



THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

ENGAGE RENFREWSHIRE

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COMPANY NUMBER: SC120101**

CONTENTS		
GENERAL	constitution of the company, defined terms, objects, powers, application of income and property, limit on liability	Articles 1 to 11
MEMBERS	general, membership, categories, qualifications, application, withdrawal, expulsion, register	Articles 12 to 31
GENERAL MEETINGS (meetings of members)	general, notice, procedure, virtual participation, voting, technical objections to remote participation, resolutions	Articles 32 to 76
DIRECTORS	transitional arrangements, categories, maximum number, eligibility, election/removal/retirement member directors, appointment/re-appointment co-opted directors, termination of office, office bearers, personal interests, conduct, remuneration and expenses, powers	Articles 77 to 118
DIRECTORS' MEETINGS	procedure	Articles 119 to 139
ADMINISTRATION	committees, secretary, minutes, accounts, notices	Articles 140 to 154
MISCELLANEOUS	winding-up, indemnity	Articles 155 to 159

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:-
 - 2.1 **“Act”** means the Companies Act 2006;
 - 2.2 **“charity”** means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 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;
 - 2.3 **“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;
 - 2.4 **“conflict of interest”** includes a conflict of interest and duty, and a conflict of duty;
 - 2.5 **“Conflict Situation”** means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any director has or could have a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company including (without limitation) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the company could take advantage of the property, information or opportunity);
 - 2.6 **“electronic form”** has the meaning given in section 1168 of the Act;
 - 2.7 **“OSCR”** means the Office of the Scottish Charity Regulator;
 - 2.8 **“property”** means any property, heritable or moveable, real or personal, wherever situated; and
 - 2.9 **“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's objects are:-
- 4.1 To promote civic responsibility, volunteering, the voluntary sector or the effectiveness or efficiency of charities principally in Renfrewshire and neighbouring local authorities (“**the Operating Area**”).
 - 4.2 To relieve poverty primarily among the residents of the Operating Area.
 - 4.3 To advance education primarily among the residents of the Operating Area, particularly among young people and the unemployed.
 - 4.4 To promote training in skills of all kinds, particularly such skills as will assist primarily residents of the Operating Area in obtaining paid employment.
 - 4.5 To advance community development and regeneration primarily within the Operating Area and particularly (but without limitation) through:
 - 4.5.1 assisting in the planning of changes to the housing and physical environment as part of a wider strategy for relief of the problems of poverty within the Operating Area;
 - 4.5.2 the promotion of trade and industry, for the benefit of the general public.
 - 4.6 To advance health (including the provision of health education) and to assist in the relief of ill health primarily among the residents of the Operating Area.
 - 4.7 To promote, operate, establish and/or support other similar projects, programmes and/or schemes which further charitable purposes, particularly for the benefit of residents of the Operating Area,
- and to do so in a manner which is in line with the aims of Renfrewshire Community Planning Partnership.

- 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 power to do anything which is calculated to be in furtherance of those objects or is conducive or incidental to doing so.

APPLICATION OF INCOME AND PROPERTY

- 8 Subject to article 9:
- 8.1 the income and property of the company shall be applied solely towards the promotion of its objects as set out in article 4
 - 8.2 no part of the income and property of the company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the company
 - 8.3 no director of the company shall be appointed to any office under the company in respect of which a salary or fee is payable
 - 8.4 no benefit in money or money's worth shall be given by the company to any director except repayment of out-of-pocket expenses.
- 9 The company shall, notwithstanding the provisions of article 8 be entitled:
- 9.1 to pay reasonable and proper remuneration to any director or member of the company in return for services actually rendered to the company
 - 9.2 to pay interest at a rate not exceeding the commercial rate on money lent to the company by any director or member of the company
 - 9.3 to pay rent at a rate not exceeding the open market rent for premises let to the company by any director or member of the company
 - 9.4 to purchase assets from, or sell assets to, any director or member of the company providing such purchase or sale is at market value.

LIMIT ON MEMBERS' LIABILITY

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

GENERAL STRUCTURE

- 12 The structure of the company consists of:
- 12.1 the MEMBERS - who have the right to attend general meetings and have important powers under the articles of association and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves
 - 12.2 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.

MEMBERSHIP

- 13 The members of the company shall consist of the subscribers to the memorandum of association and such other persons and bodies as are admitted to membership under articles 17 to 26.
- 14 Membership shall cease
- 14.1 on death; or
 - 14.2 (in the case of a corporate body) on the dissolution, winding-up, striking-off or receivership of the body which constituted the member; or
 - 14.3 on receipt of a notice of retiral of the relevant individual or body from membership under article 28; or

- 14.4 on receipt of a notice withdrawing the nomination of the relevant individual under article 29.
- 15 A member may not transfer his/her/its membership to any other individual or body.

CATEGORIES OF MEMBERSHIP

- 16 For the purposes of these articles:
- 16.1 **“Group Member”** means a member admitted under paragraph 17.1;
- 16.2 **“Individual Member”** means a member admitted under paragraph 17.2;
- 16.3 **“Public/Private Member”** means a member admitted under paragraph 17.3.

QUALIFICATIONS FOR MEMBERSHIP

- 17 Membership shall be open to
- 17.1 any third sector or community organisation operating in the Operating Area and which supports the objects of the company;
- 17.2 any individual who lives, works or volunteers in the Operating Area and who supports the objects of the company; and
- 17.3 any public or private sector organisation operating in the Operating Area which supports the objects of the company.
- 18 Any reference in article 17 to an unincorporated body shall be deemed to be a reference to an individual nominated for membership by such unincorporated body.
- 19 No more than one individual nominated by each unincorporated body may constitute a member at any given time.
- 20 An individual or organisation shall not be admitted as a member under more than one category at any given time.
- 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 incorporated body eligible for membership under article 17 which wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed on its behalf by one of its authorised officers.
- 23 Any individual eligible for membership under article 17.1 or 17.3 (as read with articles 18 and 19) who wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require); the application for membership shall be signed by him/her and shall also be signed by an authorised officer of the body nominating him/her for membership.
- 24 Any individual eligible for membership under paragraph 17.2 who wishes to become a member must sign, and lodge with the company, a written application for membership (in such form as the directors require).
- 25 The directors may, at their discretion, refuse to admit any individual or body to membership.
- 26 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.
- 27 For the avoidance of doubt, a body eligible for membership under article 17 which is already a member as at the time when the resolution adopting these articles of association is passed will not require to submit an application for membership under article 22.

WITHDRAWAL FROM MEMBERSHIP

- 28 Any individual or body who/which wishes to withdraw from membership shall sign (in the case of a corporate body through an appropriate officer), and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she/it shall cease to be a member.
- 29 If an unincorporated organisation which has nominated an individual for membership under paragraph 17.1 or 17.2 (as read with articles 18 and 19) wishes to withdraw its nomination of any individual for membership, it shall lodge a notice in writing with the company to that effect (in such form as the directors require), signed on its behalf by an authorised officer of that body; on receipt of the notice by the company, the individual admitted to membership on the basis of nomination by that body shall cease to be a member.

EXPULSION FROM MEMBERSHIP

30 Any Individual Member may be expelled from membership by special resolution (see article 70), providing the following procedures have been observed:

30.1 at least 14 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion; and

30.2 the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

REGISTER OF MEMBERS

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

GENERAL MEETINGS

32 The directors shall convene an annual general meeting in each year.

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

34 The business of each annual general meeting shall include:

34.1 a report by the chair on the activities of the company;

34.2 consideration of the annual accounts of the company; and

34.3 the election/re-election of directors, as referred to in article 83.

35 Subject to articles 32, 33 and 36, the directors may convene a general meeting at any time.

36 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

37 At least 14 clear days' notice of a general meeting must be given to all the members, directors and (if auditors are in office at the time) to the auditors.

- 38 The reference to “clear days” in article 37 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.
- 39 A notice calling a meeting shall specify the date, time and place of the meeting; it shall:
- 39.1 indicate the general nature of the business to be dealt with at the meeting;
 - 39.2 if a special resolution (see article 70) (or a resolution requiring special notice under the Act) is to be proposed, state that fact, giving the exact terms of the resolution; and
 - 39.3 contain a statement informing members of their right to appoint a proxy.
- 40 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 41 Notice of every general meeting shall be given:
- 41.1 in hard copy form;
 - 41.2 (where the individual or body to whom/which notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
 - 41.3 (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.
- 42 If members and directors are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s) (see article 46), the notice (or notes accompanying the notice) must:
- 42.1 set out details of how to connect and participate via that link or links; and
 - 42.2 (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members’ attention to the following options:

- 42.2.1 participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - 42.2.2 appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should use that proxy vote in relation to each resolution to be proposed at the meeting;
 - 42.2.3 (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting;
 - 42.2.4 (where article 44 applies) submitting questions and/or comments in advance of the meeting.
- 43 If participation in the meeting is to be by way of audio and/or audio-visual links - with no intention for the meeting to involve attendance in person by two or more members in any particular location - the place of the meeting shall, for the purposes of the notice calling the meeting, be taken to be the place where the anticipated chairperson of the meeting is expected to be, as at the time fixed for the commencement of the meeting; and, if it transpires that the chairperson of the meeting is at some other place as at the commencement of the meeting, the meeting shall be taken to have been validly adjourned to that other place.
- 44 Where a general meeting is to involve participation solely via audio and/or audio-visual links, the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to article 45) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.
- 45 Where article 44 applies, the chairperson of a general meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.

PROCEDURE AT GENERAL MEETINGS

- 46 The directors may if they consider appropriate (and must, if that is required under article 47) make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:

- 46.1 the means by which members and directors can participate via those link(s) are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;
- 46.2 the notice calling the meeting (or notes accompanying the notice) contains the information required under article 42; and
- 46.3 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and directors who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and directors (if any) who are attending in person (and vice versa).
- 47 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the membership, the board must make arrangements for members and directors to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in articles 46.1 to 46.3 will apply.
- 48 A general meeting may involve two or more members or directors participating via attendance in person while other members and/or directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 49 References in articles 42 to 45 and articles 46 to 48 to members should be taken to include proxies for members and authorised representatives of members which are corporate bodies.

PROCEEDINGS AT GENERAL MEETINGS

- 50 No business shall be transacted at any general meeting unless a quorum is present; ten members present and entitled to vote (in the case of an incorporated body, represented by its authorised representative) or represented by proxy, shall be a quorum.
- 51 If the quorum required under article 50 is not present within half an hour after the time appointed for the meeting, or if during a meeting such 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.
- 52 The Chair shall (if present and willing to act) preside as chairperson of the meeting; if the Chair is not present and willing to act as chairperson of the

meeting within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting.

- 53 If the Chair is not present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, and there is only one director present and willing to act, he/she shall be chairperson of the meeting.
- 54 A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
- 55 The chairperson of the meeting may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.
- 56 A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson of the meeting or by any person present at the meeting and entitled to vote (whether as a proxy for a member or the representative of a member which is an incorporated body).
- 57 If a secret ballot is demanded in accordance with the preceding article, it shall be taken at once and shall be conducted in such manner as the chairperson of the meeting may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

VOTES OF MEMBERS

- 58 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally (in the case of a member which is an incorporated body, given via its duly authorised representative present at the meeting) or by proxy.
- 59 A member who/which wishes to appoint a proxy to vote on his/her/its behalf at any meeting:
- 59.1 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, in the case of a corporate body, by an appropriate officer of that body); or
- 59.2 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); for the avoidance of doubt, in calculating the 48-hour period referred to in the preceding provisions of this article 59, no account shall be taken of any part of a day that is not a working day.

60 An instrument of proxy which does not conform with the provisions of article 59, or which is not lodged or sent in accordance with such provisions, shall be invalid.

61 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

62 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who/which appointed him/her to speak at the meeting and need not be a member of the company.

63 A member which is an incorporated body may authorise an individual to act as its representative at any general meeting of the company, providing particulars of the individual so authorised and of the body which he/she is to represent are received by the company prior to the commencement of the general meeting; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that incorporated body could exercise if it were an individual member.

64 The chairperson of a meeting shall not be entitled to a casting vote if an equality of votes arises in relation to any resolution.

65 A vote given by proxy or by the duly authorised representative of a member which is an incorporated body shall be valid notwithstanding that the authority of the person voting had terminated prior to the giving of such vote unless notice of such termination was received by the company at the company's registered office (or, where contained in an electronic communication, was received by the company at the address notified by the company to the members for the purpose of electronic communication) before the commencement of the meeting or adjourned meeting at which the vote was given.

66 Where members are participating in a meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the board have no reasonable

grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.

- 67 Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to in article 66, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).
- 68 The principles set out in articles 66 and 67 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member or as the authorised representative of a member which is a corporate body.

TECHNICAL OBJECTIONS TO REMOTE PARTICIPATION IN GENERAL MEETINGS

- 69 These articles impose certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at general meetings; providing the arrangements made by the board in relation to a given general meeting (and the manner in which the general meeting is conducted) are consistent with those requirements:
- 69.1 a member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;
- 69.2 the general meeting need not be held in any particular place;
- 69.3 the general meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);
- 69.4 the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
- 69.5 a member will be able to exercise the right to vote at the general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the board) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

SPECIAL RESOLUTIONS AND ORDINARY RESOLUTIONS

- 70 For the purposes of these articles, a “special resolution” means a resolution of the members, which is either:
- 70.1 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 37 to 41 (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); or
 - 70.2 passed by members representing not less than 75% of the total voting rights of eligible members when passed by way of a written resolution, in accordance with articles 73 to 76.
- 71 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution:
- 71.1 to alter its name; and
 - 71.2 to alter any provision of these articles or adopt new articles of association.
- 72 For the purposes of these articles, an “**ordinary resolution**” means a resolution of the members, which is either:
- 72.1 passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 37 to 41; or
 - 72.2 passed by members representing a simple majority of the total voting rights of eligible members, when passed by way of a written resolution in accordance with articles 73 to 76.

WRITTEN RESOLUTIONS

- 73 A written resolution can be passed by the members of the company (having been proposed by either the members or the directors in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act) and will have effect as if passed by the members of the company in general meeting; a written resolution is passed when the required majority of eligible members have signified their agreement to it by sending to the company (in hard copy or

electronic form) an authenticated document which identifies the resolution to which it relates and which indicates the member's agreement to it.

- 74 For the purposes of the preceding article:
- 74.1 the reference to "eligible members" is to those members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (a) the date on which copies of the written resolution are sent or submitted to the members in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act; or (b) if copies are sent or submitted to members on different days, the first of those dates);
- 74.2 the reference to "required majority" is to the majority required to pass an ordinary or a special resolution under the Act, as follows: -
- 74.2.1 in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with article 73) by members representing a simple majority of the total voting rights of eligible members;
- 74.2.2 in order to pass a special resolution by way of written resolution, it must be passed (in accordance with article 73) by members representing not less than 75% of the total voting rights of eligible members and the resolution must specifically state that it was proposed as a special resolution.
- 75 For the avoidance of doubt, a resolution to remove a director (under section 168 of the Act) or a resolution to remove an auditor (under section 510 of the Act) cannot be proposed as a written resolution under article 73.
- 76 For the purposes of article 73, a proposed written resolution will lapse if it is not passed before the end of a period of 28 days beginning with the circulation date (as defined in article 74) and the agreement of any member to a written resolution will be ineffective if signified after the expiry of that period.

TRANSITIONAL ARRANGEMENTS – DIRECTORS

- 77 From the date of adoption of these articles of association those directors who are members of the Company shall be re-categorised as Member Directors.
- 78 For the avoidance of doubt, in relation to those directors in office as at the time of adoption of these articles of association, any time in office prior to the adoption of these articles of association shall not be counted towards the application of articles 89 and 95 regarding the maximum term of office.

CATEGORIES OF DIRECTOR

79 For the purposes of these articles:-

79.1 “**Member Director**” means a director (drawn from the membership of the company) elected or appointed under articles 83 to 90;

79.2 “**Co-opted Director**” means a (non-member) director appointed or re-appointed by the directors under articles 92 to 94.

NUMBER OF DIRECTORS

80 The maximum number of directors shall be 10; out of that number, no more than 2 may be Co-opted Directors.

ELIGIBILITY

81 A person shall not be eligible for election/appointment as a Member Director unless he/she is a member of the company or has been nominated for election/appointment as a director by a member which is a corporate body; a person appointed as a Co-opted Director need not, however, be a member of the company.

82 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

83 At each annual general meeting, the members may (subject to articles 80 to 82) elect any member (providing he/she is willing to act) to be a director.

84 The directors may (subject to articles 80 to 82) at any time appoint any member (providing he/she is willing to act) to be a director.

85 A member which is a corporate body may (subject to article 86) nominate any individual for election/appointment as a director; he/she will then be deemed to be a member of the company for the purposes of articles 83 and 84.

86 No more than one individual nominated under article 85 by a member which is a corporate body may serve as a director at any given time.

87 At each annual general meeting:

87.1 any director appointed under article 84 during the period since the preceding annual general meeting shall retire from office;

- 87.2 out of the remaining directors, one of the remaining Member Directors shall retire from office.
- 88 The director to retire under paragraph 87.2 shall be the director who has been longest in office since he/she was 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.
- 89 A director who retires from office under article 87 or 88 shall be eligible for re-election, subject to serving a maximum of six years in total.
- 90 A director retiring at an AGM will be deemed to have been re-elected unless:
- 90.1 they advise the board prior to the conclusion of the AGM that they do not wish to be re-appointed as a director; or
- 90.2 an election process was held at the AGM and they were not among those elected/re-elected through that process.
- 91 For the avoidance of doubt, the Board may, at its discretion, choose to relax the provisions of articles 87, 88, 89, and 95 relating to the terms of office of a director.

APPOINTMENT, VACATING OF OFFICE, RE-APPOINTMENT: CO-OPTED DIRECTORS

- 92 Subject to articles 80 to 82, the directors may at any time appoint any individual (other than an employee of the company) to be a director (a “**Co-opted Director**”) providing he/she is willing so to act, on the basis that he/she has specialist skills which would be of assistance to the board.
- 93 At the conclusion of each annual general meeting, each of the Co-opted Directors shall vacate office.
- 94 Immediately following each annual general meeting, the directors may re-appoint any person who, as a Co-opted Director, vacated office under the preceding article at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.
- 95 A director who vacates office under article 93 shall be eligible for re-appointment, subject to serving a maximum of six years in total.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 96 A director shall vacate office if:

- 96.1 he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director or a charity trustee (within the meaning of the Charities and Trustee Investment (Scotland) Act 2005);
 - 96.2 he/she is sequestrated;
 - 96.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity has continued, or is expected to continue, for a period of more than six months;
 - 96.4 he/she becomes an employee of the company;
 - 96.5 (in the case of a Member Director) he/she ceases to be a member of the company or (if he/she was nominated by a corporate body) the corporate body which nominated him/her ceases to be a member of the company;
 - 96.6 he/she resigns office by notice to the company;
 - 96.7 he/she is absent (without permission of the directors) from more than three consecutive meetings of directors and the directors resolve to remove him/her from office;
 - 96.8 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 139
 - 96.9 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under sub-sections 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 96.10 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.
- 97 A resolution under paragraph 96.8 or 96.9 shall be valid only if:
- 97.1 the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;
 - 97.2 the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and

- 97.3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

APPOINTMENTS TO OFFICES

- 98 Directors shall be appointed to hold the office of Chair, and any other offices which the directors may consider appropriate.
- 99 The appointments under article 98 shall be made at meetings of directors.
- 100 Each office shall be held (subject to article 101) until the conclusion of the third annual general meeting which follows appointment; a director whose period of office expires under this article may be re-appointed to that office under article 98 (providing he/she is willing to act).
- 101 The appointment of any director to an office under article 98 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
- 102 If the appointment of a director to any office under article 98 terminates, the directors shall appoint another director to hold the office in his/her place.

DIRECTORS' INTERESTS

- 103 Subject to the provisions of the Act and of the Charities and Trustee Investment (Scotland) Act 2005, articles 8, 9, 111 and 133 and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial), a director (notwithstanding his/her office):
- 103.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company;
- 103.2 may be a party to, or have some other personal interest in, any transaction or arrangement in which the company or any associated company has an interest;
- 103.3 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and
- 103.4 shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company;

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

- 104 For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to “**associated company**” shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.
- 105 A director may be an officer or employee of the member which nominated him/her for election as a director; the duty of directors under section 175 of the Act to avoid situations under which they have, or could have, a direct or indirect interest that conflicts or possibly might conflict, with the interests of the company shall not extend to any such relationship with the member which appointed him/her.
- 106 In addition to the authorisation given by article 105, the directors shall be entitled, for the purposes of section 175 of the Act, to authorise (by way of resolution to that effect) any Conflict Situation that may arise (such that the duty of the director concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the directors may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.
- 107 For the avoidance of doubt, articles 105 and 106 shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the company; any conflict of interest of that nature shall be governed by the provisions of articles 103 and 104 and articles 135 to 139 and the code of conduct referred to in article 139.
- 108 The directors shall ensure that a register of directors’ interests is maintained in accordance with the code of conduct.

CONDUCT OF DIRECTORS

- 109 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, in good faith, will be most likely to promote the success of the company in achieving its objects (as set out in article 4) and will be in the interests of the company, 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

110 Without prejudice to the principle set out in article 109, 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:

110.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects (as set out in article 4)

110.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

110.3 in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party:

110.3.1 put the interests of the company before that of the other party, in taking decisions as a director

110.3.2 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,

110.4 ensure that the company complies with any direction, requirement, notice or duty imposed on it by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

111 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 of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in 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.

DIRECTORS' REMUNERATION AND EXPENSES

112 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 or as Chair or as the holder of any other office under article 98.

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

113.1 the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;

113.2 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

113.3 less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).

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

POWERS OF DIRECTORS

115 Subject to the provisions of the Act, these articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.

116 No alteration of these articles and no direction given by special resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.

117 The powers conferred by article 115 shall not be limited by any special power conferred on the directors by these articles.

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

PROCEEDINGS OF DIRECTORS

119 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.

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

121 An individual participating in a meeting of the directors via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a director, will be deemed to be in attendance) at the meeting.

122 Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson of a meeting of directors shall have a second or casting vote.

123 The quorum for the transaction of the business of the directors shall:

- 123.1 if the total number of directors then in office is less than or equal to 6, be 4; and
- 123.2 if the total number of directors then in office is more than 6, be 5.
- 124 The directors may, if they consider appropriate (and must, if this is required under article 125) allow directors to participate in board meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:
- 124.1 the means by which directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the directors - a barrier to participation; and
- 124.2 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those directors who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those directors (if any) who are attending in person (and vice versa).
- 125 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed meeting of the directors would not be possible or advisable for one or more of the directors, the directors must make arrangements for directors to participate in that meeting of the directors by way of audio and/or audio-visual link(s); and on the basis that:
- 125.1 the requirements set out in articles 124.1 and 125.2 will apply; and
- 125.2 the board must use all reasonable endeavours to ensure that all directors have access to one or more means by which they may hear and contribute to discussions at the meeting.
- 126 A meeting of the directors may involve two or more directors participating via attendance in person while other directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 127 Where a director or directors are participating in a meeting of the directors via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
- 128 The directors may, at their discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a meeting of

the directors, notwithstanding that they are not a director – but on the basis that they must not participate in decision-making.

- 129 The continuing directors or a sole continuing director may act notwithstanding vacancies; but if the number of remaining directors is less than the number fixed as the quorum, they may act only for the purpose of filling vacancies or of calling a general meeting.
- 130 Unless he/she is unwilling to do so, the Chair shall preside as chairperson at every meeting of directors at which he/she is present; if the Chair is unwilling to act as chairperson of a meeting of directors or is not present within 15 minutes after the time appointed for the meeting, the directors may appoint one of their number to be chairperson of the meeting.
- 131 The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors in the capacity of adviser.
- 132 A person invited to attend a meeting of the directors under the preceding article shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the Act or any provision of these articles.
- 133 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office 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 director and had been entitled to vote.
- 134 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors, or (as the case may be) a committee of directors, duly convened and held; it may consist of several documents in the same form, each signed by one or more directors.
- 135 A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company; if a director is debarred by the preceding provisions of this article from voting in relation to any matter, he/she shall absent himself/herself from the meeting while the voting is being conducted in relation to that matter.
- 136 For the purposes of the preceding article:

- 136.1 an interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force at the date of adoption of these articles), shall be treated as a personal interest of the director;
- 136.2 a Member director shall (subject to paragraph 136.3) be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has a personal interest in that matter; and
- 136.3 a Member Director, nominated on behalf of an organisation, shall not be deemed to have a personal interest in relation to a particular matter merely because the body which nominated him/her for election/appointment as a director has a personal interest in that matter.
- 137 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.
- 138 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 135 to 137.
- 139 If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

DELEGATION TO COMMITTEES OF DIRECTORS AND HOLDERS OF OFFICES

- 140 The directors may delegate any of their powers to any committee consisting of two or more directors; they may also delegate to the Chair or a director holding any other office such of their powers as they consider appropriate.
- 141 Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers, and may be revoked or altered.
- 142 Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

SECRETARY

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

MINUTES

- 144 The directors shall ensure that minutes are made (and recorded in a manner which complies with the Act) of all proceedings at general meetings, meetings of the directors and meetings of committees of directors, all such minutes being approved at the next relevant meeting; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present and the minutes of each meeting shall (so far as reasonably practicable) be signed by the chairperson of that meeting.

ACCOUNTS

- 145 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.
- 146 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 147 The directors shall prepare annual accounts, complying with all relevant statutory requirements.
- 148 No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

NOTICES

- 149 Any notice to be given in pursuance of these articles shall be in writing.
- 150 The company may give any notice to a member in pursuance of these articles either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her/its registered address or by leaving it at that address; alternatively, in the case of a member who/which has notified the company of an electronic address to be used for this purpose, the company may give any notice to that member by electronic means.

- 151 Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four 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.
- 152 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.
- 153 A member may give any notice to the company either by sending it by post in a pre-paid envelope addressed to the company at its registered office or by leaving it, addressed to the company secretary, at the company's registered office.
- 154 A member present or represented at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

WINDING-UP

- 155 If on the winding-up of the company any property remains after satisfaction of all company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as do articles 8 and 9.
- 156 The charity or charities to which property is transferred under article 155 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 or may acquire jurisdiction.
- 157 To the extent that effect cannot be given to the provisions of article 155 and 156, the relevant property shall be applied to some other charitable object or objects.

INDEMNITY

- 158 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 including, 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 in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

- 159 For the avoidance of doubt, the company shall be entitled to purchase and maintain 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 extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).