

Company Number: SC243392
Scottish Charity Number: SC031893

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

Disability Equality Scotland

Amended as agreed by members 17 October 2018

Contents

Name and Registered Office	3
Objects and Powers	3
Non-Distribution of income and property, liability of members	5
Dissolution.....	6
Members, Membership Categories and Membership Rights	6
Annual General Meeting.....	9
Notice and Calling of General Meetings	9
Proceedings at General Meetings.....	10
Votes of Members - Polls	11
Notes of Members – Postal Votes, Capacity and Proxies	13
Appointment and Retirement of Directors	15
Officers.....	16
Cessation of Office	17
Proceedings of Directors	18
Notices	21
Minutes.....	21
Seal.....	21
Secretary.....	22
Indemnity.....	22
Annual Reports and Accounts	22
Rules or Bye Laws	23
Interpretation	24

Name and Registered Office

1. The Company's name is "Disability Equality Scotland".
2. The Company's registered office is to be situated in Scotland.

Objects and Powers

3. The Company's objects are:

to promote the benefit of disabled people in Scotland by encouraging communication between disabled people and national and local organisations concerned with the inclusion of disabled people in society;

to advance the education of the public about disability.

4. In furtherance of the above objects but not further or otherwise, the Company shall have the following powers:
 - a) to provide and facilitate a forum for all organisations which aim to promote the welfare of disabled people;
 - b) to carry on any other activities which further any of the above objects;
 - c) to purchase, take on lease, hire or otherwise acquire, any property or rights which are suitable for the organisation's activities;
 - d) to promote publicly for the aims of the organisation by all lawful means;
 - e) to raise funds by all lawful means and to accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
 - f) to recruit and employ staff for specific purposes as may be found necessary;
 - g) to engage such consultants and advisers as are considered appropriate from time to time;

- h) to sell, let, hire out, license or otherwise dispose of, all or any part of the property and rights of the association;
- i) to co-ordinate meetings of the organisation, including an Annual General Meeting;
- j) to set up sub-groups as appropriate to execute specific tasks;
- k) to liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies and other bodies, all with a view to furthering the organisation's objects;
- l) to enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated;
- m) to effect insurance against risks of all kinds;
- n) to invest funds not immediately required for the purpose of the Company's activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities;
- o) to establish and support any association or other unincorporated body having objects altogether or in part similar to those of the Company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the Company is authorised to carry on;
- p) to subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated and to make donations for any charitable purpose connected with the activities of the Company or with the furtherance of its objects;
- q) to do all such other things as may be considered conducive to the objects of the organisation.

And it is declared that:

- i. in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated;
- ii. in this clause and throughout these Articles, the expressions 'charitable purpose' or 'charitable object' shall mean a charitable

purpose under section 7 of the 2005 Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts, and a 'charitable body' shall mean a charity in terms of the 2005 Act which is also regarded as a charity in relation to the application of the Taxes Acts, or a charity under the law of any other jurisdiction which is also regarded as a charity in relation to the application of the Taxes Acts, provided that nothing in these Articles shall authorise an application of the property of the Company other than in furtherance of a charitable purpose.

Non-Distribution of income and property, liability of members

5.
 - a) The income and property of the Company shall be applied solely towards promoting the Company's objects (as set out in Article 3);
 - b) 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;
 - c) 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;
 - d) No benefit (whether in money or in kind) shall be given by the Company to any Director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for services (not being of a general management nature) rendered to the Company, provided always that any such payment is in accordance with the terms of sections 67 – 68 of the 2005 Act.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding One Pound [£1]) to the Company's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the Company's debts and liabilities contracted before he/she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

Dissolution

8. 8.1 If upon 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 but shall be transferred to some other charitable body or bodies (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 does Article 5.
- 8.2 The body or bodies to which the property is transferred under Article 8.1 shall be determined by the members of the Company at or before the time of dissolution or, to the extent that effect cannot be given to the provisions of Articles 8.1 and 8.2, the relevant property shall be applied to some other charitable object or objects agreed by the members, failing such determination, by such court as may have or may acquire jurisdiction.

Members, Membership Categories and Membership Rights

9. The initial subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. No person shall be admitted a member of the Company unless he is approved by the Directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Directors require executed by him. Members shall pay fees or subscriptions as may be approved by Ordinary Resolution at the Annual General Meeting on recommendation of the Board, provided that no fee or subscription may be so approved that is higher than the Board's recommendation.
10. The following may apply for membership of the Company provided they have a base in Scotland:
 - 10.1 Individuals aged 12 years or over who support the objects of the Company;
 - 10.2 Voluntary bodies or organisations which have legal identity (hereinafter called "an eligible body") which support the objects of the Company;

10.3 An individual aged 12 years or over who has been nominated to seek membership of the Company by resolution of the governing body or voluntary body or organisation which supports the objects of the Company but which does not itself have legal identity (hereinafter called “a nominated individual”).

11. The categories of membership shall be:

11.1 Corporate members, being eligible bodies under Article 10.2 or nominated individuals under Article 10.3, which the Directors deem appropriate to be represented among the membership of the Company; declaring, without prejudice to the Board’s discretion, that an applicant shall normally be deemed appropriate where the organisation’s membership comprises at least a majority of people who have a disability and it has or is working towards majority representation of people with disabilities in its management structure, although the Board shall remain entitled to admit bodies where less than a majority of the members have a disability but the body supports the objects of the Company;

11.2 Individual members, being individuals whom the Directors deem appropriate to be represented among the membership of the Company;

11.3 Access Panel members, being (a) properly constituted Access Panels (with their own legal identity) which have a minimum of three individuals appointed as office bearers and which are each recognised by their relevant local authority as an Access Panel, or (b) nominated individuals nominated by such an Access Panel, being an Access Panel without legal identity of its own but which satisfies the requirements in relation to its office bearers and recognition by its local authority;

11.4 Young Person members, being individuals aged 12-17 years whom the Directors deem appropriate to be represented among the membership of the Company, providing parental or guardian consent is received from the parents or guardians of young person members age 12-15 years;

12. The rights of the membership categories shall be as set out in these Articles and there shall be no distinction or rights save as set out herein.

13. All categories of members shall be entitled to receive notice of and

attend general meetings. Only members aged 16 years and over can vote on all matters at general meetings, provided that only Access Panel members may vote on any matter which the chairman of the meeting rules is exclusively an Access Panel matter;

14. Members shall each pay such fees and subscriptions (if any) applicable to their membership category by the due date in accordance with the Articles of the Company for the time being in force. If any member fails to do so, he shall no longer be entitled to exercise any voting rights whilst he remains in default and the Directors may resolve to terminate his membership.
15. Members may be removed from Membership under either of the following procedures:-
 - 15.1 Where the activities, conduct or management structure of any member or members (whether Corporate, Individual, or Access Panel members) is considered by the Directors to be contrary to the objects of the Company or it is otherwise considered that it is in the best interests of the Company that membership be terminated, the Directors may by resolution remove a member from membership in accordance with this Article.
 - 15.2 In the case of Corporate or Access Panel members, the Directors reserve the right to reassess periodically whether the member continues to satisfy the criteria which applied to its admission to membership. The Directors may request evidence or confirmation in order to allow them to assess this, and may by resolution remove from membership any Corporate or Access Panel member which fails or refuses to comply with their request. Where the Directors have information available to them as a result of which they no longer deem a Corporate member appropriate to be represented among the membership of the Company, or where an Access Panel member does not satisfy the requirements of an Access Panel member as set out in Article 11.3 above, the Directors may by resolution remove the member from membership in accordance with this Article.

A resolution to remove a member from membership may only be passed if the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the grounds on which it is proposed. The member or, at the option of the member, his representative (who need not be a member himself) must be allowed to make representations to the meeting of the Directors at which the resolution is proposed. Where a

resolution is passed in accordance with this Article, membership shall cease forthwith.

- 16 A member may resign his membership at any time by at least seven clear days' notice in writing to the Company at its registered office. Membership shall not be transferable and shall cease on death or dissolution or, in the case of a nominated individual, if the body or organisation which nominated him notifies the Company in writing of revocation of his nomination, or if it is terminated in accordance with Article 15 above.
- 17 No refund of any fees of subscriptions shall be made to any former member on cessation of membership.
- 18 All persons who are members of the Company at the date of alteration of these Articles shall have their membership category designated by the Directors and annotated in the Register of Members.
- 19 All admissions to and cessations of membership shall be recorded in the Register of Members in accordance with the Act.

Annual General Meeting

- 20 There shall be an Annual General Meeting of the Company once in every calendar year with not more than 15 months elapsing between one such meeting and the next. The Board shall, subject as aforesaid, determine when and where each Annual General Meeting shall be held. The normal business of the Annual General Meeting shall, subject to the applicable requirements of the Act, be as follows:
 - a) Presentation of the annual accounts and reports;
 - b) The review of fees and subscriptions to be payable by members;
 - c) The retirement and appointment of Directors.

Notice and Calling of General Meetings

- 21 The term 'General Meetings' relates to Annual General Meeting and Extraordinary General Meeting. Notice of the Annual General Meeting shall be given at least eight full weeks ahead of the meeting (not

counting the day of the meeting or the day of actual or deemed delivery of the notice).

- a) General Meetings may be called by a shorter notice period than is required by these Articles if it is so agreed, in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat, and in the case of any other General Meeting by not less than ninety per cent of the members eligible to attend and vote at General Meetings.
- b) The notice for any General Meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and shall specify the meeting as such. Where relevant, the notice shall contain particulars of any Directors who are to retire at the conclusion of their term of office or otherwise at the meeting and of any persons who are to be proposed for appointment or re-appointment as Directors at the meeting. It shall also contain a statement setting out the right of members to appoint a proxy. Notice shall be given to all members, to the Directors and to the auditors or independent examiners as appropriate.
- c) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- d) All general meetings shall be called General Meetings and shall be called by at least fourteen clear days' notice. The Board may at any time and shall on the written demand of one third of the members to the Convenor call a General Meeting, for a date not later than eight weeks after receipt of the written demand. Such notice demanding a General Meeting shall specify the matters to be proposed at the meeting and be signed by the relevant members. In addition, where a meeting is requisitioned pursuant to the Act the Board shall convene the requisitioned meeting as required by the Act. If there are not within the United Kingdom sufficient Directors to call a General Meeting, then any Director may call a General Meeting.

Proceedings at General Meetings

- 22 The quorum for general meetings shall be fifteen voting members or one-third of the voting membership, whichever is the lesser. If a quorum is not present within half an hour from the time appointed for a meeting, or if during a meeting such a quorum ceases to be present,

the meeting if convened on the requisition of members shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.

- 23 A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any General Meeting.
- 24 The Convenor may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for twenty-one days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting. The provisions of Article 21 shall apply to such notice of an adjourned meeting with respect to the notice to be given of the business to be conducted at the adjourned meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting.
- 25 A resolution put to the vote of a meeting shall be decided in accordance with Articles 27 and 28 below.
- 26 The Convenor or in his absence the Vice-Convenor shall chair general meetings. If neither is present, the Directors present shall choose a Director to do so and if no Director is present the members present shall choose a member to do so. References in these Articles to the chairman of a general meeting shall be read and construed accordingly.

Votes of Members - Polls

- 27 (a) A resolution put to the vote of a meeting shall be decided on a vote unless before or on the declaration of the result of the vote is duly demanded. A poll may be demanded (subject to the provisions of the Act) by (a) the Convenor or (b) by at least two members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as a demand by the member. On a vote every member entitled to vote on a matter and present in person or by proxy or, if a corporate body, by proxy or by authorised representative or voting by post shall have one vote. In the case of an equality of votes, the chairman of a general meeting shall be entitled to a casting vote in addition to any other vote he may have.

- (b) Unless a poll is duly demanded, a declaration by the Convenor that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (c) The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Convenor, and a demand so withdrawn shall not be taken to have invalidated the result of a vote declared before the demand was made.
- (d) A poll shall be taken as the Convenor directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (e) A poll demanded on the election of a Convenor or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or as such time and place as the Convenor directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a vote and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- (f) No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (g) A resolution in writing agreed by a simple majority (or, in the case of a special resolution, by a majority of not less than 75%) of the members who would have been entitled to vote upon it if it had been proposed at a General Meeting shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members provided that:
 - (i) a copy of the proposed resolution has been sent to every

eligible member in accordance with sections 289 to 291 of the Act;

- (ii) the requisite majority of members have signified their agreement to the resolution in an authenticated document which is received by the Company within the period of 28 days beginning with the circulation date, in accordance with sections 296 and 1146 of the Act; and
- (iii) the resolution is not a resolution under sections 168 or 510 of the Act to remove a Director or Auditor before his period of office expires.

Notes of Members – Postal Votes, Capacity and Proxies

- 28 (a) A member may submit a postal vote on any matter to be considered at a General Meeting on which he is entitled to vote. Such vote shall be in the form and submitted in accordance with and by the time limit specified by the Board, provided that members shall be notified at least one month before a meeting of the procedures and form applicable. The chairman of the meeting shall determine any question on the validity of any postal vote and his ruling shall be final and binding.
- (b) A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental incapacity may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by the court, or by his attorney validly appointed, and any such receiver, curator bonis, attorney or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with these Articles for the lodging of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- (c) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be

referred to the Convenor whose decision shall be final and conclusive.

- (d) A proxy appointed to attend and vote at any meeting in place of a member shall have the same right as the member who appointed him to speak at the meeting and need not be a member of the Company himself.
- (e) An instrument appointing a proxy shall be in writing, executed by the appointor or someone authorised to act on his behalf and may be in any common form or in such other form as the Directors may from time to time provide, but need not be witnessed. The Directors may, but shall not be bound to, require evidence of the authority of any such authority to execute the proxy notice on the appointor's behalf. Proxies may be directed or undirected. Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and as appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- (f) An instrument of proxy shall be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting (or, in the case of an appointment in electronic form, received at the address specified for the purpose of receiving such notices) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. In the case of a poll taken more than 48 hours after it is demanded, an instrument of proxy may be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll. Where a poll is not taken forthwith but is taken not more than 48 hours after it was demanded, the instrument of proxy shall be delivered at the meeting at which the poll was demanded to the Convenor or to the secretary or to any Director. An instrument of proxy which is not deposited or delivered in a manner provided in this Article shall be invalid.
- (g) A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received

by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Appointment and Retirement of Directors

- 29 The maximum number of the Directors shall be eleven and the minimum number of Directors shall be six, with a majority of the Directors drawn from people with a disability.

The Board of Directors shall at all times comprise six Directors who have been elected by the members under Articles 31 and 32 below, and up to five Directors who have been co-opted by the Directors under Article 35. In these Articles, any reference to the Directors or to the Board of Directors shall be to the whole Board, including co-opted Directors, unless the context otherwise requires.

- 30 The appointment of alternate Directors shall not be permitted.
- 31 An individual shall be eligible to be elected by the members only if:
- (a) he shall have been duly nominated for election by at least two existing Individual members of the company; or
 - (b) he is seeking immediate re-election upon the conclusion of his term of office under Article 33, in which case he shall not require to be expressly nominated for re-election.

The Company's nomination procedures under sub-clause (a) above shall be determined by the Directors and, unless otherwise so determined, shall require there to be submitted to the Company, not less than five nor more than twenty one days before the date appointed for the meeting, a notice of intention to propose a person for election, signed by two Individual members of the Company, together with confirmation in writing signed by that person of his willingness to be elected.

- 32 The Directors elected by the members shall be appointed by Ordinary Resolution at the Annual General Meeting and at least a majority of the Directors serving shall be people having a disability.

- 33 Subject to Articles 34 (transitional provisions), 35 (co-opted Directors), and 36 (Officers), the Directors shall be appointed to hold office until the conclusion of the third Annual General Meeting following their appointment (a “term”). Directors retiring at the end of their term shall, unless required to vacate office under Article 37, be eligible for re-election provided that no-one may serve for more than six consecutive years.
- 34 Notwithstanding anything in these Articles, no Director who is in office at the date of adoption of these Articles shall be required to vacate office by reason only that he was not appointed in accordance with the nomination and appointment procedures laid down in these Articles. Where a Director’s period of service commenced prior to the adoption of these Articles, the Director shall be deemed, for the purpose of Article 33 only, to have been appointed on such date prior to the adoption of these Articles as is specified in transitional provisions to be laid down by the Directors, and the consequential date of termination of the Director’s term under Article 33 may be specified by the Directors in the transitional provisions, and in the absence of such specification shall be calculated in accordance with these Articles on the basis of his deemed appointment date.
- 35 The Directors shall have power at any time and from time to time to co-opt any person to be a Director either to fill a vacancy should one arise for any reason or as an additional Director in accordance with Article 29, but so that the total number of the Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any co-opted Director will hold office only until the next Annual General Meeting, at which Meeting he must be nominated for election and elected by the members under Articles 31 and 32, and, in the absence of such ratification, his appointment will cease. In calculating the length of term of a co-opted Director who is subsequently elected, no account shall be taken of any period of office served as a co-opted Director.

Officers

- 36 a) The Board shall appoint from amongst their number a Convenor, Vice-Convenor, Secretary and Treasurer (hereinafter called “the Officers”). These appointments shall be made by resolution of the Board and, save where a casual vacancy is filled in terms of clause (f) below, the Officers shall be appointed for a term commencing at the conclusion of an Annual General Meeting.

- b) Subject to these Articles, the Officers shall be appointed to hold office until the conclusion of the third Annual General Meeting following their appointment taking effect (a “term”). Where an individual’s term as an Officer under this Article does not coincide with his term as a Director under Article 33, his appointment as an Officer shall take precedence and (subject always to being required to vacate office in terms of Article 37) he shall not be required to retire as a Director until such time as he is required to retire as an Officer under this Article.
- c) A retiring Officer may be re-appointed by the Board for a further term if he is willing to serve, and there shall be no limit on the number of re-appointments permitted.
- d) The Officers shall have such duties and responsibilities as the Board may determine from time to time, provided that the Secretary shall be the secretary of the Company for the purposes of the Act and Company Law.
- e) Any vacancy arising amongst the Officers part way through a term of office shall be filled by the Board from amongst the serving Directors. The appointee shall serve the unexpired portion of his predecessor’s term of office.
- f) Any Officer who ceases to be a Director shall at the same time cease to hold his office. An Officer may resign from his office even if not resigning his Directorship. A resignation from office shall be in writing to the Company at its registered office.

Cessation of Office

37 A Director shall vacate office if:

- i. he/she ceases to be a Director by virtue of any provision of the Act or become prohibited by law from becoming a Director, or if he/she becomes prohibited by law from becoming a charity trustee under the 2005 Act;
- ii. he/she is sequestrated or makes any arrangement or composition with his creditors generally;
- iii. he/she is absent for more than three consecutive meetings (without permission of the Directors) and the Directors resolve to remove him/her from Board;

- iv. he/she is removed from office by a vote of no confidence at a meeting of the Board;
- v. a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- vi. he/she resigns his/her office by notice to the Company;
- vii. he/she comes to the end of his term of office and is not re-appointed as a Director.

Proceedings of Directors

- 38 a) The quorum for Board meetings shall be one Officer plus three other Board members. If at any time the number of Board members falls below a quorum the remaining Board members may act only for the purposes of filling vacancies or calling a general meeting.
- b) A Director may vote at any meeting of the Directors or of any Committee of the Directors on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has directly or indirectly any kind of interest whatsoever and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting. Provided that a Director shall not vote on any matter where the chairman of the meeting rules there is a conflict of interest. If a potential conflict relates to the chairman of the meeting the Board itself, without his presence, shall determine whether there is a conflict. Where a conflict is deemed to exist in any case the Director in question shall withdraw from the relevant part of the meeting. Notwithstanding the provisions of this Article, the rules on conflicts of interest contained in the Act and the 2005 Act shall always be observed.
- c) The Directors may regulate their proceedings as they think fit, subject always to the provisions of these Articles. A Director may, and the secretary shall at the request of a Director, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.

- d) Questions arising at a meeting shall be decided by a simple majority of votes and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote. If a question arises at a meeting of Directors or 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 chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.
- e) 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 as a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in like form each signed by one or more Directors.
- f) At its discretion the Board may invite any person it thinks fit to attend any Board meeting. At the discretion of the chairman of the meeting such attendee may be invited to speak but he shall not vote on any matter.
- g) The Directors and any person invited to attend a Board meeting shall be under a duty of confidentiality to the Company and may not disclose, nor permit or facilitate the disclosure of, information to any person other than another Director of the Company where the information in question is obtained from Board meetings or otherwise comes to the individual's attention as a result of his position as a Director. Provided always that the disclosure of information shall not be prohibited under this Article where it is disclosed to a solicitor in order to obtain legal advice, where it is disclosed to the Office of the Scottish Charity Regulator, where the information is already legitimately in the public domain or the individual has knowledge of it from another non-confidential source, where the disclosure is authorised by the Board, or where the disclosure is otherwise authorised by any court or under any enactment.
- h) Any one or more (including without limitation, all) of the Directors or the members of a committee may participate in a meeting of the Directors or such committee:-
 - (i) by means of a conference telephone or similar communications equipment or any other suitable electronic means allowing all persons participating in the meeting to communicate with all the other participants; or
 - (ii) by a succession of telephone calls to Directors from the

chairman of the meeting following disclosure to them of all material points;

and participating by such means shall constitute presence in person at a meeting. Such meeting shall be deemed to have occurred at the place where most of the Directors participating are present or, if there is no such majority, at the place where the chairman of the meeting is present.

- 39 The Convenor or in his absence the Vice-Convenor shall chair meetings of the Board. If neither is present the Directors present shall choose one of their number to do so.
- 40 All acts done by a meeting of Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

The Directors shall manage the business of the Company and may exercise all of the powers of the Company subject to the provisions of the Act, these Articles and any special resolution containing directions for the Directors. No alteration of these Articles and no such direction 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. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of the Directors which is quorate may exercise all powers exercisable by the Directors.

The Directors may appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers. The Directors may delegate any of their powers to any committee consisting of one or more Directors and may delegate to any individual Director or Officer such of their powers as they consider desirable to be exercised by him/her. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

Notices

- 41 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it in electronic form to an address for the time being notified to the Company by the member. A member whose registered address is outwith the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him or an email address to which notices may be sent in electronic form shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive notice from the Company.
- 42 A member present in person or by proxy at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that an electronic form of notice was given shall be conclusive where the Company can demonstrate that it was properly addressed and sent in accordance with section 1147 of the Act. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted, or, in the case of a notice given in an electronic form, at the expiration of 48 hours after the time it was sent.

Minutes

- 43 The Directors shall cause minutes to be made in books kept for the purpose of all appointments of officers made by the Company and of all proceedings at meetings of the Company, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

Seal

- 44 If the Company has a seal the Directors shall provide for its safe custody and it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or a second Director.

Secretary

- 45 If the Directors desire that a Secretary shall be appointed to the Company, such Secretary shall be so appointed for such term, at such remuneration and upon such conditions as the Directors may think fit, and any Secretary so appointed by the Directors may be removed by the Directors.

Indemnity

- 46 a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not otherwise provided by the Act.
- b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor or Independent Examiner (as applicable) of the Company insurance against any such liability as is referred to in the Act and permitted in terms of the 2005 Act.
- c) The Directors may be paid all travelling, hotel and other expenses as per policies and procedures, properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or General Meetings or otherwise in connection with the discharge of their duties.

Annual Reports and Accounts

- 47 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. 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 authorised by the Directors or by ordinary resolution of the Company.

The Company's auditors or independent examiners, as the case may be, shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account and on all group accounts, copies of which are to be laid before the Company in general meeting.

- 48 The Convenor shall present the reports and accounts of the Company to the general meeting at which they are presented to the members pursuant to the Act. Such reports and accounts shall be in accordance with the requirements of the Act and of the 2005 Act as applicable to the Company. 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 authorised by the Directors or by ordinary resolution of the members.

Rules or Bye Laws

- 49 The Directors may from time to time make such Rules or Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules and Bye Laws regulate:
- i. The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - ii. The conduct of members of the Company in relation to one another, and to the Company's servants;
 - iii. The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purposes or purposes;
 - iv. The procedure at General Meetings and meeting of the Directors and Committees of the Company in so far as such procedure is not regulated by these presents;

- v. And, generally, all such matters as are commonly the subject matter of company rules.

The Company in General Meeting, shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules and Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles of Association of the Company.

Interpretation

50 In these Articles:-

“the Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

“the 2005 Act” means the Charities and Trustee Investment (Scotland) Act 2005 including any statutory modification or re-enactment for the time being in force;

“the Articles” and “these Articles” both mean the Articles of Association of the Company;

“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“Directors” means the directors of the Company, who are also the charity trustees of the Company in terms of the 2005 Act;

“electronic form” has the meaning given in section 1168 of the Act;

“executed” includes any mode of execution;

“office” means the registered office of the Company;

“the seal” means the common seal of the Company;

“secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company;

“the United Kingdom” means Great Britain and Northern Ireland;

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning in the Act or in the 2005 Act as appropriate, but excluding any statutory modification thereof not in force when these Articles are first adopted.

Unless the context otherwise requires, words in these Articles which denote any one gender shall be interpreted to include all genders, and words which denote the singular shall also denote the plural and vice versa.