

ARTICLES OF ASSOCIATION

As approved by members on 29th June 2012.

Name change from The Ericht Trust Limited 29th January 2018

Articles 21, 22 & 55 revised by members - Extraordinary General Meeting held on 19th June 2019

Articles approved by members at an Extraordinary General Meeting held on 5th May 2020 via Zoom video call

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION of BLAIRGOWRIE & RATTRAY DEVELOPMENT TRUST LIMITED

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Constitution of company

- 1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

Defined terms

- 2 In these articles of association, unless the context requires otherwise:
 - a) “Act” means the Companies Act 2006;
 - b) “charity” means a body which is either a Scottish Charity, or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
 - c) “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - d) “electronic form” and “electronic means” have the meanings given in section 1168 of the Act;
 - e) “OSCR” means the Office of the Scottish Charity Regulator;
 - f) “property” means any property, heritable or moveable, real or personal, wherever situated;
 - g) “Scottish Charity” means a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005;
 - h) “subsidiary” has the meaning given in section 1159 of the Act;
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

- 4 The company has been formed to benefit the community of Blairgowrie and Rattray (defined as the towns of Blairgowrie and Rattray and the area within a six mile radius of the bridge over the river Ericht between Blairgowrie and Rattray) (“the Community”) with the following objects to be exercised following the principles of sustainable development (where sustainable development means development which meets the needs of the present without compromising the ability of future generations to meet their own needs) namely:
 - a) to manage community land and associated assets for the benefit of the community and the public in general
 - b) to provide recreational facilities, or organise recreational activities which will be available to members of the community and public at large with the object of improving the conditions of life of the community
 - c) to advance community development including urban or rural regeneration within the community
 - d) to advance the education of the community about its environment, culture, heritage and/or history
 - e) to advance environmental protection or improvement including preservation, sustainable development and conservation of the natural environment, the maintenance, improvement or provision of environmental amenities for the

community and/or the preservation of buildings or sites of architectural, historic or other importance to the community.

- 5 The company's objects are restricted to those set out in article 4 (but subject to article 6).
- 6 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

- 7 In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:
 - a) *To manage community land and associated assets for the benefit of the Community and the public in general as an important part of the protection and sustainable development of Scotland's natural environment.*
 - b) To establish, maintain, develop and/or operate a centre or centres providing facilities for childcare, community learning, healthy living initiatives, educational and cultural activities, training activities, leisure pursuits and accommodation for community groups, and for public sector agencies which provide services of benefit to the community, and which may include refreshment facilities.
 - c) To advise in relation to, prepare, organise, conduct and/or support training courses, educational and training events and activities of all kinds.
 - d) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio visual recordings, multimedia products and display materials, and to create and maintain a website or websites.
 - e) To promote, operate, co-ordinate, monitor, and/or support other projects and programmes (which may include workspace projects) which further the objects of the company.
 - f) To provide information, advisory, support and/or consultancy services which further the objects of the company.
 - g) To liaise with local authorities, central government authorities and agencies, charities/community benefit bodies and others, all with a view to furthering the objects of the company.
 - h) *To register any interest in land and to exercise any rights to buy under Part 2 of the Land Reform (Scotland) Act 2003 and/or any right to buy under Part 3A of the Land Reform (Scotland) Act 2003 and/or any right to buy under Part 5 of the Land Reform (Scotland) Act 2016.*
 - i) *To make any participation request under Part 3 of the Community Empowerment (Scotland) Act 2015 and/or any asset transfer requests under Part 5 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request.*
 - j) To carry on any other activities which further any of the above objects.

- k) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- l) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- m) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.
- n) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- o) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- p) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- q) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- r) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependents.
- s) To engage such consultants and advisers as are considered appropriate from time to time.
- t) To effect insurance of all kinds (which may include officers' liability insurance).
- u) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- v) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- w) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- x) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- y) To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- z) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity.
- aa) To do anything which may be incidental or conducive to the furtherance of any of the company's objects

Restrictions on use of the company's assets

- 8 The income and property of the company shall be applied solely towards promoting the company's objects (as set out in article 4) *in particular (but without limiting the generality of that provision) any surplus funds or assets of the company must be applied for the benefit of the community.*
- 9 No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
- 10 No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
- 11 No benefit (whether in money or in kind) shall be given by the company to any director except:
 - a) repayment of out-of-pocket expenses; or
 - b) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

Liability of members

- 12 Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
 - a) payment of the company's debts and liabilities contracted before he/she ceases to be a member;
 - b) payment of the costs, charges and expenses of winding up; and
 - c) adjustment of the rights of the contributories among themselves.

MEMBERS

General structure

- 13 The structure of the company consists of:
 - a) the MEMBERS – comprising (i) Ordinary Members who have the right to attend the annual general meeting (and any other general meeting) and have important powers under the articles of association and the *Companies* Act; in particular, the Ordinary Members elect people to serve as directors and take decisions in relation to changes to the articles themselves and (ii) the Associate Members
 - 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.

Categories of members

- 14 For the purpose of these articles:-
 - a) "Ordinary Member" means a member who fulfills the qualifications set out in article 17; "Ordinary Membership" shall be interpreted accordingly;
 - b) "Associate Member" means a member admitted under article 18 (as read with article 19); "Associate Membership" shall be interpreted accordingly.

15 Associate Members are not eligible to stand for election to the Board nor are they eligible to vote at any general meeting.

Qualifications for membership

16 The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 17 to 28.

17 Ordinary Membership shall (subject to articles 21, 22 and 26) be open to any person aged 18 years or over who:

- a) is ordinarily resident in the Community (as defined as in article 4);
- b) is entitled to vote at a local government election in a polling district that includes the Community or part of it; and
- c) supports the objects and activities of the company.

18 Associate Membership shall be open (subject to article 19) to organisations (wherever they have their principal office or place of business or main area of operation) that support the objects and activities of the company.

19 In the case of an organisation which is not a corporate body, the organisation itself cannot be a member of the company; instead, membership shall be open to an individual nominated by that organisation (where the organisation would qualify for membership under article 18), but on the basis that no more than one individual nominated by each organisation under this article 19 can be a member at any given time.

20 An individual, once admitted to Ordinary Membership, shall automatically cease to be a member if he/she ceases to be eligible for Ordinary Membership in terms of article 17.

21 Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

Application for membership

22 Any person who wishes to become a member must sign, and lodge with the company, a written application for membership; specifying the category of membership for which he/she is applying.

23 Any organisation which is a corporate body and wishes to become an Associate Member must lodge with the company a written application for membership, signed on its behalf by an appropriate officer of that organisation.

24 Any individual nominated under article 19 by an organisation which is an unincorporated body who wishes to become an Associate Member must lodge with the company a written application for membership, signed by him/her and also signed by an appropriate officer of the organisation which is nominating him/her for membership

25 The company shall supply a form for applying for membership to any individual or organisation on request.

26 *An individual applying for Ordinary Membership shall, if the company so requests, supply such evidence as the company may reasonably request to demonstrate that he/she fulfils the qualifications set out in article 17.*

27 *At the first directors' meeting which is held after receipt of an application, the directors shall review the application (together with any evidence supplied under article 26) to*

determine whether the applicant fulfils the qualifications for membership set out in article 17 or 18; if, on the basis of that review the applicant fulfils the qualifications for membership, the directors shall admit the applicant to membership and, within a reasonable time after the meeting, notify the applicant of the outcome of the application.

28 *For the avoidance of doubt, in determining whether or not any individual fulfils the qualifications for membership, the directors shall adhere to a transparent process which enshrines the principles of equal treatment and non-discrimination.*

Minimum number of members

29 *The minimum number of members is 20; and at least three quarters of the members must, at all times, be Ordinary Members.*

30 *In the event that either or both of the requirements under article 29 cease to be met through a reduction in the number of members or a reduction in the proportion of Ordinary Members included within the membership, the directors may not conduct any business other than to ensure the admission of sufficient members, (or, as the case may be Ordinary Members) to ensure that those requirements are met once more.*

Membership subscription

31 Members will require to pay a one-off lifetime membership subscription of £5, with their membership taking effect from the date of payment. In order to regulate the position for members who paid their subscription at the AGM held on 15th January 2019; they are considered to have paid their lifetime subscription as now described under this amended article.

32 If the membership subscription payable by any member remains outstanding more than four weeks after the date on which it fell due (and providing he/she/it has been given at least one written reminder) the directors may, by resolution to that effect, expel him/her/it from membership; for the avoidance of doubt, it will be open to an individual or organisation expelled from membership under this article to reapply for membership should they so wish.

33 Any person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

34 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

35 Where an individual was admitted to Associate Membership on the basis of nomination by an organisation which is not a corporate body, the entries against his/her name in the register of members shall include details of the organisation which nominated him/her for membership.

Withdrawal from membership

36 Any individual or organisation who/which wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.

37 An organisation which has nominated an individual for membership under article 19 may withdraw its nomination at any time, by way of notice to the company to that effect,

signed by an appropriate officer of that organisation; on receipt of the notice by the company, he/she will automatically cease to be a member.

Expulsion from membership

38 Any person may be expelled from membership by special resolution (see article 51), providing the following procedures have been observed:

- a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
- b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

39 Membership shall cease:

- a) In the case of an individual on death
- b) In the case of an organisation, on the liquidation, winding-up, dissolution or striking-off of that organization
- c) In the case of an individual admitted to membership on the basis of nomination by an organisation which is not a corporate body, if that organisation is wound-up or dissolved.

40 A member may not transfer his/her membership to any other person or organization.

GENERAL MEETINGS

General meetings (meetings of members)

41 The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.

42 Not more than 15 months shall elapse between one annual general meeting and the next.

43 The business of each annual general meeting shall include:

- a) A report by the chair on the activities of the company
- b) consideration of the annual accounts of the company
- c) the election/re-election of directors, as referred to in articles 78 to 82.

44 Subject to articles 41 and 45, the directors may convene a general meeting at any time.

45 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

46 At least 14 clear days' notice must be given of any general meeting.

- 47 The reference to “clear days” in article 46 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 48 A notice calling a meeting shall specify the time and place of the meeting; it shall
- a) indicate the general nature of the business to be dealt with at the meeting; and
 - b) if a special resolution (see article 51) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 49 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 50 Notice of every general meeting shall be given *to all the members and directors*:
- a) in hard copy form
 - b) in writing or (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
 - c) (subject to the company notifying members of the presence of the notice on the website and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

- 51 For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 46 to 50; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the total number of votes cast in relation to the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 52 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- a) to alter its name
 - b) to alter any provision of these articles or adopt new articles of association.
- 53 *If the company is a Scottish charity, amendments to the objects of the company (as set out in article 4) will require prior approval of OSCR; and OSCR’s prior approval is also required in relation to any change of name.*
- 54 For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 46 to 50.

Procedure at general meetings

- 55 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall (subject to article 56) be 5 individuals entitled to vote (each being an Ordinary Member or a proxy for an Ordinary Member).

- 56 A quorum shall not be deemed to be present at any general meeting unless the Ordinary Members present or represented by proxy at the meeting form the majority of the members present or represented by proxy at the meeting.
- 57 For the avoidance of doubt, Associate Members shall not be counted in determining whether a quorum is present at any general meeting.
- 58 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 59 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 60 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such date, time and place as the chairperson may determine.
- 61 Every Ordinary Member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 62 For the avoidance of doubt, Associate Members shall have no power to vote at general meetings.
- 63 Any Ordinary Member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or
 - b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require);
- providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 64 An instrument of proxy which does not conform with the provisions of article 63, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 65 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 66 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.
- 67 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

- 68 An Associate Member which is a corporate body shall be entitled to appoint an individual to attend and speak at any general meeting as its authorised representative.
- 69 If there are an equal number of votes for and against any resolution proposed at a general meeting, the chairperson of the meeting shall not be entitled to a casting vote.
- 70 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as Ordinary Members or proxies for Ordinary Members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 71 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

DIRECTORS

Categories of director

- 72 For the purposes of these articles:

“Member Director” means a director (drawn from the membership of the company) appointed under articles 78 to 82:

“Co-opted Director” means a (non-member) director appointed or reappointed by the directors under articles 83 and 84.

Maximum/minimum number of directors

- 73 The maximum number of directors shall be 12; out of that number, no more than 3 shall be Co-opted Directors.
- 74 At any given time, Directors who are also Ordinary Members must form a majority of the total number of directors in office.
- 75 The minimum number of directors shall be 3, of whom a majority must be Member Directors.

Eligibility

- 76 A person shall not be eligible for election/appointment as a Member Director unless he/she is a member of the company; a person appointed as a Co-opted Director need not, however, be a member of the company.
- 77 A person shall not be eligible for election/appointment as a director if he/she is an employee of the company.

Election, retiral, re-election: Member Directors

- 78 At each annual general meeting, the members may (subject to articles 73 to 77) elect any member (providing he/she is willing to act) to be a director (a “Member Director”).
- 79 The directors may (subject to articles 73 to 77) at any time appoint any member (providing he/she is willing to act) to be a director (a “Member Director”).
- 80 At each annual general meeting (other than the first)

- a) any Member Director appointed under article 79 during the period since the preceding annual general meeting shall retire from office;
- b) out of the remaining Member Directors, one third (to the nearest round number) shall retire from office.

81 The directors to retire under paragraph (b) of article 80 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.

82 A director who retires from office under article 80 or 81 shall be eligible for re-election

Appointment/re-appointment: Co-opted Directors

83 In addition to their powers under article 79, the directors may (subject to articles 73 to 77) at any time appoint any non-member of the company (providing he/she is willing to act) to be a director (a "Co-opted Director") either on the basis that he/she has been nominated on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors.

84 At each annual general meeting, all of the Co-opted Directors shall retire from office – but shall then be eligible for re-appointment under article 83.

Termination of office

85 A director shall automatically vacate office if:

- a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;
- b) he/she becomes debarred under any statutory provision from being a charity trustee (within the meaning of section 106 of the Charities and Trustee Investment (Scotland) Act 2005);
- c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
- d) (in the case of a Member Director) he/she ceases to be a member of the company;
- e) he/she becomes an employee of the company;
- f) he/she resigns office by notice to the company;
- g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors and the directors resolve to remove him/her from office;
- h) *he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a serious breach of the code of conduct for directors (as referred to in article 115); or*
- i) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

86 *A resolution under paragraph (h) of article 85 shall be valid only if:*

- a) *the director who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;*
- b) *the director concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and (in the case*

of a resolution under paragraph (h) of article 85) at least two thirds (to the nearest round number) of the directors vote in favour of the resolution.

Register of directors

87 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

Office bearers

88 The directors shall elect from among themselves a chair and such other office bearers (if any) as they consider appropriate.

89 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting but shall then be eligible for re-election.

90 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

91 Subject to the provisions of the Act and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.

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

Personal interests

93 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 108) from voting on the question of whether or not the company should enter into that arrangement.

94 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.

95 Provided:

- a) he/she has declared his/her interest;
- b) he/she has not voted on the question of whether or not the company should enter into the relevant arrangement; and
- c) the requirements of articles 96,97 and 108 are complied with,

a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 94) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

96 No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director.

97 Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then:

- a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
- b) the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
- c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).

98 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

DIRECTORS' MEETINGS

Procedure at directors' meetings

99 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.

100 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall (subject to article 101) have a casting vote.

101 The chairperson of the meeting shall not be entitled to have a casting vote if he/she is a Co-opted Director. Replace with
A chairperson who is not an Ordinary Member shall not be entitled to vote.

102 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall (subject to article 103) be 3.

103 A quorum shall not be deemed to be constituted at any meeting of directors unless the Member Directors who are also Ordinary Members form a majority of the total number of directors present at the meeting.

104 A director may participate in a board meeting by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the directors participating in the meeting can hear each other; a director participating in a meeting in this manner shall be deemed to be present in person at the meeting.

105 If at any time the number of directors in office falls below the number fixed as the quorum or ceases to comply with the provisions of article 75, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.

106 Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.

107 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.

108 A director shall not vote at a directors' meeting (or at a meeting of a sub-committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.

109 For the purposes of article 108, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

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

111 The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 108 to 110.

Conduct of directors

112 *It is the duty of each director of the company to take decisions (and exercise his/her other powers and responsibilities as a director) in such a way as he/she considers will be in the best interests of the company and will promote the success of the company in furthering its objects, and irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question.*

113 Each of the directors shall, in exercising his/her functions as a director of the company, act in the interests of the company; and, in particular, must:

- a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects (as set out article 4)
- b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
- c) in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party
 - i) put the interests of the company before that of the other party, in taking decisions as a director
 - ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question
- d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

114 In addition to the duties outlined in article 112, all of the directors must take such steps as are reasonably practicable for the purpose of ensuring: -

- a) That any breach of any of those duties by a director is corrected by the director concerned and not repeated; and

- b) That any director who has been in serious or persistent breach of those duties is removed as a director

115 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors from time to time; for the avoidance doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained within these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Delegation to sub-committees

116 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.

117 Any delegation of powers under article 116 may be made subject to such conditions as the directors may impose and may be revoked or altered.

118 The rules of procedure for any sub-committee shall be as prescribed by the directors.

ADMINISTRATION

Operation of bank accounts

119 The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company; at least one out of the two signatures must be the signature of a director.

120 Where the company uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in article 119.

Secretary

121 The directors shall (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the conditions of appointment, shall be as determined by the directors; the company secretary may be removed by them at any time.

Minutes

122 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

123 Any person may request a copy of the minutes of general meetings or meetings of the directors of the company and, provided that the request is reasonable, the company must, subject to article 124 provide a copy of the minutes to that person within 28 days of the request.

124 Where a request for a copy of the minutes is made under article 123, the company may withhold information contained in the minutes provided the person requesting the minutes is informed of the reason for doing so.

Accounting records and annual accounts

- 125 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 126 *The accounting records shall be maintained by the treasurer and overseen by the chair, or otherwise by, or as determined by, the directors; such records shall be kept at such place or places as the directors think fit and shall always be available for inspection by the directors.*
- 127 The directors shall prepare annual accounts, complying with all relevant statutory requirements.
- 128 *Subject to article 129, the directors shall ensure that an audit of the annual accounts is carried out by an auditor.*
- 129 *Notwithstanding the provisions of article 128, an audit (within the meaning of the Act) by a company auditor (as defined in the Act) shall not be required, in a case where the company is exempt (under the Act) from the requirements to have an audit, if and to the extent that proper arrangements for the auditing or independent examination of the company's accounts are made in a manner which satisfies the requirements of the Act and (if the company is a Scottish charity at the time) the requirements of the Charities and Trustee Investment (Scotland) Act 2005.*
- 130 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or authorised by ordinary resolution of the company.

Notices

- 131 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 132 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 133 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

MISCELLANEOUS

Winding-up

- 134 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company; that property shall instead be transferred to some other

charity or charities (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the company.

135 The charity or charities to which property is transferred under paragraph (a) shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time.

136 To the extent that effect cannot be given to the provisions of paragraphs (b) and (c) of this clause 7, the relevant property shall be applied to some other charitable purpose or purposes.

Indemnity

137 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted **or** any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

138 The company shall be entitled (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may (subject to the provisions of section 68A) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).