



**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

**ARTICLES
OF ASSOCIATION
Of
CYCLING SCOTLAND**

(Adopted by special resolution passed on [DATE])

2020

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OBJECTS & ACTIVITIES

Objects of the Company

1. The Company is established for charitable purposes only with the intention of providing public benefit in Scotland and elsewhere, and in particular the Company is established:
 - (a) to promote and advance awareness and understanding of the significant health, social, environmental and economic benefits of getting more people cycling safely and confidently for everyday travel, exercise and recreation;
 - (b) to advance the education of the public generally and young people in particular in safer cycling and cycling road safety, including through delivery of cycle training for people of all ages;
 - (c) to promote and support the design and delivery of inclusive and widely available routes, paths and associated facilities for cycling, walking and other forms of low energy and sustainable transport; and
 - (d) to undertake projects, programmes and activities of a charitable nature aimed at reducing barriers to cycling and contributing to achieving local and national objectives and outcomes in relation to improving health and wellbeing, economic and environmental sustainability and reducing inequalities.

Powers of the Company

2. The Company in carrying out the above objects shall have and may exercise all or any of the following powers:-
 - (a) to undertake any activities that support the objects of the Company;
 - (b) to encourage, provide, support and otherwise facilitate the work of others interested in the objects of the Company.
 - (c) to establish, support or aid in the establishment and support of any charitable associations or institutions established for similar purposes and to subscribe monies for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects;
 - (d) to solicit, receive and accept financial assistance, donations, endowments, gifts and loans of money, rents and any other property whatsoever, heritable or moveable, subject or not to any specific charitable trusts or conditions;
 - (e) to issue appeals, hold public meetings and take such other steps as may be required for the purposes of procuring contributions to the funds of the Company in the form of donations, subscriptions or otherwise;
 - (f) to purchase, take on lease or in exchange or otherwise acquire and to hold, manage, develop, sell, dispose of lease or deal in any way with any heritable or moveable property and any interests therein;

- (g) to borrow and raise money for the objects of the Company and secure or discharge any debt or obligation of or binding on the Company in such manner and on such terms and conditions as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Company;
- (h) to invest funds of the Company not immediately required in such investments, securities or property as may be considered appropriate (and to dispose of and vary such investments);
- (i) 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;
- (j) to engage such consultants and advisers as are considered appropriate from time to time;
- (k) to insure and arrange insurance cover for, and to indemnify its officers, employees and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;
- (l) to promote, arrange, organise and conduct seminars, conferences, lectures, meetings and discussions;
- (m) to prepare, edit, print, publish, issue, acquire, circulate and distribute books, pamphlets, papers, periodicals and other literary material, pictures, prints, photography, films, sound recordings and mechanical and other models and equipment, and to establish, form, promote, conduct and maintain public collection displays and exhibitions of literature, statistics, charts, information and other material;
- (n) to construct, erect, alter, improve, demolish and maintain any buildings which may from time to time be required for the purposes of the Company, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of the same;
- (o) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (p) to promote and incorporate or to join in the promotion or incorporation of any charitable company with limited or unlimited liability, organisations, societies or associations for the purpose of carrying out any object which the Company itself could carry out and to subscribe for or otherwise acquire the shares, stock or other securities of such company or to lend money to such company on such terms as may be thought fit;
- (q) to co-operate and enter into arrangements with any authorities, national, regional, local or otherwise;
- (r) to amalgamate with any companies, organisations, societies or associations which are charitable at law and have objects altogether

or mainly similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by these articles; and

- (s) to do all such other things as are necessary for the attainment of the said objects, promoting equality and diversity.

In this clause,

- (a) the expression “charity” shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts.
 - (b) the expression “charitable purpose” shall mean a purpose which constitutes 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 Act.
3. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set out in Article 1 above and subject to the following paragraphs no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company. Nothing herein shall prevent any payment in good faith by the Company:-
- (a) of out-of-pocket expenses incurred in carrying out duties by any member, director, officer or employee of the Company;
 - (b) reasonable payment in return for services rendered to the Company;
 - (c) director/trustee indemnity insurance; and
 - (d) payment or benefits permitted in terms of the Charities and Trustee Investment (Scotland) Act 2005.

GENERAL STRUCTURE

4. The structure of the Company consists of:-
- (a) the FULL MEMBERS – who have the right to attend the annual general meeting (and any general meeting) and have powers under the Articles of Association and the Companies Acts; in particular, the members 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 oversee the activities of the Company; in particular, the Directors are responsible for monitoring the financial position of the Company; the Directors are also charity trustees.

- (c) The NON-VOTING MEMBERS – (if any) who have the right to attend general meetings of the Company but shall not be counted in the quorum nor have any voting rights.

MEMBERS

Registers of Members

5. The Directors shall maintain registers of members, setting out the full name and address of each member and the date on which any member ceased to be a member.

Classes of Membership

6. The membership of the Company shall comprise of the full members and such other classes of non-voting members as the Company may decide from time to time. Only full members shall have the right to vote. Non-voting members shall be entitled to attend general meetings and, at the discretion of the Directors, such other events organised by the Company from time to time.
7. Those eligible to become members of the Company shall be (a) bodies representing cycle campaign groups in Scotland, road safety in Scotland, leisure cycling in Scotland, cycle sport in Scotland, cycle training in Scotland, Scottish Local Authorities and health organisations and statutory authorities in Scotland and (b) individuals (other than employees of the Company) who support and contribute their time to the objects of the Company.
8. The privileges of membership are not transferable. Membership of the Company shall terminate in the case of an incorporated or unincorporated body if an order is made or a resolution passed for its winding up or dissolution or an order is made for the appointment of an administrator to manage its affairs, business and property or if a receiver is appointed or if it takes or suffers any similar or analogous action in consequence of a debt.
9. The Directors shall be entitled at their discretion to refuse to admit any body, organisation, authority or individual to membership notwithstanding that it/they are not debarred from membership by Article 7.
10. Each application for membership shall be considered by the Directors at the first meeting of the Directors which is held after receipt by the Company of a written application for membership (and, if appropriate, supporting evidence). The Directors shall notify each applicant in writing of their decision as to whether or not to admit it/them to membership within seven days after the meeting at which the application is considered.

Withdrawal from Membership

11. Any member 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, they shall cease to be a member.

Expulsion from Membership

12. The Company may, by special resolution, expel any member from membership. Any member who wishes to propose at any meeting a resolution for the expulsion of any member from membership shall lodge with the Company written notice of such member's intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting. The Company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned and the member concerned shall be entitled to make written representations to the Company with regard to the notice. If representations are so made to the Company, the Company shall (unless such representations are received by the Company too late for it to do so):

- (a) state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed and
- (b) send a copy of the representations to every person to whom notice of the meeting is or was given.

Whether or not a copy of written representations has been given to each of the persons entitled to receive notice of the meeting, the member concerned shall be entitled to be heard on the resolution at the meeting. Failure to comply with any of the provisions of this Article shall render any resolution for the expulsion of a person from membership invalid. A person expelled from membership under this Article shall cease to be a member with effect from the time at which the relevant resolution is passed.

General Meetings (meetings of members)

13. The Directors:
 - (a) shall convene an annual general meeting in each year;
 - (b) shall ensure that not more than 15 months shall elapse between one annual general meeting and the next;
 - (c) may convene a general meeting at any time; and
 - (d) must convene a general meeting if there is a valid requisition by no less than 10% of the members from time to time.
14. The business of each annual general meeting shall include:-
 - (a) a report on the activities of the Company;
 - (b) consideration of the annual accounts of the Company; and
 - (c) the election/re-election of Directors, as referred to in Article 326.

Notice of General Meetings

15. At least 14 clear days' notice must be given of an annual general meeting or general meeting. Where:-
- (a) the term "clear days" in this Article 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 contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded;
 - (b) any notice calling a meeting shall specify the time and place of the meeting; it shall:-
 - i. indicate the general nature of the business to be dealt with at the meeting; and
 - ii. if a special resolution (see Article 266) (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.
 - (c) 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 a general meeting; and
 - (d) notice of every general meeting shall be given either in writing or, (where the party to whom notice is given has notified the Company of an address to be used for the purpose of electronic communications), (by way of an electronic communication) to all the members and Directors, and (if there are auditors in office at the time) to the auditors.

Procedure at General Meetings

16. No business shall be dealt with at any general meeting unless a quorum is present and where:
- (a) the quorum for a general meeting shall be three persons entitled to vote, each being a member or a proxy for a member or a duly authorised representative of a member who is an incorporated or unincorporated body; and
 - (b) 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.
17. The chair of the Company shall (if present) preside as chairperson of each general meeting;
- (a) if the chair is not present 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; and

- (b) may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 18. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or by proxy. A member who is not an individual shall vote through their duly authorised representatives.
- 19. A resolution may be decided by postal ballot if so decided by the Board.
- 20. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
- 21. 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 members present in person at the meeting); 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.
- 22. 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.
- 23. A resolution of the members in writing, passed in accordance with the provisions of the Act, 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.
- 24. The Board may resolve to enable persons entitled to attend and participate in a general meeting to do so (wholly or partly) by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic facility or facilities (as so determined by the Board) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chairperson of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:
 - (a) participate in the business for which the meeting has been convened;
 - (b) hear all persons who speak at the meeting; and
 - (c) be heard by all other persons attending and participating in the meeting;
- 25. If pursuant to Article 24 the Board determines that a general meeting shall be held wholly or partly by means of electronic facility or facilities, the notice shall:
 - (a) include a statement to that effect;
 - (b) specify the means, or all different means, of attendance and participation thereat; and

- (c) state how it is proposed that persons attending or participating in the meeting electronically should communicate during the meeting.

Special Resolutions and Ordinary Resolutions

- 26. 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 general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with Article 15, 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.
- 27. 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 its Objects; and
 - (c) to alter any provision of these articles or adopt new articles of association.
- 28. 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, and (as applicable) the chairperson’s casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with Article 15.

DIRECTORS

Number of Directors

- 29. The maximum number of Directors shall be nine and the minimum number shall be three.

Eligibility and Maximum Period in Office for Directors

- 30. A person shall not be eligible for election/appointment as a Director unless they are a member of the Company.
- 31. A person shall be elected a Director by the members of the Company.
- 32. A Director shall be entitled to hold office for three years and shall then be eligible for re-election for a second period of three years and for a third period of three years. The maximum period a Director shall serve is nine years unless agreed otherwise by the Directors.

Appointment, Retiral, Re-appointment of Directors

33. Any member who wishes to be considered for appointment as a Director at an annual general meeting shall lodge with the Company a written notice of their willingness to be appointed. Any member who is an incorporated or unincorporated body may nominate its duly authorised representative (being a natural person) for appointment as a Director instead of itself.
34. At an annual general meeting the Company may by ordinary resolution appoint as a Director any person in respect of whom a written notice of willingness to accept such an appointment has been received in compliance with the preceding article.
35. The Directors may at any time appoint any member (providing they are willing to act), to be a Director either to fill a vacancy or as an additional Director.
36. At each annual general meeting:
 - (a) all Directors who have been appointed by the Directors since the date of the last annual general meeting shall retire from office and
 - (b) out of the remaining Directors one third (to the nearest round number) shall retire from office.
37. The Directors to retire under paragraph (b) of Article 36 shall be those who have been longest in office since they were last appointed or re-appointed; the question of who is to retire as between Directors appointed or re-appointed on the same date shall be determined by lot.
38. The Company may at any annual general meeting by ordinary resolution re-appoint any Director who retires from office at the meeting under Articles 36 or 37 (providing they are willing to act and subject to Article 32); If any such Director is not re-appointed, they shall retain office until the meeting appoints someone in their place or, if it does not do so, until the end of the meeting.

Termination of Office

39. A Director shall automatically vacate office if:-
 - (a) they cease to be a Director through the operation of any provision of the Act or become prohibited by law from being a Director;
 - (b) they become debarred under any statutory provision from being involved in the management or control of a charity;
 - (c) they become incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
 - (d) they become an employee of the Company;
 - (e) they resign office by notice to the Company;
 - (f) they are absent (without permission of the Directors) from more than three consecutive meetings of the Directors, and the Directors resolve to remove them from office;
 - (g) they are removed from office by resolution of the Directors.

Appointments to Executive Office

40. Directors shall be appointed to hold the offices of chairperson and such other executive offices as the Directors may consider appropriate; each such office shall be held, subject to Article 43, until the conclusion of the annual general meeting which next follows appointment.
41. The appointments to executive office under the preceding article shall, subject to Article 43, be made at a meeting of Directors held immediately after each annual general meeting.
42. A Director whose period of executive office expires under Article 40 may be reappointed to such office (providing they are willing to act).
43. The appointment of any Director to executive office shall terminate if they cease to be a Director or if they resign from such executive office by notice to the Company.
44. If the appointment of any Director to executive office terminates under the preceding article, the Directors shall, at a meeting of Directors held as soon as reasonably practicable after such termination, appoint another Director to hold such office in their place; a director so appointed shall (subject to Article 43) hold such executive office until the conclusion of the first annual general meeting which follows such appointment.

Powers of Directors

45. Subject to the provisions of the Act, the memorandum of association 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.
46. A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

Register of Directors/Directors interests

47. The Directors shall maintain a register of Directors, setting out full details of each Director, including the date on which they became a Director, and specifying the date on which any person ceased to hold office as a Director and containing details of Directors' interests.

Directors Declarations of Interests

48. The Directors may, in accordance with the requirements set out in Articles 488 to 53, authorise any matter proposed to them by any Director which would, if not authorised, involve or constitute a Director (an "Interested Director") breaching or infringing their duty under section 175 of the Act to avoid conflicts of interest (the "Conflict").
49. Any authorisation under Articles 488 to 53 will be effective only if:
 - (a) the matter in question, to the extent permitted by the Act, shall have been proposed by any Director for consideration at a meeting of the Board in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;

- (b) any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Interested Director; and
 - (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director had not been counted in the vote.
50. Any authorisation of a matter under Articles 48 to 53 may (whether at the time of giving the authority or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
 - (b) be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine on the Interested Director; or
 - (c) be terminated or varied by the Directors at any time.

This will not affect anything done by the Interested Director prior to such termination or variation in accordance with the terms of the authorisation.

51. Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the Interested Director:
- (a) is excluded from discussions (whether at meetings of the Board or otherwise) related to the Conflict;
 - (b) is not given any documents or other information relating to the Conflict; or
 - (c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.

Notwithstanding the fact that the Directors have made provisions (or otherwise) under this Article 51, the Interested Director whose Conflict has been authorised shall not be in breach of their duties to the Company where the Interested Director, of their own accord, does not attend any discussions, refuses to receive any documents or information relating to the Conflict or refuses to vote on any resolution relating to the Conflict (or refuses to do or does any similar action).

52. Where the Directors authorise a Conflict:
- (a) the Interested Director will be obliged to conduct themselves in accordance with any terms imposed by the Directors in relation to the Conflict; and
 - (b) the Interested Director will not breach or infringe any duty they owe to the Company by virtue of sections 171 to 177 of the Act provided they act in accordance with such terms, limits and conditions (if any) as the Directors may impose in respect of its authorisation.

- (c) the Directors may decide (whether at the time of giving the authority or subsequently) that, if a Director has obtained any information through their involvement in the Conflict otherwise than as a Director of the Company and in respect of which they owe a duty of confidentiality to another person, the Director is under no obligation to:
- i. disclose such information to the Directors or to any Director or other officer or employee of the Company;
 - ii. use or apply any such information in performing their duties as a Director;

where to do so would amount to a breach of that confidence and, accordingly, by not disclosing, using or applying such information, the Director shall not be in breach or infringe their duties to the Company in terms of Sections 171 to 177 of the Act.

53. A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Company (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract, agreement or arrangement relating to a Conflict that has been authorised by the Board shall be liable to be avoided on such grounds.

Personal Interests

54. A Director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of their interest to the other Directors before the Company enters into the transaction or arrangement in accordance with the Act. For the purposes of this article, a Director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which they are a partner or any limited company of which they are a substantial shareholder or Director (or any other party who/which is deemed to be connected with them for the purposes of the Act), has a personal interest in that arrangement.
55. A Director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of their interest to the other Directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under Article 54.
56. Subject, where applicable, to the disclosures required under Article 54 and Article 57, and to any terms and conditions imposed by the Directors in accordance with these Articles 54 to 58, a Director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Company in which they are interested and if they shall do so their vote shall be counted and they shall be taken into account in ascertaining whether a quorum is present.
57. A Director need not declare an interest under Article 54 and Article 55 as the case may be:

- (a) if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - (b) of which the Director is not aware, although for this purpose a Director is treated as being aware of matters of which they ought reasonably to be aware;
 - (c) if, or to the extent that, the other Directors are already aware of it, and for this purpose the other Directors are treated as aware of anything of which they ought reasonably to be aware; or
 - (d) if, or to the extent that, it concerns the terms of their service contract that have been, or are to be, considered at a meeting of the Board.
58. Provided they have declared their interest a Director will not be debarred from entering into an arrangement with the Company in which they have a personal interest and may retain any personal benefit which they gain from their participation in that arrangement.

DIRECTORS' MEETINGS

Procedure at Directors' Meetings

59. Board meetings will be held on a regular basis. Any Director may call a meeting of the Directors or request the secretary to call a meeting of the directors.
60. A resolution in writing executed by all the members for the time being of the Board or of any committee thereof who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted, and may consist of several documents in the like form each executed by one or more members of the Board or any such committee.
61. A meeting of the Board or any committee thereof may, subject to notice thereof having been given in accordance with these articles, be for all purposes deemed to be held when Board are in simultaneous communication with each other by telephone or by any means of audio-visual communication, if all the Directors agree to treat the meeting as so held and the number of Directors participating in such communication constitutes the quorum of the Board which would otherwise be required by these articles to be present at the meeting. Such meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairperson of the meeting then is and the word "meeting" shall be construed accordingly.
62. 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 have a casting vote.
63. No business shall be dealt with at a meeting of the Directors unless a quorum is present; the quorum for Board meetings of the Directors shall be three. 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.

64. Unless they are unwilling to do so, the chair of the Company shall preside as chairperson at every Directors' meeting at which they are 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.
65. 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.
66. A Director shall not vote at a Directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which they have a personal interest which conflicts (or may conflict) with the interests of the Company.
67. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
68. 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.
69. 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 599 to 68.

Delegation to Committees

70. The Directors may delegate any of their powers to any committee consisting of two 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. Any delegation of powers under this Article may be made subject to:-
 - (a) such conditions or regulations as the Directors may impose and may be revoked or altered; and
 - (b) such rules of procedure for any committee shall be as prescribed by the Directors or in the absence of such prescription shall be governed by the Articles regulating the proceedings of meetings of Directors insofar as they are capable of applying thereto.

Any such committee shall have the power to further delegate to a sub-committee as may from time to time be approved by the Directors.

71. The quorum for meetings of any committee shall be two Directors.

ADMINISTRATION

Operation of Bank Accounts

72. The signatures of two authorised representatives of the Company (who need not be Directors of the Company) shall be required in relation to all operations (other than lodgement of funds) on the bank, building society or other financial institution accounts held by the Company.

Secretary

73. The Directors may in their sole discretion decide to appoint a company secretary for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the company secretary may be removed and replaced or not (at the Directors' sole discretion) by the Directors at any time.

Minutes

74. 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

75. The Directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements for both companies and charities.
76. 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.
77. No member shall (unless they are 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

78. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:-
- (a) if properly addressed and sent by pre-paid UK first class post to an address (last intimated by them) to the Company in the UK 48 hours after it is posted;
 - (b) a Member whose registered address is not within the United Kingdom shall be entitled to receive notices at such address and such notices shall be sent to the Member by airmail. Notices sent overseas shall be deemed to be given at the expiry of a period of 5 days after the envelope containing it was posted. Sections 1143 to 1148 together with schedule 4 and 5 of the Act shall apply;
 - (c) if properly addressed and delivered by hand, when it was given or left

at the appropriate address;

- (d) if properly addressed and sent or supplied by electronic mail (e-mail) (in the case of a Member who has notified the Company of an address to be used for the purpose of electronic communications) one hour after the e-mail was sent or supplied; and
- (e) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is so deemed to have received) notice of the fact that the material is on the website.

For the purposes of this article, no account will be taken of any part of a day that is not a business day (where a “business day” means any day (other than a Saturday, Sunday or public holiday in Scotland) on which clearing banks in Edinburgh are generally open for business). In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purposes of the Act.

MISCELLANEOUS

Winding-up

79. If the Company is dissolved or wound up, the liquidator shall, if there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, then the property shall not be paid to or distributed among the members of the Company, but shall be paid, given, transferred or distributed to such body or bodies to be determined by the members of the Company at the time of the dissolution or winding up :
- (a) being a charitable body or bodies having objects similar to the Objects of the Company; and
 - (b) being a charitable body or bodies which shall prohibit the distribution of its or their assets, income and property among its or their members to an extent at least as great as is imposed on the Company.

or failing which such other charitable body or bodies as are willing to take the property of the Company.

Indemnity

80. Without prejudice to Articles 81 and 85 and subject to the provisions of and to the extent permitted by the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the assets of the Company against any liability incurred by them for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.

81. Subject to the Act and any agreement made between a Director and the Company in accordance with the Act, a Director shall be indemnified out of the Company's assets against any expenses which that Director incurs in connection with:
- (a) civil proceedings in relation to the Company (unless judgment is given against the Director and the judgment is final);
 - (b) criminal proceedings in relation to the Company (unless the Director is convicted and the conviction is final); or
 - (c) any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company (unless the court refuses to grant the Director relief, and the refusal is final).
82. For the purposes of Article 81 judgment, conviction or refusal of relief becomes final if:
- (a) the period for bringing an appeal (or any further appeal) has ended; and
 - (b) any appeal brought is determined, abandoned or otherwise ceases to have effect.
83. Every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any loss or liability which they may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, any liability incurred by them in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which they are acquitted or any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of the Company.
84. The indemnity contained in Article 83 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a Director may otherwise be entitled.

Insurance

85. Subject to the Act, the Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

In this Article:-

- (a) a "relevant officer" means any Director or former Director of the Company, any other officer or employee or former officer or employee of the Company or its associate (but not the auditors), or any trustee of a pension fund or employee benefits trust of the Company;
- (b) a "relevant loss" means any loss or expenditure which has been or may be incurred by a relevant officer in connection with that relevant officer's duties, powers or responsibilities in relation to the Company or an associate or its pension fund or employee benefits trust; and
- (c) an "associate" means any subsidiary or subsidiary undertaking or holding company of such company and any other subsidiary or

subsidiary undertaking of any holding company of such company ("holding company" and "subsidiary company" having the meanings set out in section 1159 and Schedule 6 of the Companies Act 2006).

Liability of Members

86. The liability of the members is limited to ONE POUND (£1.00). Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the:-
- (a) debts and liabilities of the Company contracted before they cease to be a member;
 - (b) costs, charges and expenses of winding up,
- and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ONE POUND.
87. The income, assets and property of the Company shall be applied solely towards the promotion of the Objects of the Company as set out herein and subject to the following paragraphs no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company. Nothing herein shall prevent any payment in good faith by the Company:-
- (a) of out-of-pocket expenses incurred in carrying out duties by any member, Director, officer or employee of the Company;
 - (b) reasonable payment in return for services rendered to the Company;
 - (c) director/trustee indemnity insurance; and
 - (d) payment or benefits permitted in terms of the Charities and Trustee Investment (Scotland) Act 2005.

Constitution of Company

88. The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of the Company.

Interpretation

89. In these articles

“the Act” means the Companies Act 2006;

“the Board” means the board of Directors of the Company;

any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;

“electronic communication” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.

“person” means any individual, organisation or body including any authorised representative of any organisation or body.

90. Unless the context requires otherwise, words or expressions used in these articles bear the same meaning as in the Act (as said Act is in force at the date of adoption of these articles). For the avoidance of doubt:-
- (a) headings in these articles are used for convenience only and shall not affect the construction or interpretation of these articles.
 - (b) unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - i. any subordinate legislation from time to time made under it; and
 - ii. any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
 - (c) reference in these articles to the singular shall be deemed to include the plural.
 - (d) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.