

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION of  
Central Advocacy Partners

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**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**MEMORANDUM of ASSOCIATION**  
of  
**Central Advocacy Partners**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	Signature of each subscriber

Dated

**ARTICLES OF ASSOCIATION**

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## THE COMPANIES ACT 2006

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

#### *ARTICLES of ASSOCIATION*

of

Central Advocacy Partners

CONTENTS		
<b>GENERAL</b>	constitution of the company, defined terms, objects, powers, restrictions on use of assets, limit on liability, general structure	articles 1-10
<b>MEMBERS</b>	qualifications, application, subscription, register, withdrawal, expulsion, termination/transfer	articles 11- <small>Commented [1]: Not sure if this should instead be 10-23?</small>
<b>GENERAL MEETINGS (meetings of members)</b>	general, notice, special/ordinary resolutions, procedure	articles 25 - 62
<b>DIRECTORS</b>	maximum number, eligibility, election/retirement/re-election, termination of office, register, office bearers, powers, personal interests	articles 63 - 79
<b>DIRECTORS' MEETINGS</b>	procedure, conduct of directors	articles 80 - 101
<b>ADMINISTRATION</b>	committees, operation of bank accounts, secretary, minutes, accounting records and annual accounts, notices	articles 102 - 110.
<b>MISCELLANEOUS</b>	winding-up, indemnity	articles 111 - 115

## **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 objects are limited to charitable purposes;
  - (c) "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
  - (d) "electronic form" has the meaning given in section 1168 of the Act;
  - (e) "OSCR" means the Office of the Scottish Charity Regulator;
  - (f) "property" means any property, heritable or moveable, real or personal, wherever situated; and
  - (g) "subsidiary" has the meaning given in section 1159 of the Act.
3. Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

## **Objects**

4. The company's objects are:
  - a. The advancement of education and awareness raising about learning disabilities, through the provision of formal and informal training in educational bodies such as schools and further education colleges, as

well as in the public, private and voluntary and public sectors, including community groups.

b. The advancement of citizenship including the rights and responsibilities of the citizen, as well as:

- the development of opportunities for people with learning disabilities to be more active in their communities,
- involving people in community activity including volunteering.

c. The advancement of human rights, conflict resolution or reconciliation through our advocacy services.

d. The promotion of equality and diversity including the elimination of discrimination

e. The relief of those in need by reason of age, ill health, disability, financial hardship or other disadvantage, contributing to the prevention or relief of poverty through information and advocacy.

5. The company's objects are restricted to those set out in article 4 (but subject to article 6).

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

## Powers

7. In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:-

- a. To provide independent advocacy and to promote social inclusion for people of all ages that have learning disabilities, in all areas of their lives and to support them on issues involving health, housing, finance and the legislative process.
- b. To raise awareness of the challenges faced by people who have a learning disability.
- c. To carry on any other activities which further any of the above objects.
- d. To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- e. To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.

- 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, including exploring and setting up a trading arm.
- 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 objects.
- p. To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- 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 objects.

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

#### **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:  
Any individual over the age of 14 (although due to legislation, members under the age of 16 are not able to act as Directors)
  - a. Any individual who shares an interest in furthering the aims and objectives of the company
  - b. Any corporate body which in the opinion of the Directors are interested in furthering the aims and objectives of the company
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. All applications for membership must be accompanied by a remittance to meet the annual membership subscription.
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.

#### **Membership subscription**

17. Members are required to pay an annual subscription, which will be agreed at the annual general meeting.
18. The members may vary the amount of the annual membership subscription by way of ordinary resolution to that effect at an annual general meeting.
19. If the membership subscription payable by any member remains outstanding more than 60 days after the date on which it fell due, the Directors may, by resolution to that effect, expel **the member** from membership.

### **Register of members**

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

### **Withdrawal from membership**

21. 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, **the member** shall cease to be a member.

### **Expulsion from membership**

22. Any person may be expelled from membership by special resolution (see article 37), 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**

23. Membership shall cease on death.

24. A member may not transfer membership to any other person.

### **General meetings (meetings of members)**

25. 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.

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

27. The business of each annual general meeting shall include:-

- (a) a report by the chair on the activities of the company
- (b) consideration of the annual accounts of the company
- (c) the election/re-election of directors, as referred to in articles 65 to 67.

28. The directors may convene an extraordinary general meeting at any time.

29. 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**

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

31 The reference to "clear days" in article 30 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 email, the day after it was sent), and also the day of the meeting, should be excluded.

32. A notice calling a meeting shall specify the time of the meeting, and (subject to article 34) the place where the meeting is to be held; and

- (a) it shall indicate the general nature of the business to be dealt with at the meeting;
- (b) if a special resolution (see article 37) (or a resolution requiring special notice under the Companies Act) is to be proposed, it shall also state that fact, giving the exact terms of the resolution; and
- (c) it shall notify the Members of their right to appoint a proxy.

33. If members and directors are to be permitted to participate in the meeting by way of audio and/or an audio-visual link, the notice (or notes accompanying the notice) shall:

- (a) set out details of how to connect and participate via (in the case of participation by way of audio) dial-in details, or (in the case of participation by way of an audio-visual link) that link; and
- (b) for the benefit of those members who do not have access to a computer or to an adequate internet connection, draw members' attention to (i) the ability to participate in the meeting via audio only means, (ii) the ability of Members to appoint the chairperson of the meeting as proxy, and to direct the chairperson on how they should vote in relation to each resolution to be proposed at the meeting, or (iii) (where attendance in person is to be permitted) the ability to attend and vote in person at the meeting.

34. If participation in the meeting is to be by way of audio and/or audio-visual links – with no intention for the meeting to involve attendance in person by two or more members in one place – the requirement under article 32 to specify the place of the meeting in the notice calling the

meeting shall not apply (except to the extent that this remains a requirement under the Companies Act).

**35. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.**

**36. Notice of every general meeting shall be given to all the members and directors, and (if auditors, or, if appropriate, independent examiner, are in office at the time) to the auditors/independent examiner:**

- (a) in hard copy form; or
- (b) (where the individual or corporate body to whom notice is given has notified the company of an email address to be used for the purpose of communications from the company) by way of email; 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 Companies Act) by means of a website.”

#### **Special resolutions and ordinary resolutions**

37. 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 30 to 36; 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.

38. 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.

39. 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 30 to 36.

## **Procedure at general meetings**

**40. The board may, if they consider appropriate in exceptional circumstances (whether on the basis of concerns relating to health risks associated with large gatherings, or otherwise) make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual links, providing:**

- (a) the means by which members and directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent – for all, or a significant proportion, of the members - a barrier to participation;**
- (b) the notice calling the meeting contains the information required under article 32 ; and**
- (c) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and directors who participate via the audio or audio-visual links are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and directors (if any) who are attending in person (and vice versa).**

**41. A general meeting may involve two or more members or directors participating via attendance in person while other members and/or directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.**

**42. For the avoidance of doubt, an individual participating in a general meeting (whether as a member, as a proxy for a member, as the authorised representative of a member which is a corporate body, as a director, or as the chairperson of the meeting) via an audio or audio-visual link shall be deemed to be present (or, as the case may be, in attendance) at the meeting.**

**43. Where a general meeting is to involve participation solely via audio and/or audio-visual links, the board shall encourage any individuals participating in that general meeting who do not have access to a computer or to an adequate internet connection to dial-in to the meeting via audio means, failing which the board shall take reasonable steps to encourage such individuals to participate in the meeting through:**

- (a) (in the case of Members) the submission of a proxy form (which may appoint the chairperson of the meeting as proxy, and with the proxy form being completed in a manner which directs the chairperson on whether to vote in favour of, or**

against, each of the resolutions to be proposed at the meeting);  
and/or

- (b) the submission of questions and/or comments, which (subject to article 44) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.

**44. The requirements under paragraph (b) of article 43 shall not apply if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.**

**45. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall (subject to article 46) be 15 Members, either present or represented by proxy.**

**46. 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 (subject to article 47) place, as may be fixed by the chairperson of the meeting.**

**47. Where participation in the adjourned meeting is to be by way of audio and/or audio-visual links - with no intention for the adjourned meeting to involve attendance in person by two or more members or directors in one place - the requirement under article 49 for the chairperson to fix the place of the adjourned meeting shall not apply.**

**48. 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.**

**49. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such date, time and (subject to article 47) place as the chairperson may determine.**

**50. 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.**

**51. Where a Member, or a proxy for a Member, is participating in a meeting via audio or an audio-visual link, they may cast their vote on a given resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically – and providing the board have no**

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

**52. Any Member who wishes to appoint a proxy to vote on their 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 board require), signed by that Member; 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 board 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).

**53. An instrument of proxy which does not conform with the provisions of article 52, or which is not lodged or sent in accordance with such provisions, shall be invalid.**

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

**55. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed that proxy to speak at the meeting; and a proxy need not be a member of the company.**

**56. 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 email, was received by the company at the address notified by the company to the members for the purpose of email communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.**

**57. If there are an equal number of votes for and against any resolution proposed at a general meeting, the chairperson of the meeting shall not be entitled to a casting vote.**

**58. 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 participating in the meeting and entitled to vote, whether as Ordinary Members or as proxies for Ordinary Members); a secret ballot may be demanded**

either before the show of hands takes place, or immediately after the result of the show of hands is declared.

59. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such manner as the chairperson may direct.

60. Where a Member, or a proxy for a Member, is participating in a meeting via audio or an audio-visual link, the chairperson's directions regarding how a secret ballot is to be conducted may allow them to cast their votes on the secret ballot via any of the methods referred to in article 51 providing reasonable steps are taken to preserve anonymity (while at the same time, maintaining confidence in the validity of the process).

61. The result of any secret ballot shall be declared at the meeting at which the ballot was demanded.

62. These articles of association impose certain requirements regarding the means which can be adopted for participation and voting at general meetings; providing the arrangements made by the board in relation to a given general meeting are consistent with those requirements:

- (a) an Ordinary Member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;
- (b) the general meeting need not be held in any particular place;
- (c) the general meeting may be held without any number of those participating in the meeting being together at the same place (but on the basis that the quorum requirements – taking account of those participating via audio or an audio-visual link – must still be met);
- (d) the general meeting may be held by any means which permits those attending to hear and contribute to discussions at the meeting;
- (e) an Ordinary Member will be able to exercise the right to vote at a general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the board) and which permits that Ordinary Member's vote to be taken into account in determining whether or not a resolution is passed.”

#### **Maximum number of directors**

**63. The maximum number of directors shall be 7.**

#### **Eligibility**

64. A person shall not be eligible for election/appointment as a director unless he/she is a member of the company.

#### **Election, retiral, re-election**

65. At each annual general meeting, the members may (subject to article 63) elect any member (providing **the member** is willing to act) to be a director.

66. The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to article 63).

67. At each annual general meeting, all of the directors shall retire from office - but shall then be eligible for re-election.

#### **Termination of office**

68. A director shall automatically vacate office if:-

- (a) **the person** ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
- (b) **the person** becomes debarred under any statutory provision from being a charity trustee
- (c) **the person** becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
- (d) **the person** ceases to be a member of the company
- (e) **the person** becomes an employee of the company
- (f) **the person** resigns office by notice to the company
- (g) **the person** is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
- (h) **the person** is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

#### **Register of directors**

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

### **Officebearers**

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

71. 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.

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

### **Powers of directors**

73. 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.

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

### **Personal interests**

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

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

77. Provided

- (a) he/she has declared his/her interest
- (b) he/she has not voted on the question of whether or not the company should enter into the relevant arrangement and
- (c) the requirements of article 78 are complied with,

a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 93) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

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

78. 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).

79. 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**

**80. Any director may call a board meeting or request the secretary to call a board meeting.**

**81. Questions arising at a board meeting shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.**

**82. A resolution agreed to in writing (or by e-mail) by a majority of the directors (providing a copy of the resolution has been circulated to all of the directors) shall be as valid as if duly passed at a board meeting.**

**83. No business shall be dealt with at a board meeting unless a quorum is present; the quorum for board meetings shall be 3.**

**84. If at any time the number of directors in office falls below the number fixed as the quorum or the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.**

**85. A director may, if considered appropriate (whether on the basis of concerns relating to health risks associated with gatherings, or otherwise) participate in board meetings by way of audio and/or audio-visual links, providing:**

- (a) the means by which directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent – for all, or a significant proportion, of the directors - a barrier to participation; and**

- (b) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those directors who participate via the audio or audio-visual links are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those directors (if any) who are attending in person (and vice versa).

86. A director participating in a board meeting in the manner provided for under article 85 shall be deemed to be present in person at the meeting.

87. For the avoidance of doubt, a board meeting may involve participation solely via audio and/or audio-visual links.

88. If directors are to be permitted to participate in the meeting by way of audio and/or an audio-visual link, the directors shall, in advance of the meeting:

- (a) be provided with details of how to connect and participate via (in the case of participation by way of audio) dial-in details, or (in the case of participation by way of an audio-visual link) that link;
- (b) be made aware, for the benefit of those directors who do not have access to a computer or to an adequate internet connection, of (i) the ability to participate in the meeting via audio only means, or (ii) (where attendance in person is to be permitted) the ability to attend and vote in person at the meeting.

89. Where a director is participating in a board meeting via audio or an audio-visual link, they may cast their vote on a given resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.

90. Providing the arrangements in relation to a given board meeting are consistent with the requirements set out in articles 85 to 89:

- (a) a director cannot insist on participating in the board meeting, or voting at the board meeting, by any particular means;
- (b) the board meeting may be held without any number of those participating in the meeting being together at the same place (but on the basis that the quorum requirements – taking account of those participating via audio or an audio-visual link – must still be met);
- (c) the board meeting may be held by any means which permits those attending to hear and contribute to discussions at the meeting;

(d) a director will be able to exercise the right to vote at a board meeting by such means as is determined by the chairperson of the meeting and which permits that director's vote to be taken into account in determining whether or not a resolution is passed.

91. Unless they are unwilling to do so, the chair of the company shall preside as chairperson at every board 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.

92. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to participate (whether in person or by way of an audio or audio-visual link) in any board meeting; for the avoidance of doubt, any such person who is invited to participate in a board meeting shall not be entitled to vote.

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

94. For the purposes of article 93, a person shall (subject to article 95) be deemed to have a personal interest in a particular matter if any partner or other close relative of theirs or any third sector organisation of which they are a board member or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director or any limited liability partnership of which they are a member, has a personal interest in that matter.

95. Where a subsidiary of the company has an interest in a particular matter which is to be considered by the board, a director of the company who is also a director of that subsidiary will not be debarred from voting on that matter (unless they have a different personal interest in that matter, unrelated to their position as a director of that subsidiary).

96. 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.

97. 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 93- 96.

### **Conduct of directors**

98. Each of the directors shall, in exercising **their** functions as a director of the company, act in the interests of the company; and, in particular, must

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

### **Delegation to sub-committees**

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

100. Any delegation of powers under article 99 may be made subject to such conditions as the directors may impose and may be revoked or altered.

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

### **Operation of bank accounts**

102. 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**

103. 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**

104. 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**

105. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

106. 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.

107. No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

### **Notices**

108. Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.

109. 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.

110. 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**

111. 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.

112. For the avoidance of doubt, a body to which property is transferred under article 111 may be a member of the company.

113. To the extent that effect cannot be given to article 111 (as read with article 112), the relevant property shall be applied to some charitable purpose or purposes.

### **Indemnity**

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

115. 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/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).