



Highland 3

Third Sector Interface

Supporting Our Community

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE and not having
a share capital.

MEMORANDUM of ASSOCIATION of

**Highland Third Sector Interface
(HTSI)**

Highland

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

MEMORANDUM of ASSOCIATION

of

The Highland Third Sector Interface

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

23rd November 2017

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

The Highland Third Sector Interface

CONTENTS		
GENERAL	constitution of the company, defined terms, objects, powers, restrictions on use of assets, limit on liability, general structure	articles 1-10
MEMBERS	qualifications, application, subscription, register, withdrawal, expulsion, termination/transfer	articles 11-26
GENERAL MEETINGS (meetings of members)	general, notice, special/ordinary resolutions, procedure	articles 27-52
DIRECTORS	maximum number, eligibility, election/retiral/re-election, termination of office, register, office bearers, powers, personal interests	articles 53-78
DIRECTORS' MEETINGS	procedure, conduct of directors	articles 79-89
ADMINISTRATION	committees, operation of bank accounts, secretary, minutes, accounting records and annual accounts, notices	articles 90-101
MISCELLANEOUS	winding-up, indemnity	articles 102-106

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;
 - (g) “subsidiary” has the meaning given in section 1159 of the Act;
 - (h) “Highland” means that geographical area commensurate with the geographical area of Highland Council or any successor body;
 - (i) “Interface” means a third sector intermediary body established within a unitary authority area to provide third sector support and community development.
 - (j) “close relative” means anyone who is a grandparent, sibling, uncle, aunt, step-parent, parent, spouse, life partner, child, nephew, niece, cousin or is otherwise connected to the individual by a close familial relationship.
 - (k) “body” means an incorporate or unincorporated Third Sector group, organisations or club.
- 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:

The company has been formed to promote the benefit of the public within Highland by -

- (a) Advancing citizenship and community development, including rural and urban regeneration and the promotion of civic responsibility, volunteering, the voluntary sector and the effectiveness and efficiency of charities
- (b) Such other similar charitable purposes as the company from time to time determines

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) As the Highland Third Sector interface to deliver the four following main areas of activity
 - i. Volunteering development
 - ii. Social enterprise development
 - iii. Consulting, supporting, developing and representing the third sector
 - iv. Collaborating and working in partnership with public sector and private sector partners to improve the planning and delivery of public services by making them more responsive to the needs and aspirations of local communities.
- (b) To carry on any other activities which further any of the above objects.
- (c) 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.

- (d) 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.
- (e) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- (f) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- (g) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- (h) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- (i) 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.
- (j) 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.
- (k) To engage such consultants and advisers as are considered appropriate from time to time.
- (l) To effect insurance of all kinds (which may include officers' liability insurance).
- (m) 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).
- (n) 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.
- (o) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- (p) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- (q) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (r) To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- (s) 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.

- (t) 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 except for fees or expenses for work or services carried out under an agreement for services on behalf of the company. (c) No director of the company shall be appointed if they are a paid employee of the company or a paid employee of an organisation in receipt of funding from the company under an agreement for services on behalf 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/it is a member (or within one year after he/she/it ceases to be a member), he/she/it will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
 - (a) payment of the company's debts and liabilities contracted before he/she/it 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 GENERAL 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 general membership

- 11 General 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 15 to 16.
- 12 The subscribers to the memorandum of association and any individual aged 16 or over or third sector organisation whether unincorporated or incorporated which supports the objects of the company and is admitted to membership by the directors shall be the members of the company subject to the terms of these articles.

For clarification, any unincorporated body which is admitted as a member shall do so and achieve its rights as a member through a nominated individual who shall from time to time be notified to the company and be entered into the register of members on behalf of that body. Any corporate body shall be entered as a member directly as a legal person and shall achieve its rights as a member through a nominated representative who shall from time to time be notified to the company. The subscribers shall cease to be members at the start of the first general meeting of the company.

- 13 Any employee of the Company or any person seconded to or otherwise placed with the Company as if she or he were an employee may not be nominated by an organisation to represent it.

14

Application for general membership

- 15 Each incorporated organisation shall lodge with the Secretary a written application for Membership of the Company in such form as the Directors shall from time to time decide, stating the name of a nominated representative. The application shall be signed by an authorised officer of the said organisation. The applicant shall also provide the Directors with such other information in support of their application as the Directors may require or in accordance with any rules of Membership made under Articles.
- 16 Each unincorporated organisation shall lodge with the Secretary a written application to nominate a representative for Membership of the Company in such form as the Directors shall from time to time decide. The application shall be signed by both an authorised officer of the said organisation and by its nominee. The applicant shall also provide the Directors with such other information in support of their application as

the Directors may require or in accordance with any rules of Membership made under Articles.

- 17 Each individual shall lodge with the Secretary a written application for membership of the Company in such form as the Directors shall from time to time decide, stating the name of the individual. The application shall also provide the Directors with such other information in support of their application as the Directors may require or in accordance with any rules of Membership made under Articles.
- 18 The directors may, at their discretion, refuse to admit any person or organisation to membership.
- 19 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 14 days of the decision, notify the applicant of their decision on that application.

Membership subscription

- 20 The membership may at any or each AGM fix the annual subscriptions
- 21 Members shall be required to pay the appropriate annual membership subscription, where fixed. Only those members who have paid their current subscription, where fixed, are entitled to take part in and vote at any General Meeting.

Register of members

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

Withdrawal from membership

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

Expulsion from membership

- 24 Any person/body or member 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

- 25 Membership shall cease on death.
- 26 Any member may not transfer his/her/its membership to any other person.

General meetings (meetings of members)

- 27 The directors shall convene an annual general meeting in each financial 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.
- 28 Not more than 15 months shall elapse between one annual general meeting and the next.
- 29 The business of each annual general meeting shall include:-
 - (a) a report by the Directors/Trustees on the activities of the company
 - (b) consideration and adoption of the annual accounts of the company
 - (c) the election/re-election of directors, as referred to in articles 53 to 64.
 - (d) Appointment of an independent examiner/auditor.
- 30 The directors may convene an extraordinary general meeting at any time.
- 31 The directors must convene an extraordinary general meeting if there is a valid requisition by not less than 10% of its members or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

- 32 At least 21 clear days' notice must be given of an annual general meeting or 14 days for an extraordinary general meeting.
- 33 The reference to "clear days" in article 32 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 34 A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 37)

(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.

- 35 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
- 36 Notice of every general meeting shall be given
- (a) in hard copy form
 - (b) in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
 - (c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

- 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 32 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 by members 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 32 to 36.

Procedure at general meetings

- 40 Not unless a quorum is present; the quorum for a general meeting shall be 15% of the company's membership, either in person or through a proxy.
- 41 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.
- 42 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.
- 43 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 44 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. For a motion to pass successfully 50% or over of votes cast by each respective membership category must be in favour.
- 45 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- (a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or
 - (b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require)
- providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 46 An instrument of proxy which does not conform with the provisions of article 45, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 47 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 48 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.
- 49 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a

ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

- 50 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
- 51 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 52 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.

Maximum number of directors

- 53 The minimum number of directors shall be nine, the maximum number of directors shall be fourteen, of which no more than eight shall be elected from within the membership, no more than four shall be appointed by the Board of Directors to fill skills gaps within the Board and no more than two appointed from the commissioned services advisory group.

Election, retiral, re-election

- 54 At each annual general meeting, the general members may (subject to article 53) elect any eligible person up to a maximum of eight people (providing he/she is willing to act) to be a director.
- 55 Any member seeking election to the become a director must notify the company in writing, in such a format as requested by the company, no later than 10 days in advance of the general meeting at which the nominations are to be considered.
- 56 No employee, director, spouse or life partner of an employee or employee, director, spouse or life partner of an employee of an organisation in receipt of money for services delivered on behalf of the company may be elected or put themselves forward for election to be a director though election as described in article 54.
- 57 The commissioned services advisory group may appoint a maximum of two directors; neither of whom can be an employee, spouse or life partner of an employee of an organisation in receipt of money for

services delivered on behalf of the company, to become an HTSI director.

- 58 The directors may at any time co-opt any general member (providing he/she is willing to act) to be a director (subject to article 53). Any Director co-opted other than at an AGM will step down at the next AGM but will be eligible for re-election.
- 59 The directors may at any time appoint no more than four general members to be a director for the purposes of filling skills gaps identified within the Board. Any director appointed by the Board for this purpose will step down after a period three years but will be eligible for re-election.
- 60 At the second and each subsequent AGM, a minimum of two of the Directors, elected by the general membership shall retire from office.
- 61 A retiring Director shall retain office until the close or adjournment of the meeting.
- 62 A retiring Director shall be eligible for re-election after one term of office, but no Director can serve more than two consecutive terms of office, without at least one year out of office before being eligible again.
- 63 If no other Director has or Directors have decided to agree or retire, the Elected Directors to retire at each AGM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Directors on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 64 If the number of nominations exceeds the number of vacancies on the Board a ballot shall be held. Election of any director shall be by vote of the members, each member having one vote for each vacancy. Appointment to the board will be by majority.
- 65 The nominating parties from within the commissioned services advisory group may withdraw their appointee[s] at any time by majority decision of that group. (Subject to article 66)

Termination of office

- 66 A director shall automatically vacate office if:-
- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
 - (b) he/she becomes debarred under any statutory provision from being a charity trustee
 - (c) he/she 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) he/she ceases to be a member of the company

- (e) he/she becomes an employee of the company
- (f) he/she resigns office by notice to the company
- (g) he/she 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) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

Register of directors

- 67 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.

Office bearers

- 68 The directors shall elect from among themselves a chairperson and such other office bearers (if any) as they consider appropriate. Only directors elected through general membership are eligible to be office bearers.
- 69 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.
- 70 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

- 71 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.
- 72 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

- 73 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 85) from voting on the question of whether or not the company should enter into that arrangement.

- 74 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.
- 75 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 77 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 74) 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.
- 77 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).
- 78 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

- 79 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 80 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.

- 81 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be not less than 6.
- 82 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.
- 83 Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 84 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.
- 85 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 86 For the purposes of article 85, a person shall be deemed to have a personal interest in a particular matter 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, has a personal interest in that matter.
- 87 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 88 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 85 to 88.

Conduct of directors

- 89 Each of the directors shall, in exercising his/her functions as a director of the company, act in the interests of the company; and, in particular, must
- (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

- 90 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
- 91 Any delegation of powers under article 77 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 92 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

- 93 The signatures of at least one out of the signatories appointed by the directors shall be required to authorise all operations (other than lodgement of funds) on the bank and building society accounts held by the company.

Secretary

- 94 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

- 95 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

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

- 97 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.
- 98 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

- 99 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.
- 100 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.
- 101 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

- 102 If on the winding-up of the company, which will require a Special resolution in the event of a members voluntary winding up, 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 purposes.
- 103 For the avoidance of doubt, a body to which property is transferred under article 102 may be a member of the company.
- 104 To the extent that effect cannot be given to article 96 (as read with article 102), the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

- 105 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.
- 106 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).