Scotland, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine.
51. The Trustees shall cause minutes to be made in books provided for the purpose of all appointments of officers made by the Trustees, of the names of the Trustees present at each meeting of the Trustees and of any committee of the Trustees or established by the Trustees, and of all resolutions and proceedings at all meetings of Evaluation Support Scotland, and of the Trustees and of the committees of or established by the Trustees.

SECRETARY

52. The Secretary shall be appointed by the Trustees, for such time, at such remuneration (unless he is also a Trustee) and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed

may act in place of the Secretary if there is no Secretary or no Secretary capable of acting.

THE SEAL

53. Evaluation Support Scotland shall not have a seal.

ACCOUNTS

54. Accounting records sufficient to show and explain Evaluation Support Scotland's transactions and otherwise comply with the Act shall be kept at the Registered Office, or at such other place within Scotland as the Trustees think fit, and shall at all times be open to inspection by the Trustees. Subject as aforesaid no Member of Evaluation Support Scotland or other person shall have any right of inspecting any account or book or document of Evaluation Support Scotland except as conferred by statute or ordered by court of competent jurisdiction or authorised by the Trustees.

NOTICES

55. Any notice or document may be served by Evaluation Support Scotland on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at the registered address as appearing in the register of Members or to such other address as he may supply to the Fund for the giving of notices to him, and any such notice so served by post shall be deemed to have been duly served notwithstanding that such Member be then dead or bankrupt and whether or not Evaluation Support Scotland have notice of his death or bankruptcy.
56. Any notice or document served by post shall be deemed to have been served at the expiration of twenty-four hours (or where second class mail is employed, forty-eight hours) after the letter containing the same is posted, and in proving such service it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted.

INDEMNITY

57. Subject to the provisions of the Act and of the Memorandum of Association a Trustee, Auditor or Independent Examiner, Secretary or other officer of Evaluation Support Scotland shall be entitled to be indemnified by Evaluation Support Scotland against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. The Trustees are specifically empowered to purchase and maintain in force a policy of trustee indemnity insurance in respect of their actings and omissions at Trustees.

WINDING UP

58. Upon winding up of Evaluation Support Scotland the provisions of clause VII of the Memorandum of Association shall have effect and be observed as if the same were repeated in these Articles.