

ARTICLES OF ASSOCIATION

THE COMPANIES ACT 2006

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

**ARTICLES of ASSOCIATION of
TORRIDON DISTRICT COMMUNITY ASSOCIATION**

Based on the model prepared by Burness Paull LLP (Solicitors) for
Development Trusts Association Scotland

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Constitution of company

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

Defined terms

- 2 In these articles of association, unless the context requires otherwise:-
 - (a) "board" means the directors;
 - (b) "charity" means a body which is entered in the Scottish Charity Register;
 - (c) "charitable purpose" means a charitable purpose under section 7 of the Scottish Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - (d) "Companies Act" means the Companies Act 2006;
 - (e) "OSCR" means the Office of the Scottish Charity Regulator;
 - (f) "property" means any property or other asset (which may include rights or interests in land and intellectual property);
 - (g) "Scottish Charities Act" means the Charities and Trustee Investment (Scotland) Act 2005;
 - (h) "subsidiary" has the meaning given in section 1159 of the Companies Act;
 - (i) "sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own needs.
- 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 has been formed to benefit principally the community of Torridon which comprises the following postcode units: IV22 2ET, IV22 2EU, IV22 2EW, IV22 2EX, IV22 2EY, IV22 2EZ, IV22 2AG, IV22 2HA, IV22 2HB, IV22 2HD, IV22 2HE, and IV54 8XP ("the Community") with the following objects:
 - (1) The advancement of citizenship or community development (including the advancement of rural regeneration) principally within the Community;

- (2) The advancement of education, and health, principally of persons resident in the Community;
- (3) The provision of recreational facilities and/or the organisation of recreational activities, with the object of improving the conditions of life principally for persons resident in the Community; and
- (4) The advancement of environmental protection or improvement;

But only to the extent that the above purposes are consistent with furthering the achievement of sustainable development.

- 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 article 71) 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 The company has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 8 In particular, the company has power:
 - (a) To register any interest in land and to exercise any right to buy under Part 2 of the Land Reform (Scotland) Act 2003;
 - (b) To exercise any right to buy under Part 3A of the Land Reform (Scotland) Act 2003;
 - (c) To exercise any right to buy under Part 5 of the Land Reform (Scotland) Act 2016;
 - (d) To make any participation request under Part 3 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request;
 - (e) To make any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request.

Restrictions on use of the company's assets

- 9 The income and property of the company shall be applied solely towards promoting the company's objects (as set out in article 4); and in particular (but without limiting the generality of that

provision) any surplus funds or assets of the company must be applied for the benefit of the Community.

- 10 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.
- 11 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.
- 12 No benefit (whether in money or in kind) shall be given by the company to any director except:
 - (a) repayment of out-of-pocket expenses; or
 - (b) reasonable payment in return for particular services (outwith the ordinary duties of a director) actually rendered to the company.
- 13 Notwithstanding the provisions of articles 11 and 12, the company may make any payment to any individual who is a member or director of the company, where that payment is made in direct furtherance of the objects of the company.

Liability of members

- 14 Each member undertakes that if the company is wound up while they are a member (or within one year after they cease to be a member), they 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 they cease 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

- 15 The structure of the company consists of:-
 - (a) The MEMBERS - comprising (i) Ordinary Members (who have the right to participate in the annual general meeting (and any other general meeting) and have important powers under the articles of association and the Companies Act; in particular, the Ordinary Members elect people to serve as directors and take decisions in relation to changes to the articles themselves), and (ii) the Associate Members; and

- (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.

MEMBERS

Categories of Members

16 For the purposes of these articles:-

- (a) "Ordinary Member" means a member who fulfils the qualifications set out in article 19; "Ordinary Membership" shall be interpreted accordingly;
- (b) "Associate Member" means a member admitted under article 20 (as read with article 21); "Associate Membership" shall be interpreted accordingly;

17 Associate Members are not eligible to stand for election as Member Directors (as defined in article 101), nor are they eligible to vote at any general meeting.

Qualifications for membership

18 The members of the company shall consist of the subscribers to the memorandum of association and such other individuals and organisations as are admitted to membership under articles 19 to 31.

19 Ordinary Membership shall (subject to articles 23 and 27) be open to any person aged 16 years or over who:

- (a) is resident in the Community (as defined in article 4);
- (b) is entitled to vote at a local government election in a polling district that includes the Community or part of it; and
- (c) supports the objects of the company.

20 Associate Membership shall (subject to articles 24, 25 and 26) be open to:

- (a) individuals who do not fulfil the qualifications under paragraphs (a) and (b) of article 19 but support the objects and activities of the company; and
- (b) (subject to article 21) organisations (wherever they have their principal office or place of business or their main area of operation) that support the objects and activities of the company.

- 21 In the case of an organisation which is not a corporate body, the organisation itself cannot be a member of the company; instead, membership shall be open to an individual nominated by that organisation (where the organisation would qualify for membership under article 20), but on the basis that no more than one individual nominated by each organisation under this article 21 can be a member of the company at any given time.
- 22 An individual, once admitted to Ordinary Membership, shall automatically cease to be a member if they cease to fulfil any of the qualifications for Ordinary Membership set out in article 19 (but will then be able to apply for admission as an Associate Member if they so wish).

Application for membership

- 23 Any individual who wishes to become a member (in a personal capacity) must (subject to article 42) submit an application for membership, either in writing, signed by that individual or by way of an email issued by that individual; the application must specify the category of membership for which they are applying.
- 24 Any organisation which is a corporate body and wishes to become an Associate Member must (subject to article 42) submit an application for membership, either in writing, signed on its behalf by an appropriate officer of that organisation *or* by way of an email issued by an appropriate officer of that organisation.
- 25 Any individual nominated under article 21 by an organisation which is an unincorporated body who wishes to become an Associate Member must (subject to article 42) submit an application for membership (either in writing, signed by that individual or by way of an email issued by that individual); and the organisation which is nominating that individual for membership must also submit confirmation of that nomination (either in writing signed on its behalf by an appropriate officer of that organisation or by way of an email issued by an appropriate officer of that organisation).
- 26 The company shall (subject to article 42) supply a form for applying for membership to any individual or organisation on request.
- 27 An individual applying for Ordinary Membership shall, if the company so requests, supply such evidence as the company may reasonably request to demonstrate that they fulfil the qualifications set out in paragraphs (a) and (b) of article 19.
- 28 At the first board meeting which is held after receipt of an application for membership, the board shall review the application (together with any evidence supplied under article 27) to determine whether the applicant fulfils the qualifications for membership set out in articles 19 or 20 (as the case may be).

- 29 If, on the basis of the review carried out under article 28, the applicant fulfils the qualifications for membership, the board shall (subject to article 30) admit the applicant to membership; and, within a reasonable time after the meeting, shall notify the applicant of the outcome of the application.
- 30 The board do not require to admit an applicant to membership (even if they fulfil the qualifications for membership) if:
- (a) the effect of admitting them would be that the requirement under article 32 that at least three quarters of the members must be members of the community was no longer met; or
 - (b) they were expelled from membership under article 48 at any time in the past; or
 - (c) in the case of an individual applying for membership on the basis of nomination by an unincorporated body, any other individual previously nominated for membership by that organisation was expelled from membership under article 48 at any time in the past (unless a special resolution of the nature referred to in article 49 has been passed in relation to that unincorporated body).
- 31 For the avoidance of doubt, in determining whether or not any individual or organisation fulfils the qualifications for membership, the board shall adhere to a transparent process which enshrines the principles of equal treatment and non-discrimination.

Minimum number of members

- 32 The minimum number of members is 20; and at least three quarters of the members of the company must, at all times, be members of the community.
- 33 The expression "members of the community" in article 32 shall be taken to be a reference to Ordinary Members.
- 34 In the event that either or both of the requirements under article 32 cease to be met through a reduction in the number of members of the company or through a reduction in the proportion of members of the community included within the membership of the company, the board may not conduct any business other than to ensure the admission of sufficient members (or, as the case may be, Ordinary Members) to ensure that those requirements are met once more.

Membership subscription

- 35 Members shall require to pay an annual membership subscription; unless and until otherwise determined by ordinary resolution, the amount of the annual membership subscription shall be £1.

- 36 The annual membership subscription shall be payable on admission to membership (subject to article 41) or before 1 May in each year.
- 37 The members may vary the amount of the annual membership subscription, set different membership subscriptions for each category of member, and/or vary the date on which the annual membership subscription falls due in each year, by way of an ordinary resolution to that effect passed at an annual general meeting.
- 38 If the membership subscription payable by any member remains outstanding more than four weeks after the date on which it fell due (and providing the member concerned has been given at least one written reminder) the directors may, by resolution to that effect, expel that individual or organisation from membership.
- 39 For the avoidance of doubt, it will be open to an individual or organisation expelled from membership under article 38 to reapply for membership if they so wish.
- 40 An individual or organisation who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription. An individual or organisation who becomes a member after 1 May in any year shall not be entitled to a reduced membership subscription.
- 41 Where the membership subscription for a given year has been paid by an individual who was admitted as an Associate Member on the basis of nomination by an unincorporated body, no further membership subscription for that year will be due if, during that year, that individual ceases to be a member and some other individual nominated by that unincorporated body is admitted as a member in their place.

Arrangements involving the company's website

- 42 The board may, if they consider appropriate, introduce arrangements under which an individual or organisation can apply for membership and/or membership subscriptions may be paid, by accessing the company's website (and, where applicable, links from the company's website), and completing and submitting forms electronically.
- 43 The board shall ensure that any arrangements introduced under article 42 incorporate appropriate security measures and reserve the right for the company to request signed hard copy documentation and/or evidence of eligibility in any case where the board consider that to be appropriate.

Register of members

- 44 The board shall maintain a register of members, setting out the full name and address of each member, the date on which each member was admitted to membership, the category of membership into which the member falls, and the date on which any individual or organisation ceased to be a member.
- 45 Where an individual was admitted to Associate Membership on the basis of nomination by an organisation which is not a corporate body, the entries against that individual's name in the register of members shall include details of the organisation which nominated that individual for membership.

Withdrawal from membership

- 46 Any individual or organisation who/which wishes to withdraw from membership shall give the company notice to that effect, either in writing, signed by that individual (or, in the case of a corporate body, signed on its behalf by an appropriate officer of that body) or by way of an email issued by that individual (or, in the case of a corporate body, issued by an appropriate officer of that body); on receipt by the company of that notice, the individual or organisation shall cease to be a member.
- 47 An organisation which has nominated an individual for membership under article 21 may withdraw its nomination at any time, by way of notice to the company to that effect, either in writing, signed by an appropriate officer of that organisation or via an email issued by an appropriate officer of that organisation; on receipt by the company of the notice, the individual will automatically cease to be a member.

Expulsion from membership

- 48 Any individual or organisation may be expelled from membership by special resolution (see article 67), 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 (or, in the case of a corporate body, an individual authorised by it) shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.
- 49 Where an individual who was admitted to membership on the basis of nomination by an unincorporated organisation (i.e. an organisation which is not a corporate body) is expelled from

membership under article 48, no other individual nominated for membership by that organisation will be eligible for membership unless and until a special resolution to that effect is passed.

Termination/transfer

- 50 Membership shall cease:
- (a) in the case of an individual, on death;
 - (b) in the case of an organisation which is a corporate body, on the liquidation, winding-up, dissolution or striking-off of that organisation; or
 - (c) in the case of an individual admitted to membership on the basis of nomination by an organisation which is not a corporate body, if that organisation is wound up or dissolved.
- 51 A member may not transfer their membership to any other individual or organisation.

GENERAL MEETINGS

General meetings (meetings of members)

- 52 The board shall convene an annual general meeting in each year (but excluding the year in which the company is formed).
- 53 The first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
- 54 Not more than 15 months shall elapse between one annual general meeting and the next.
- 55 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 Member Directors, as referred to in articles 107 to 112.
- 56 Subject to articles 52 and 57, the board may convene a general meeting at any time.
- 57 The board must convene a general meeting if there is a valid requisition by members (under section 303 of the Companies Act) made by 5% or more of those members who have a right to vote at general meetings, or a requisition by a resigning auditor (under section 518 of the Companies Act).

Notice of general meetings

- 58 At least 14 clear days' notice must be given of any general meeting.
- 59 The reference to "clear days" in article 58 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.
- 60 A notice calling a meeting shall specify the time of the meeting, and (subject to article 62) 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 67) (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 Ordinary Members of their right to appoint a proxy.
- 61 If members and directors are to be permitted to participate in the meeting by way of audio and/or audio-visual link(s), the notice (or notes accompanying the notice) shall:
- (a) set out details of how to connect and participate via that link or links; and
 - (b) for the benefit of those members who may have difficulty in using a computer or laptop for this purpose, draw members' attention to the following options: (i) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements), (ii) (Ordinary Members only) appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should vote in relation to each resolution to be proposed at the meeting, (iii) (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting (iv) submitting questions and/or comments in advance of the meeting.
- 62 If participation in the meeting is to be solely 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 place of the meeting shall, for the purposes of the notice calling the meeting, be taken to be the place where the anticipated chairperson of the meeting is expected to be, as at the time fixed for the commencement of the meeting; and, if it transpires that the chairperson of the meeting is at some other place as at the

commencement of the meeting, the meeting shall be taken to have been validly adjourned to that other place.

- 63 Where a general meeting is to involve participation solely via audio and/or audio-visual links, the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to article 64) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting
- 64 Where article 63 applies, the chairperson of a general meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting 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.
- 65 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 66 Notice of every general meeting shall be given to all the members and directors, and (if auditors are in office at the time) to the auditors:
- (a) in hard copy form; or
 - (b) (where the individual or organisation 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

- 67 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 a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 58 to 66.
- 68 For the avoidance of doubt, the reference in article 67 to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the total number of votes cast in relation to the resolution; and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 69 Under the provisions of these articles of association, a special resolution is required:

- (a) to expel any individual or organisation from membership,
- (b) to determine that an individual nominated by an unincorporated organisation should be eligible for membership, in a case where an individual nominated by that organisation was previously expelled from membership;
- (c) to issue a direction to the board;
- (d) to suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 160 to 162 (bar on voting where director has a conflict of interest).

70 In addition to the matters referred to in article 69, the provisions of the Companies Act allow the company, by special resolution,

- (a) to alter its name; or
- (b) to alter any provision of these articles or adopt new articles of association;

and, under the provisions of the Insolvency Act 1986, a resolution for the voluntary winding up of the company must take the form of a special resolution.

71 If the company is a charity:

- (a) amendments to the objects of the company (as set out in article 4) will require the prior consent of OSCR; and OSCR's prior consent is also required in relation to any change of name;
- (b) the company must notify OSCR of any alterations which are made to the articles of association.

72 If:

- (a) the company is a community body (within the meaning of section 34 of the Land Reform (Scotland) Act 2003) and (i) it has registered a community interest in land under Part 2 of the Land Reform (Scotland) Act 2003 and remains so registered, or (ii) has bought land under Part 2 of the Land Reform (Scotland) Act 2003 any part of which remains in its ownership; or
- (b) the company is a Part 3A community body (within the meaning of section 97D of the Land Reform (Scotland) Act 2003 or Part 5 community body (within the meaning of section 49 of the Land Reform (Scotland) Act 2016) and has bought land under Part 3A of the Land Reform (Scotland) Act 2003 or Part 5 of the Land Reform (Scotland) 2016 any part of which remains in its ownership,

the company must give written notice to the Scottish Ministers of any amendments to the articles of association of the company as soon as possible after such amendments take effect; and that requirement shall also apply in the context of any application to Scottish Ministers (where a determination has not yet been made by Scottish Ministers) under any of the legislation referred to above, if amendments are made to the version of the articles of association which was previously submitted to Scottish Ministers in connection with that application.

- 73 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 a general meeting, providing proper notice of the meeting has been given in accordance with articles 58 to 66.

Procedure at general meetings

- 74 The board may, if they consider appropriate (and must, if that is required under article 75) make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual links which allow them to hear and contribute to discussions at the meeting, 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 (or notes accompanying the notice) contains the information required under article 61; and
- (c) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and directors who participate via an audio or audio-visual link 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).

- 75 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the membership, the directors must make arrangements for members and directors to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs (a) to (c) of article 74 will apply.

- 76 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.

- 77 Reference in articles 57 to 66 and articles 74 to 76 to members should be taken to include proxies for Ordinary Members and authorised representatives of members which are corporate bodies.
- 78 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 79) be:
- (a) ten Ordinary Members; or
 - (b) (if this is a higher number than (a)) 25% (rounded upwards, if necessary, to the nearest whole number) of the total number of Ordinary Members comprised in the membership of the company at the time;
- in each case, either present in person (subject to article 81) or represented by proxy.
- 79 A quorum shall not be deemed to be present at any general meeting unless the Ordinary Members present or represented by proxy at the meeting form a majority of the members present or represented by proxy at the meeting.
- 80 For the avoidance of doubt, Associate Members shall not be counted in determining whether a quorum is present at any general meeting.
- 81 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 which allows them to hear and contribute to discussions at the meeting shall be deemed to be present in person (or, if they are not a member or the authorised representative of a member which is a corporate body, will be deemed to be in attendance) at the meeting.
- 82 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 85) place, as may be fixed by the chairperson of the meeting.
- 83 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.

- 84 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such date, time and (subject to article 85) place as the chairperson may determine.
- 85 Article 62 shall apply in relation to the requirement under article 84 for the chairperson to specify the place of an adjourned meeting.
- 86 Every Ordinary 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.
- 87 Where an Ordinary Member, or a proxy for an Ordinary 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.
- 88 For the avoidance of doubt, Associate Members shall have no power to vote at general meetings, but they have the right to participate and speak at general meetings
- 89 Any Ordinary 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 Ordinary Member; or
 - (b) shall send by email to the company, at the email address 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).
- 90 An instrument of proxy which does not conform with the provisions of article 89, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 91 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 92 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.

- 93 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.
- 94 An Associate Member which is a corporate body shall be entitled to appoint an individual to participate and speak at any general meeting as its authorised representative.
- 95 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 and the resolution shall fall.
- 96 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.
- 97 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.
- 98 Where an Ordinary Member, or a proxy for an Ordinary Member, is participating in a meeting via an audio or 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 87, providing reasonable steps are taken to preserve anonymity (while at the same time, maintaining confidence in the validity of the process).
- 99 The result of any secret ballot shall be declared at the meeting at which the ballot was demanded.
- 100 These articles of association impose certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at general meetings; providing the arrangements made by the board in relation to a given general meeting (and the manner in which the general meeting is conducted) are consistent with those requirements:
- (a) a member cannot insist on participating in the general meeting, or (in the case of an Ordinary Member) 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 present in person at the same place (but, notwithstanding that, the quorum requirements – taking account of those participating via audio and/or audio-visual links – must still be met);
- (d) the general meeting may be held by any means which permits those participating in the meeting 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.

DIRECTORS

Categories of director

101 For the purposes of these articles:

“Member Director” means a director (drawn from the Ordinary Membership of the company) appointed under articles 107 to 112;

“Co-opted Director” means a director appointed or re-appointed by the directors under articles 113 and 114.

Maximum/minimum number of directors

102 The maximum number of directors shall be eight; out of that number, no more than three shall be Co-opted Directors.

103 At any given time, directors who are also Ordinary Members must form a majority of the total number of directors in office.

104 The minimum number of directors shall be three, of whom a majority must be Member Directors.

Eligibility

105 A person shall not be eligible for election/appointment as a Member Director unless they are an Ordinary Member of the company; a person appointed as a Co-opted Director need not, however, be a member of the company.

106 A person shall not be eligible for election/appointment as a director if they are an employee of the company.

Election, retiral, re-election: Member Directors

- 107 At each annual general meeting, the Ordinary Members may (subject to articles 102 to 106) elect any Ordinary Member (providing they are willing to act) to be a director (a "Member Director").
- 108 The board may (subject to articles 102 to 106) at any time appoint any Ordinary Member (providing they are willing to act) to be a director (a "Member Director").
- 109 At the first annual general meeting, all of the Member Directors shall retire from office.
- 110 At each annual general meeting (other than the first):
- (a) any Member Director appointed under article 108 during the period since the preceding annual general meeting shall retire from office;
 - (b) out of the remaining Member Directors, one third (to the nearest round number) shall retire from office.
- 111 The directors to retire under paragraph (b) of article 110 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.
- 112 A director who retires from office under article 109 or 110 shall be eligible for re-election.

Appointment/re-appointment: Co-opted Directors

- 113 In addition to their powers under article 108, the board may (subject to articles 102 to 106) at any time appoint any individual (providing they are willing to act) to be a director (a "Co-opted Director") on the basis that:
- (a) they have specialist experience and/or skills which could be of assistance to the board; or
 - (b) they are in a position to bring an additional perspective (e.g. a young person's perspective) to the work of the board.
- 114 At each annual general meeting, all of the Co-opted Directors shall retire from office – but shall then (subject to articles 102 to 106) be eligible for re-appointment under article 113.

Termination of office

115 A director shall automatically vacate office if:

- (a) they cease to be a director through the operation of any provision of the Companies Act or become prohibited by law from being a director;
- (b) they become debarred under any statutory provision from being a charity trustee (within the meaning of section 106 of the Scottish Charities Act);
- (c) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months;
- (d) (in the case of a Member Director) they cease to be an Ordinary Member of the company;
- (e) they become an employee of the company;
- (f) they resign office by notice to the company (either in writing or by email);
- (g) they are absent (without permission of the board) from more than three consecutive board meetings, and the board resolve to remove them from office;
- (h) they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Scottish Charities Act;
- (i) they are removed from office by resolution of the board on the grounds that they are considered to have committed a serious breach of the code of conduct for directors (as referred to in article 167); or
- (j) they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 162 of the Companies Act.

116 A resolution under paragraph (h) or (i) of article 115 shall be valid only if:

- (a) the director who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for removal is to be proposed;
- (b) the director concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and

- (c) at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Register of directors

- 117 The board shall maintain a register of directors, setting out full details of each director, including the date on which each of them became a director, and also specifying the date on which any person ceased to hold office as a director.
- 118 The register of directors must be open to the inspection of any member of the company (without charge) and (subject to payment of the fee prescribed for the purposes of section 162 of the Companies Act) of any other person.

Office-bearers

- 119 The directors shall elect from among themselves a chair and a treasurer, and such other office-bearers (if any) as they consider appropriate.
- 120 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.
- 121 A person elected to any office shall cease to hold that office if they cease to be a director, or if they resign from that office by written notice to that effect.

Powers of directors

- 122 Subject to the provisions of the Companies 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 board, who may exercise all the powers of the company.
- 123 A board meeting at which a quorum is present may exercise all powers exercisable by the board.

Conflicts of interest involving directors - general

- 124 The board shall use every effort to ensure that conflicts of interest involving directors (including those which relate to individuals or bodies connected with directors) are identified at the earliest opportunity and appropriately managed; the following provisions of these articles are of particular relevance in that regard:
- (a) articles 124 to 132 (reflecting similar provisions contained in the Companies Act) require directors to declare any personal interest which they (or an individual or body connected with them) may have in any transaction or arrangement with the company;

- (b) article 129 prohibits a director with a personal interest of this nature from voting on the question of whether the company should enter into that arrangement;
 - (c) articles 133 to 136 refer to the duty on directors under the Companies Act to avoid any conflict of interest situation, and outline the process by which the board may authorise a conflict of interest situation if they consider that to be appropriate (note: this does not apply to a conflict of interest relating to a transaction or arrangement with the company);
 - (d) articles 137 to 139 (reflecting similar provisions contained in the Scottish Charities Act) set out restrictions and conditions which would apply to any arrangement under which remuneration would be paid to a director (or where the director might benefit from remuneration paid to a connected party).
- 125 In addition to complying with the articles referred to in article 124:
- (a) the board shall maintain a register of directors' interests, identifying all directorships or other similar positions with other organisations held by each director from time to time;
 - (b) every individual, on becoming a director, shall be required to declare any matters which ought to be entered against their name in the register of directors' interests;
 - (c) every director shall notify the board promptly of any change which should be made to the matters entered against their name in the register of directors' interests;
 - (d) the chairperson of each board meeting shall, shortly after the commencement of the meeting, ask the directors participating in the meeting to declare any personal interest which they (or an individual or body connected with them) may have in the matters to be discussed at that meeting (except to the extent that that is evident from entries in the register of directors' interests);
 - (e) the minutes of each board meeting shall identify any conflicts of interest which have been declared at the meeting, and shall record in detail how any such conflicts of interest have been managed.
- 126 The code of conduct for directors (as referred to in article 167) shall include rules on conflict of interest which shall define in greater detail, and supplement, the requirements set out (or referred to) in articles 124 and 125.

Conflicts of interest relating to transactions/arrangements with the company

- 127 A director who has a personal interest (directly or indirectly) in any transaction or other arrangement which the company is proposing to enter into, must declare that interest (including details of the nature and extent of the director's interest) at a board meeting.
- 128 Any declaration under article 127 must be made before the discussion at the board meeting on the question of whether the transaction or other arrangement should be entered into.
- 129 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into will be debarred under article 159 (unless the special circumstances outlined in article 130 apply) from voting on the question of whether or not the company should enter into that arrangement.
- 130 Where a transaction or arrangement has already been entered into by the company and a director has a personal interest in that arrangement, that director must (unless they declared their interest in advance of the company entering into the arrangement, in accordance with articles 127 and 128) declare the nature and extent of their interest at a board meeting or by way of a notice to the directors.
- 131 For the purposes of articles 127 and 128, a director shall be deemed to have a personal interest in an arrangement 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 (or any other party who/which is deemed to be connected with them for the purposes of the Companies Act), has a personal interest in that arrangement.
- 132 Provided
- (a) the director has declared their interest;
 - (b) they have not voted on the question of whether or not the company should enter into the relevant arrangement; and
 - (c) the requirements of articles 137, 138 and 159 are complied with,
- a director will not be debarred from entering into an arrangement with the company in which they have a personal interest (or are deemed to have a personal interest under article 131) and may retain any personal benefit which they gain from their participation in that arrangement.

Conflict of interest situations

- 133 Section 175 of the Companies Act imposes a duty on every director to avoid any situation (referred to below as a "Conflict Situation") in which they have, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company – unless the matter has been authorised by the board under article 136.
- 134 For the purposes of section 175 of the Companies Act, conflict of interest is taken to include a conflict of interest and duty, and a conflict of duty.
- 135 The duty referred to in article 133 does not apply to a conflict of interest arising in relation to a transaction or arrangement with the company; any conflict of interest of that kind should be addressed in accordance with the provisions of articles 127 to 132, and the code of conduct referred to in article 167.
- 136 The board may, if they consider it appropriate to do so, pass a resolution (in accordance with the provisions of section 175 of the Companies Act), authorising any particular Conflict Situation; the board may give authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances, and may amend or vary any such authorisation.

Remuneration and expenses

- 137 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 their ordinary duties as a director.
- 138 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 board 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).
- 139 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at board meetings, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

DIRECTORS' MEETINGS

Procedure at board meetings

- 140 Any director may call a board meeting or request the secretary to call a board meeting.
- 141 At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.
- 142 If directors are to be permitted to participate in a board meeting by way of audio and/or audio-visual link(s), the directors must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those directors who may have difficulties in using a computer or laptop for this purpose) the directors' attention should be drawn to the following options:
- (a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - (b) (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the number who will be permitted to attend) the ability to attend the meeting in person.
- 143 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 (subject to article 144) have a casting vote.
- 144 A chairperson who is not an Ordinary Member shall not be entitled to a casting vote.
- 145 No business shall be dealt with at a board meeting unless a quorum is present; the quorum for board meetings shall (subject to article 146) be:
- (a) three directors; or
 - (b) (if this is a higher number than (a) 50% (rounded upwards, if necessary, to the nearest whole number) of the total number of directors in office at the time
- 146 A quorum shall not be deemed to be constituted at any board meeting unless the Member Directors who are also Ordinary Members form a majority of the total number of directors present at the meeting.
- 147 An individual participating in a board meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they

are not a director, will be deemed to be in attendance) at the meeting.

- 148 If at any time the number of directors in office falls below the number fixed as the quorum or ceases to comply with the provisions of article 146, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 149 The board may if they consider appropriate (and must, if this is required under article 150), allow directors to participate in board meetings by way of an audio and/or audio-visual link or links which allow them to hear and contribute to discussions at the meeting, 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 an audio or audio-visual link 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).
- 150 If restrictions arising from public health legislation, directions or guidance are likely to mean that attendance in person at a proposed board meeting would not be possible or advisable for one or more of the directors, the board must make arrangements for directors to participate in that board meeting by way of audio and/or audio-visual link(s); and on the basis that:
- (a) The requirements set out in paragraphs (a) and (b) of article 149 will apply; and
 - (b) The board must use all reasonable endeavours to ensure that all directors have access to one or more means by which they may hear and contribute to discussions at the meeting;
- 151 A board meeting may involve two or more directors participating via attendance in person while other directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 152 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.

- 153 The principles set out in article 100 (technical objections to remote participation) shall apply in relation to remote participation and voting at board meetings, as if each reference in that article to a member were a reference to a director and each reference in that article to a members' meeting were a reference to a board meeting.
- 154 A resolution agreed to in writing (or by e-mail) by a majority of the directors then in office shall (subject to articles 155 and 156) be as valid as if duly passed at a board meeting.
- 155 A resolution under article 154 shall not be valid unless a copy of the resolution was circulated to all of the directors, along with a cut-off time (which must be reasonable in the circumstances) for notifications under article 156.
- 156 If a resolution is circulated to the directors under article 154, any one or more directors may, following receipt of a copy of the resolution, notify the secretary that they consider that a board meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:
- (a) the secretary must convene a board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
 - (b) the resolution cannot be treated as valid under article 154 unless and until that board meeting has taken place;
 - (c) the board may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that board meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the directors then in office.
- 157 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.
- 158 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.
- 159 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.

- 160 For the purposes of article 159, a person shall (subject to article 161) 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.
- 161 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).
- 162 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.
- 163 The company may, by special resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 159 to 162.

Conduct of directors

- 164 It is the duty of each director of the company to take decisions (and exercise their other powers and responsibilities as a director) in such a way as they consider will be in the best interests of the company and will promote the success of the company in furthering its objects; and irrespective of any office, post, engagement or other connection which they may have with any other body which may have an interest in the matter in question.
- 165 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 (as set out article 4)
 - (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; or

- (ii) where any other duty prevents that director 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 Scottish Charities Act.
- 166 In addition to the duties outlined in articles 164 and 165, all of the directors must take such steps as are reasonably practicable for the purpose of ensuring:
 - (a) that any breach of any of those duties by a director is corrected by the director concerned and not repeated; and
 - (b) that any director who has been in serious or persistent breach of those duties is removed as a director.
- 167 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time; for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

ADMINISTRATION

Delegation to sub-committees

- 168 The board may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the board 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.
- 169 Any delegation of powers under article 168 may be made subject to such conditions as the board may impose and may be revoked or altered.
- 170 The rules of procedure for any sub-committee shall (subject to article 171) be as prescribed by the board.
- 171 Where the board fail to prescribe rules of procedure for any sub-committee, the provisions of these articles governing meetings of the board will apply in relation to meetings of the sub-committee; and the same principle will apply where any rules which are so

prescribed do not extend to all matters regulated by the provisions of these articles governing meetings of the board.

- 172 The minutes of each meeting of a sub-committee must be circulated among the directors within a reasonable period after the meeting is held.

Operation of bank accounts

- 173 The board shall adopt such systems of financial control relating to the operation of bank accounts (including online banking) as recommended from time to time by the company's auditors or independent examiners or other external accountants.

Secretary

- 174 The board shall (notwithstanding the provisions of the Companies 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 conditions of appointment, shall be as determined by the board; the company secretary may be removed by the board at any time.

Minutes

- 175 The board shall ensure that minutes are made of all proceedings at general meetings, board meetings and meetings of committees; a minute of any meeting shall include the names of those participating in the meeting, and (as far as possible) shall be signed by the chairperson of the meeting.
- 176 Any person may request a copy of the minutes of any meeting of the company (whether a general meeting or a board meeting) and, provided that the request is reasonable, the company must (subject to article 177) provide a copy of the minutes to that person within 28 days of the request.
- 177 Where a request for a copy of minutes is made under article 176, the company may withhold information contained in the minutes provided that the person requesting a copy of the minutes is informed of the reasons for doing so.

Accounting records and annual accounts

- 178 The board shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 179 The accounting records shall be maintained by the treasurer and overseen by the chair, or otherwise by, or as determined by, the board; such records shall be kept at such place or places as the

board think fit and shall always be available for inspection by the board.

- 180 The board shall prepare annual accounts, complying with all relevant statutory requirements.
- 181 Subject to article 182, the board shall ensure that an audit of the annual accounts is carried out by an auditor.
- 182 Notwithstanding the provisions of article 181, an audit (within the meaning of the Companies Act) by a company auditor (as defined in the Companies Act) shall not be required, in a case where the company is exempt (under the Companies Act) from the requirement to have an audit, if and to the extent that proper arrangements for the auditing or independent examination of the company's accounts are made in a manner which satisfies the requirements of the Companies Act and (if the company is a charity at the time) the requirements of the Scottish Charities Act.
- 183 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 authorised by ordinary resolution of the company.

Notices

- 184 Any notice, notification or request which requires to be given to a member under these articles shall be given either in writing or by email (or, in the case of a notice of general meeting, by way of a website - 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); the notice, notification or request 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 that member to the company or (in the case of a member who/which has notified the company of an address to be used for the purpose of email communications) may be given to the member by way of email.
- 185 Any application, nomination, confirmation, notice or notification to the company under these articles (where it is sent by email) must be sent to the email address used by the company for communications of that nature, as intimated by the company from time to time.
- 186 Any notice or other document 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 or other document was given, it shall be sufficient to prove that the envelope containing it was properly addressed and posted.
- 187 Any notice or other document sent by email 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 or other document sent by email 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.

MISCELLANEOUS

Winding-up

188 Under the provisions of the Insolvency Act 1986, a resolution for the voluntary winding up of the company must take the form of a special resolution.

189 If – at the time when the company is being wound up – the company has registered any interest in land and/or exercised any right to buy under Part 2 of the Land Reform (Scotland) Act 2003, any property (including any land acquired by it under Part 2 of the Land Reform (Scotland) Act 2003) remaining after satisfaction of all the company's debts and liabilities shall not be paid to or distributed among the members of the company; instead, that property shall be transferred (subject to article 193) to:

(a) such other community body, crofting community body or Part 3A community body as may be determined by the members (subject to the identity of the transferee body being approved by the Scottish Ministers); or

(b) (if no other community body, crofting community body or Part 3A community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such charity as the Scottish Ministers may direct;

and such that, for the purposes of this article 189, the expressions "community body", "crofting community body" and "Part 3A community body" shall have the same meanings as they bear for the purposes of paragraph (h) of section 34(1) of the Land Reform (Scotland) Act 2003.

190 If – at the time when the company is being wound up – the company has exercised any right to buy under Part 3A of the Land Reform (Scotland) Act 2003, any property (including any land acquired by it under Part 3A of the Land Reform (Scotland) Act 2003) remaining after satisfaction of all the company's debts and liabilities shall not be paid to or distributed among the members of the company; instead, that property shall be transferred (subject to article 193) to:

(a) such other community body or crofting community body as may be determined by the members (subject to the identity of the transferee body being approved by the Scottish Ministers); or

- (b) (if no other community body or crofting community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such charity as the Scottish Ministers may direct;

and such that, for the purposes of this article 190, the expressions "community body" and "crofting community body" shall have the same meanings as they bear for the purposes of paragraph (h) of section 97D(2) of the Land Reform (Scotland) Act 2003.

- 191 If – at the time when the company is being wound up – the company has exercised any right to buy under Part 5 of the Land Reform (Scotland) Act 2016, any property (including any land acquired by it under Part 5 of the Land Reform (Scotland) Act 2016) remaining after satisfaction of all the company's debts and liabilities shall not be paid to or distributed among the members of the company; instead, that property shall be transferred (subject to article 193) to:

- (a) such other community body as may be determined by the members (subject to the identity of the transferee body being approved by the Scottish Ministers); or
- (b) (if no other community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such charity as the Scottish Ministers may direct;

and such that, for the purposes of this article 191, the expression "community body" shall have the same meaning as it bears for the purposes of paragraph (h) of section 49(2) of the Land Reform (Scotland) Act 2016.

- 192 If – at the time when the company is being wound up – the company has made any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, any property (including any land, and any rights in relation to land, acquired by it as a result of an asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015) remaining after satisfaction of all the company's debts and liabilities shall not be paid to or distributed among the members of the company; instead, that property shall be transferred (subject to article 193) to:

- (a) another community transfer body;
- (b) a charity;
- (c) such community body or crofting community body as may be determined by the members (subject to the identity of the transferee body being approved by the Scottish Ministers); or

- (d) (if no such community body or crofting community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such charity as the Scottish Ministers may direct;

and such that, for the purposes of this article 192, the expressions "community body" and "crofting community body" shall have the same meanings as they bear for the purposes of paragraph (b) of section 80(2) of the Community Empowerment (Scotland) Act 2015.

193 If – at the time when the company is being wound up – the company is a charity:

- (a) the company will require to obtain the prior consent of OSCR to the winding up;
- (b) no property shall be transferred under articles 189, 190, 191 or 192 to any body unless it is a charity; for the avoidance of doubt, the Scottish Ministers should be taken to be a "body" for the purposes of this article and articles 189, 190, 191 and 192; and
- (c) nothing in these articles shall authorise any application of the property of the company for any purpose which is not a charitable purpose (as defined in article 2).

Indemnity

194 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 Companies Act) 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 their office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Companies Act), any liability incurred by them in defending any proceedings (whether civil or criminal) in which judgement is given in their 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 for liability for negligence, default or breach of trust in relation to the affairs of the company.

195 The company shall be entitled (subject to the provisions of section 68A of the Scottish Charities Act) 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 their office, and such insurance may (subject to the provisions of section 68A) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).