

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
SCOTLAND YARD ADVENTURE CENTRE

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Constitution of company

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

Defined terms

- 2 In these articles of association, unless the context requires otherwise;
 - a) “Act” means the Companies Act 2006;
 - b) “charity” means a body which is either a “Scottish charity” 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 purposes are limited to charitable purposes;
 - c) “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - d) “The Yard” means Scotland Yard Adventure Centre
 - e) “electronic form” has the meaning given in section 1168 of the Act;
 - f) “OSCR” means the Office of the Scottish Charity Regulator;
 - g) “property” means any property, heritable or moveable, real or personal, wherever situated; and
 - h) “subsidiary” has the meaning given in section 1159 of the Act.
 - i) “written” shall include “electronic form”
- 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.

Purposes

- 4 The purposes of the company shall be wholly charitable. In particular the purposes shall be:
 - (a) To improve the conditions of life for children with additional support needs, their families and other children in the community through the provision of educational and recreational facilities and activities and, in particular but not exclusively, in furtherance of this purpose, to maintain and develop at 22 Eyre Place Lane, Edinburgh EH3 5EH, a purpose-built adventure playground for indoor and outdoor play
 - (b) To provide care, respite, support, fun and friendship to all the children, young people, parents and carers who use the services of The Yard.
 - (c) To advance the education of the children and young people who use the facilities and services of The Yard by providing them with opportunities for individual

challenge and personal growth in an environment which values their independence and achievements.

- (d) To advance education in and promote inclusive and adventure play for children and young people with additional support needs across Scotland by sharing the knowledge and skills of The Yard through national and local training programmes.
- 5 The company's purposes 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 purposes 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 purposes listed in article 4 (but not otherwise), the company shall have the following powers;
- (a) To organise and manage a wide variety of play based activities, youth work and skills development programmes for children and young people with additional support needs including
- to provide child led and curriculum-based play sessions for special schools, special units within mainstream schools and other schools
 - to provide adventure play and arts activities for children and their families through our Family Sessions
 - to provide youth clubs for young people with additional support needs
 - to provide play groups for younger children to provide support through play for the siblings of children with additional support needs
- (b) To provide training courses on inclusive play, disability awareness and related topics
- (c) To carry on any other activities which further any of the above purposes.
- (d) To promote companies whose activities may further one or more of the above purposes, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- (e) To acquire and take over the whole or any part of the undertaking and liabilities of anybody holding property or rights which are suitable for the company's activities.
- (f) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- (g) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- (h) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- (i) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.

- (j) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company
- (k) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (l) To engage such consultants and advisers as are considered appropriate from time to time.
- (m) To effect insurance of all kinds (which may include officers' liability insurance).
- (n) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (o) 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 company's purposes.
- (p) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's purposes.
- (q) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- (r) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (s) To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- (t) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity.
- (u) To do anything which may be incidental or conducive to the furtherance of any of the company's purposes.

Restrictions on use of the company's assets

- 8
- (a) The income and property of the company shall be applied solely towards promoting the company's purposes.
 - (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 particular services (not being of a management nature) actually rendered to the company.

Liability of members

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

General structure

- 10 The structure of the company consists of:-
- (a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) 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
 - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

Qualifications for membership

- 11 The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 14 to 16.
- 12 Membership shall be open to other such persons over the age of 16 who endorse the company's objectives and are admitted into membership in accordance with these articles.
- 13 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

- 14 Any person who wishes to become a member must sign and lodge with the company a written application for membership; the application must be accompanied by a remittance to meet the annual membership subscription. Alternative payment arrangements may be made at the discretion of the Board.
- 15 The directors may, at their discretion, refuse to admit any person to membership.
- 16 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 and if the decision was to refuse admission, shall return to the applicant the remittance lodged by him or her under article 14

Membership subscription

- 17 Members shall require to pay an annual membership subscription; and the minimum amount of the annual membership subscription shall be determined annually by ordinary resolution to that effect at an annual general meeting. Members may pay more than this amount.
- 18 The annual membership subscription shall be payable on or before 1st day of September in each year.
- 19 The members may vary the date on which the annual membership subscription falls due in each year by way of an ordinary resolution to that effect passed at an annual general meeting.
- 20 If the membership subscription payable by any member remains outstanding more than 8 weeks after it fell due (and providing he or she has been given at least one written warning reminder) the membership shall be deemed to have lapsed
- 21 The Secretary shall, in the event of a membership lapsing under article 20, give notice to the member concerned advising him or her of the fact and of the reasons.
- 22 A lapsed member in receipt of a notice under article 21 may renew his or her membership (including payment of the required annual subscription where applicable) within 28 (twenty eight) days from the date of the notice, after the expiry of which any attempt by the lapsed member to renew his or her membership shall be treated by the directors as a new application.

Register of members

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

Withdrawal from membership

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

Expulsion from membership

- 25 Any person may be expelled from membership by special resolution (see article 38), providing the following procedures have been observed:-
- (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
 - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

- 26 Membership shall cease on death
- 27 A member may not transfer his or her membership to any other person.

General meetings (meetings of members)

- 28 The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
- 29 Not more than 15 months shall elapse between one annual general meeting and the next.
- 30 The business of each annual general meeting shall include:-
- (a) a report by the chair on the activities of the company
 - (b) consideration of the annual accounts of the company
 - (c) the election or re-election of directors, as referred to in articles 61 to 69.
 - (d) the election or re-election of auditors
- 31 The directors may convene an extraordinary general meeting at any time.
- 32 The directors must convene an extraordinary 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

- 33 At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting.
- 34 The reference to "clear days" in article 33 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.
- 35 A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 38) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 36 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
- 37 Notice of every general meeting shall be given
- (a) in hard copy form
 - (b) in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
 - (c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

- 38 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 33 to 37; 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 number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

- 39 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- (a) to alter its name
 - (b) to alter any provision of these articles or adopt new articles of association.
- 40 For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 33 to 37.

Procedure at general meetings

- 41 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 8 individuals entitled to vote (each being a member or a proxy for a member).
- 42 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 43 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 44 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 45 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 46 Any member who wishes to appoint a proxy to vote on his or her behalf at any meeting (or adjourned meeting):
- (a) shall lodge with the company, at the company’s registered office, a written instrument of proxy (in such form as the directors require), signed by him or her; or
 - (b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require)
- providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 47 An instrument of proxy which does not conform with the provisions of article 46, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 48 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 49 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him or her to speak at the meeting and need not be a member of the company.

- 50 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
- 51 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
- 52 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 53 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Board of directors

- 54 The business of the company shall be managed and administered by a Board of directors whose members shall be understood to be directors of the company for the purposes of the Act, who shall be registered as directors with the Registrar of Companies and who shall also be understood to be the Trustees of the company for the purposes of the Charities and Trustee Investment (Scotland) Act 2005.
- 55 There shall be a minimum of 3 (three) and a maximum of 12 (twelve) directors. Out of that number no more than 3 (three) shall be directors who were co-opted under the provisions of articles 70 and 71.

Eligibility

- 56 A person shall not be eligible for election or appointment as a director unless he or she is a member of the company; a person appointed as a director under articles 70 and 71 need not, however, be a member of the company.
- 57 A person shall not be eligible for election or appointment as a director if he or she is an employee of the company.
- 58 A person who has served as a director for a period of 9 years shall automatically vacate office on the expiry of that 9 year period and shall then not be eligible for re-election until a further year has elapsed.
- 59 For the purposes of Article 58
- (a) the period between the date of appointment of a director and the annual general meeting which next follows shall be deemed to be a period of one year unless it is of less than six months' duration in which case it shall be disregarded
 - (b) the period between one annual general meeting and the next shall be deemed to be a period of one year
 - (c) if a director ceases to hold office but is re-appointed as a director within a period of six months, he or she shall be deemed to have held office as a director continuously
 - (d) any director who is also appointed chairperson who is due to automatically vacate office pursuant to Article 58 shall be permitted to hold the office of director (and chairperson) for a further 3 years but shall automatically vacate office on the expiry

of that 12 year period and shall then not be eligible for re-election until a further year has elapsed.

Proposal of Directors

- 60 Not less than 42 (forty two) days before each Annual General Meeting the Secretary shall send an invitation to all members of the company (subject to article 57) inviting them to propose themselves or another member of the company for appointment as a director at the said Annual General Meeting. To be valid, such proposal shall:
- (a) be in writing, in such form as the directors shall from time to time decide and be signed by the proposing member; and
 - (b) be supported by the signature of a second member of the company; and
 - (c) in the case of a proposal made on behalf of another member, include an indication of the willingness of the member proposed to hold office as a director; and
 - (d) include a statement in support of the proposed member, subject to such limits on length or content as the directors may from time to time decide; and
 - (e) be received by the Secretary not less than 21 (twenty one) days before that date of the Annual General Meeting.

Election, retiral and re-election of Directors

- 61 At each annual general meeting, the members may (subject to article 56) elect any member to be a director in respect of whom a written proposal has been received by the Secretary in compliance with article 60.
- 62 Particulars of each person seeking appointment or re-appointment as a director, including any personal statements supplied by such persons, shall be included in the notice calling the Annual General Meeting.
- 63 No person shall be appointed as a director of the company under article 61 if, as a result, the number of directors would exceed the maximum number of directors permitted under article 55.
- 64 In the event of the sum of the directors seeking re-appointment and the valid proposals lodged with the Secretary in compliance with article 60 exceeding the number of vacancies, a secret ballot shall be held among the members present in person or represented by proxy at an Annual General Meeting. Those persons receiving the greatest number of votes in favour of their appointment, up to but not exceeding the maximum number of vacant places available, may by ordinary resolution (subject to article 65) be appointed as directors.
- 65 Subject to article 64, the appointment at an Annual General Meeting of more than 1 (one) Member Director shall take the form of a single ordinary resolution to appoint all proposed Member Directors unless before, or at the time of, such resolution being put to the meeting, a request is made for each appointment to be voted on separately by either:
- (a) the chairperson of the meeting; or
 - (b) at least 2 (two) persons having the right to vote at the meeting

- 66 The directors may at any time appoint any member (providing he or she is willing to act) to be a director (subject to article 55).
- 67 At each annual general meeting
- (a) any director appointed under article 66 during the period since the preceding annual general meeting shall retire from office
 - (b) out of the remaining elected directors (excluding those directors appointed under articles 70 and 71) one third (to the nearest round number) shall retire from office. But if there is only 1 (one) director who is subject to retirement by rotation, she or he shall retire from office.
- 68 The directors to retire under paragraph (b) of article 67 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected or re-elected on the same date, the question of which of them is to retire shall be determined by some random method.
- 69 A director who retires from office under article 67 shall be eligible (subject to articles 55 and 58) for re-election

Appointment, Reappointment of co-opted directors

- 70 In addition to their powers under article 66, the directors may (subject to article 55) at any time appoint any non-member of the company to be a director (providing he or she is willing to act) either on the basis that he or she has been nominated by a body with which the company has close contact in the course of its activities or on the basis that he or she has specialist experience or skills which could be of assistance to the directors.
- 71 At each annual general meeting, all of the directors appointed under article 70 shall retire from office and shall be eligible for re-appointment under article 70.

Termination of office

- 72 A director shall automatically vacate office if:-
- (a) he or she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
 - (b) he or she becomes debarred under any statutory provision from being a charity trustee
 - (c) he or she becomes incapable for medical reasons of fulfilling the duties of his or her office and such incapacity is expected to continue for a period of more than six months
 - (d) in the case of a director elected/appointed under articles 61 to 67 he or she ceases to be a member of the company
 - (e) he or she becomes an employee of the company
 - (f) he or she resigns office by notice to the company
 - (g) he or she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him or her from office
 - (h) he or she has breached any explicit rules of the company or code of conduct to which the directors have agreed or is in breach of her or his general duties under sections 170 to 177 of the Act or section 66 of the Charities and Trustee Investment (Scotland) Act 2005 or other reasonable standards of behaviour and, in the opinion of the directors, such breach is sufficiently serious or persistent to warrant her or his removal as a director

- (i) he or she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

Register of directors

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

Office bearers

- 74 The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate. Such elections shall take place as soon as reasonably practicable after each Annual General Meeting
- 75 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
- 76 A person elected to any office shall cease to hold that office if he or she ceases to be a director, or if he or she resigns from that office by written notice to that effect.

Powers of directors

- 77 Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.
- 78 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

- 79 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he or she will be debarred (in terms of articles 91 and 92) from voting on the question of whether or not the company should enter into that arrangement.
- 80 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his or hers **or** any firm of which he or she is a partner **or** any limited company of which he or she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him or her for the purposes of the Act), has a personal interest in that arrangement.
- 81 Provided
 - (a) he or she has declared his or her interest
 - (b) he or she has not voted on the question of whether or not the company should enter into the relevant arrangement and
 - (c) the requirements of article 83 are complied with,a director will not be debarred from entering into an arrangement with the company in which he or she has a personal interest (or is deemed to have a personal interest under article 80) and may retain any personal benefit which he or she gains from his or her participation in that arrangement.

- 82 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 or her duties as a director.
- 83 Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - (b) the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
 - (c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
- 84 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at directors' meetings

- 85 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 86 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall not have a casting vote.
- 87 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be 4 or one-third of the directors, whichever is greater.
- 88 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 89 Unless he or she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he or she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 90 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
- 91 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he or she has a personal interest which conflicts (or may conflict) with the interests of the company; he or she must withdraw from the meeting while an item of that nature is being dealt with.
- 92 For the purposes of article 91, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his or hers **or** any firm of which he or she is a partner **or** any limited company of which he or she is a substantial shareholder or director, has a personal interest in that matter.
- 93 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
- 94 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 91 to 93.

Conduct of directors

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

Delegation to sub-committees

- 96 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
- 97 Any delegation of powers under article 96 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 98 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

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

Secretary

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

Minutes

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

Accounting records and annual accounts

- 102 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 103 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
- 104 No member shall (unless he or she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

Notices

- 105 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him or her to the company *or* (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 106 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 107 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.

Winding-up

- 108 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may 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 acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes.
- 109 To the extent that effect cannot be given to article 108, the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

- 110 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 or she may sustain or incur in connection with the execution of the duties of his or her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him or her in defending any proceedings (whether civil or criminal) in which judgement is given in his or her favour or in which he or she is acquitted **or** any liability in connection with an application in which relief is granted to him

or her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

- 111 The company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his or 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).

Amendment of Articles

- 112 Subject to the provisions of section 21 of the Act and to Articles 6 and 113, the Company may, by special resolution, amend these Articles. Any amendment so made shall be as valid as if originally contained in the Articles and shall remain subject to further amendment in a like manner.
- 113 No amendment shall be made under Article 112 which is inconsistent with or would be void by the Act or which would have the effect of the Company ceasing to be a charity under the Charities and Trustee Investment (Scotland) Act 2005.
- 114 Pursuant to section 26 of the Act the Directors shall, within 15 (fifteen) days of the Company passing a resolution to amend its Articles under Article 112, send a copy of the Articles as amended to the Registrar of Companies.
- 115 Pursuant to section 17 of the Charities and Trustee Investment (Scotland) Act 2005 the Directors shall notify the Office of the Scottish Charity Regulator (OSCR) of any amendment to the Articles within 3 (three) months of the date on which the amendment is made.

These articles were adopted by special resolution of the members of the company at a general meeting held on and replace in their entirety

all previous Articles of Association and those provisions in the company's Memorandum of Association at the date of the company's incorporation which, under section 28 of the Act, are to be treated as part of the company's articles.