



**THE COMPANIES ACT 2006**

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

**ARTICLES OF ASSOCIATION**

**of**

**ABERDEEN ASSOCIATION OF SOCIAL SERVICE**

**Company number: SC018487**

**(as adopted by a special resolution of the members passed on 13 October 2022)**



Director/ Company Secretary

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**Constitution of the 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:
- 2.1        **“Act”** means the Companies Act 2006;
- 2.2        **“board”** means the board of directors of the company from time to time;
- 2.3        **“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 2011, providing (in either case) that its objects are limited to charitable purposes;
- 2.4        **“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;
- 2.5        **“director”** means a director of the company (who will also fall within the definition of “charity trustee” for the purposes of charity law);
- 2.6        **“electronic form”** has the meaning given in section 1168 of the Act;
- 2.7        **“OSCR”** means the Office of the Scottish Charity Regulator;
- 2.8        **“property”** means any property, heritable or moveable, real or personal, wherever situated; and
- 2.9        **“subsidiary”** has the meaning given in section 1159 of the Act.

- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

## **Objects**

- 4 The objects for which the company is established are as follows:
- (1) the alleviation of poverty (including measures to address unemployment);
  - (2) the advancement of education (including the provision of training, information and advice);
  - (3) the relief of those in need by reason of age, ill health, disability, financial hardship or other disadvantage;
  - (4) the advancement of citizenship and community development, including the promotion of civic responsibility, volunteering, the voluntary sector and the effectiveness and/or efficiency of other charities;
  - (5) the advancement of health; and
  - (6) the furtherance of any other charitable purposes which are complementary to those set out above;

through the provision, coordination and/or support of a range of services, facilities (which may include residential accommodation), projects, initiatives and events directed towards (i) enabling those who are suffering social exclusion or other disadvantage to participate fully within their communities and fulfil their full potential, (ii) increasing the effectiveness of carers, family members, voluntary/statutory bodies and others in providing appropriate forms of support; and (iii) developing the capacity of local communities to foster and benefit from the contribution which those people can make to their community.

- 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:

- 7.1 To promote, operate, co-ordinate, monitor and/or support (whether financially or otherwise) projects and initiatives which further the aims of the company;
- 7.2 To provide information, advisory, support and/or consultancy services which further the aims of the company;
- 7.3 To prepare, organise, participate in, and/or conduct, conferences, seminars and workshops, and educational and training events, courses and programmes of all kinds;
- 7.4 To design, prepare, publish and/or distribute information packs, leaflets, reports, books, newsletters, magazines, posters and other publications, audio and visual recordings, multi-media products and display materials, and to create and maintain a website or websites;
- 7.5 To liaise and collaborate with international, UK, Scottish and local government authorities and other statutory and voluntary agencies, all with a view to maximising the effectiveness of the company in pursuing its objectives;
- 7.6 To carry out or commission research within all such fields as are relevant to the company's objects and to disseminate the results of such research;
- 7.7 To carry on any other activity which may be appropriately carried on in connection with any of the objects of the company;
- 7.8 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, stocks, debentures and other interests 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;
- 7.9 To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company;
- 7.10 To purchase, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company;
- 7.11 To improve, manage, utilise, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company;
- 7.12 To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company;

- 7.13 To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person;
- 7.14 To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person;
- 7.15 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments;
- 7.16 To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/er, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person;
- 7.17 To oppose or object to any application or proceedings which may prejudice the company's interests;
- 7.18 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 obtain from any such organisation, government or authority any right, privilege or concession;
- 7.19 To enter into any arrangement for co-operation or mutual assistance with any charity, whether incorporated or unincorporated;
- 7.20 To effect insurance against risks of all kinds;
- 7.21 To invest funds not immediately required for the purposes of the company's activities in such investments and securities and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities;
- 7.22 To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on;
- 7.23 To subscribe and make contributions to or otherwise support charities, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects;

- 7.24 To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust, for any of the objects of the company;
- 7.25 To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise;
- 7.26 To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others;
- 7.27 To do anything which may be incidental or conducive to the attainment of any of the objects of the company.

#### **Restrictions on use of the company's assets**

- 8 The income and property of the company shall be applied solely towards promoting the company's objects.
- 9 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.
- 10 Without prejudice to article 118, no director of the company shall be paid remuneration by the company in respect of carrying out the ordinary duties of a director.

#### **Liability of members**

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

#### **General structure**

- 12 The structure of the company consists of:

- 12.1 the MEMBERS - who have the right to attend the annual general meeting (and any other 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; and
- 12.2 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.

### **Categories of members**

- 13 For the purposes of these articles:
  - 13.1 “Regular Member” means a member who fulfils the qualifications set out in articles 16 and 17; “Regular Membership” shall be interpreted accordingly;
  - 13.2 “Honorary Member” means a member admitted under article 19; “Honorary Membership” shall be interpreted accordingly.
- 14 The rights attached to being a Regular Member and the rights attached to being an Honorary Member shall be the same (each being a “member” of the company).

### **Qualifications for membership**

- 15 The members of the company shall consist of such individuals as are members as at the date of adoption of these articles of association and such individuals and organisations as are admitted to membership in accordance with these articles of association.
- 16 Regular Membership shall be open to any individual or organisation (subject to article 17) whose application for membership has been approved by the board and who has made payment of the membership subscription as prescribed by the board from time to time.
- 17 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 16), but on the basis that no more than one individual nominated by each organisation can be a member at any given time.
- 18 Those individuals who, under the previous articles of association of the company, would have been classified as either a “life member” or an “annual member” shall automatically, on the adoption of these articles of association, be classified as a member of the company.
- 19 Honorary Membership shall be offered at the discretion of the board to any individual they feel deserving and to whom they wish the company to remain associated. No subscription shall be due from Honorary Members.

- 20 Subject to article 21, employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall (subject to article 21) automatically cease to be a member.
- 21 Article 20 shall not apply in relation to a director who requires to be treated as an employee of the company on the basis that he/she receives remuneration as a director under article 118.

### **Application for membership**

- 22 Any individual who wishes to become a Regular Member must sign, and lodge with the company, a written application for membership and accompanied by a remittance for the membership subscription.
- 23 An organisation which is a corporate body and wishes to become a Regular Member must lodge with the company a written application for membership, signed on its behalf by an appropriate officer of that organisation, accompanied by a remittance for the full amount of the membership subscription.
- 24 Any individual nominated under article 17 by an organisation which is an unincorporated body who wishes to become a Regular Member must lodge with the company a written application for membership, signed by him/her and also by an appropriate officer of the organisation which is nominating him/her for membership; and (unless the membership subscription has already been paid, in the context of admission to membership of an individual previously nominated by that organisation) accompanied by a remittance for the full amount of the membership subscription.
- 25 The company may supply a form for applying for membership to any individual or organisation on request.
- 26 Any individual or organisation applying for membership shall lodge with the company such information and evidence in support of his/her/its application as the directors require.
- 27 The directors shall consider each application for membership at a directors' meeting which is held within six months after receipt of the application, remittance, and (if required by the directors) supporting information and evidence, required under articles 22 to 26.
- 28 The directors shall, as soon as reasonably practicable after the meeting at which an application for membership is considered, notify the applicant in writing of the directors' decision as to whether or not to admit him/her/it to membership; if the decision was to refuse admission, the directors shall return to the applicant the remittance lodged by him/her/it under articles 22 to 24.
- 29 The directors may, at their discretion, refuse to admit any individual or organisation to membership.



## **Membership subscription**

- 30 The membership subscription payable in respect of each Regular Member shall be advised to prospective members by the board and shall be subject to review by the board from time to time.

## **Register of members**

- 31 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, the category of membership into which he/she/it falls, and the date on which any individual or organisation ceased to be a member; in the case of a member admitted on the basis of nomination by an unincorporated organisation, the entry against that member shall also set out the name and address of that organisation.

## **Withdrawal from membership**

- 32 Any individual or organisation who wishes to withdraw from membership shall lodge with the company a written notice to that effect, signed by him/her or (in the case of a corporate body) signed on its behalf by an appropriate officer; on receipt of the notice by the company, he/she/it shall cease to be a member.

## **Expulsion from membership**

- 33 Any individual or organisation may be expelled from membership by resolution of the directors, providing the following procedures have been observed:-
- 33.1 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 (notice sent to the last known address of the member as known by the board shall be sufficient for the purposes of this article);
- 33.2 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 meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and
- 33.3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

## **Termination/transfer**

- 34 Membership shall cease:
- 34.1 in the case of an individual, on death;

34.2 in the case of an organisation, on the liquidation, winding-up, dissolution or striking-off of that organisation;

34.3 in the case of an individual admitted to membership on the basis of nomination by an organisation which is not a corporate body, (a) if that organisation is wound-up or dissolved or (b) if that organisation withdraws his/her nomination, by notice to that effect signed on its behalf by an appropriate officer and lodged with the company.

35 A member may not transfer his/her/its membership to any other individual or organisation.

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

36 The directors shall convene an annual general meeting in each year.

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

38 The business of each annual general meeting shall include:-

38.1 a report by the chair on the activities of the company;

38.2 consideration of the annual accounts of the company;

38.3 the appointment/re-appointment of directors, as referred to in articles 74 to 80;

and shall also offer an opportunity for members to discuss other matters, such as the achievements and work of the company throughout the previous year.

39 Subject to articles 36 and 40, the directors may convene a general meeting at any time.

40 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

### **Notice of general meetings**

41 At least 14 clear days' notice must be given of a general meeting.

42 The notice calling a general meeting must specify the time and (subject to article 48) place of the meeting; and also:

42.1 it must specify in general terms what business is to be dealt with at the meeting;

42.2 if a special resolution (see article 51) (or a resolution requiring special notice under the Companies Act) is to be proposed, it must state that it is to be proposed as a

- special resolution (or – as applicable – as a resolution requiring special notice), and must set out the exact terms of the resolution;
- 42.3 in the case of a resolution to alter the articles, it must set out the exact terms of the proposed alteration(s); and
- 42.4 it must include a statement referring to the rights of a member regarding the appointment of another person as their proxy to attend, speak and vote at the general meeting in their place.
- 43 The reference to “clear days” in article 41 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.
- 44 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 51) (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.
- 45 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 46 Notice of every general meeting shall be given:
- 46.1 in hard copy form;
- 46.2 in writing or (where the individual or organisation 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
- 46.3 (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.
- 47 If members and directors are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s) (see article 54), the notice (or notes accompanying the notice) must:
- 47.1 set out details of how to connect and participate via that link or links; and
- 47.2 (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the following options:

- 47.2.1 participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
  - 47.2.2 appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should use that proxy vote in relation to each resolution to be proposed at the meeting;
  - 47.2.3 (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;
  - 47.2.4 (where article 49 applies) submitting questions and/or comments in advance of the meeting.
- 48 If participation in the meeting is to be by way of audio and/or audio-visual links - with no intention for the meeting to involve attendance in person by two or more members in any particular location - 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.
- 49 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 50) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.
- 50 Where article 49 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.

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

- 51 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 41 to 46; 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 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.
- 52 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution:

52.1 to alter its name; and

52.2 to alter any provision of these articles or adopt new articles of association.

53 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 41 to 46.

### **Procedure at general meetings**

54 The board may if they consider appropriate (and must, if that is required under article 55) make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:

54.1 the means by which members and directors can participate via those link(s) are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;

54.2 the notice calling the meeting (or notes accompanying the notice) contains the information required under article 47; and

54.3 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).

55 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 board 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 54.1 to 54.3 of article 54 will apply.

56 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.

57 References in articles 47 to 50 and articles 54 to 56 to members should be taken to include proxies for members and authorised representatives of members which are corporate bodies.

- 58 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 7 members, present in person or represented by proxy.
- 59 An individual participating in a general 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 member or the authorised representative of a member which is a corporate body, will be deemed to be in attendance) at the meeting.
- 60 If a quorum is not present within 30 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 the same day in the next week, and at the same time and (subject to article 64) place, or to such other day and at such other time and place as the directors may determine.
- 61 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 vice chair shall preside as chairperson of the meeting.
- 62 If neither the chair of the company nor the vice chair is present and willing to act as chairperson within 15 minutes after the time appointed for holding a general meeting, the directors present shall elect one of their number to act as chairperson of the meeting; or, if there is only one director present and willing to act, he/she shall be chairperson of the meeting.
- 63 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and (subject to article 64) place as the chairperson may determine.
- 64 Article 48 shall apply in relation to the requirement under articles 60 and 63 for the chairperson to specify the place of an adjourned meeting.

### **Votes of members**

- 65 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally (in the case of a corporate body, via its duly authorised representative present at the meeting) or by proxy.
- 66 Any member who/which wishes to appoint a proxy to vote on his/her/its behalf at any meeting (or adjourned meeting):
- 66.1 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 (in the case of a corporate body) signed on its behalf by an appropriate officer; or

66.2 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).

67 An instrument of proxy which does not conform with the provisions of article 66, or which is not lodged or sent in accordance with such provisions, shall be invalid.

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

69 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who/which appointed him/her to speak at the meeting and need not be a member of the company.

70 A member which is a corporate body may authorise an individual to act as its representative at any general meeting of the company; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that corporate body could exercise if it were an individual member.

71 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.

72 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

73 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

73.1 the chairperson; or

73.2 two directors; or

73.3 at least five individuals present and entitled to vote (whether as members, as the authorised representatives of corporate bodies which are members, or as proxies for members).

- 74 The demand for a poll may be withdrawn.
- 75 Unless a poll is demanded in accordance with article 73, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost - and an entry to that effect in the minutes of the meeting - shall be conclusive evidence, without proof of the number or proportion of the votes recorded in favour of or against such resolution..
- 76 Where members are participating in a meeting via an audio or audio-visual link, they may cast their vote on any 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 personally via a show of hands.
- 77 Except as provided in article 78, if a poll is duly demanded it shall be taken in such manner as the chairperson directs; and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 78 A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken immediately. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 79 Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a poll is to be conducted may allow those members to cast their votes on the poll via any or all of the methods referred to in article 76.
- 80 The principles set out in articles 76 and 79 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member or as the authorised representative of a member which is a corporate body.

#### **Technical objections to remote participation in general meetings**

- 81 These articles 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:
- 81.1 a member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;
- 81.2 the general meeting need not be held in any particular place;
- 81.3 the general meeting may be held without any particular 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);



81.4 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;

81.5 a member will be able to exercise the right to vote at the 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 member's vote to be taken into account in determining whether or not a resolution is passed.

### **Patron**

82 The Patron of the company shall be appointed by the members at an annual general meeting, on the recommendation of the directors.

### **Honorary Presidents**

83 Honorary Presidents of the company, not exceeding 4 in number, may be appointed and removed by the board. The office shall be conferred in recognition of services to the company, or interest in the work in which it is engaged.

### **President and Vice-Presidents**

84 The President and Vice-Presidents (not exceeding 6 in number) of the company shall be appointed and removed by the board.

### **Categories of director**

85 For the purposes of these articles:

85.1 "Member Director" means a director appointed or re-appointed under articles 90 to 96;

85.2 "Co-opted Director" means a director appointed or re-appointed by the directors under articles 97 and 98.

### **Number of directors**

86 The maximum number of directors shall be 20; out of that number, up to 6 may be Co-opted Directors.

87 The minimum number of directors shall be 8.

### **Eligibility**

88 A person shall not be eligible for appointment as a Member Director unless he/she is a member of the company or has been nominated by a member which is a corporate body

under articles 92 and 93; a person appointed as a Co-opted Director need not, however, be a member of the company, providing he/she becomes a member within four months after appointment as a director.

- 89 A person shall not be eligible for election/appointment as a director if he/she is an employee of the company (except where article 21 applies).

#### **Appointment, retiral, re-appointment: Member Directors**

- 90 Subject to the prior approval of the board and compliance with articles 91 to 93, any member of the company – or any individual nominated by a member which is a corporate body - who is willing to act as a director, may (providing he/she is not prohibited by law or by article 88 or 89 from serving as a director) be appointed to be a director of the company at any annual general meeting, by ordinary resolution.
- 91 Any individual who is a member and wishes to be considered for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming that he/she is willing to be appointed; the notice must be signed by him/her and must be lodged with the company at least ten days before the date of the annual general meeting.
- 92 Any member which is a corporate body and wishes to nominate an individual for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming that the individual named in the notice is willing to be appointed; the notice must be signed by that individual and by an appropriate officer of the body and must be lodged with the company at least ten days before the date of the annual general meeting.
- 93 No more than one individual may be nominated by a given corporate body in pursuance of article 76 in relation to any given annual general meeting.
- 94 Each Member Director shall retire at the conclusion of the third annual general meeting which follows the date on which he/she was appointed or (as the case may be) was last re-appointed – but, providing he/she is willing to act, shall then be eligible for re-appointment under article 74.
- 95 For the purposes of these articles, “annual general meeting” means a meeting called in accordance with the provisions of articles 36 to 38.
- 96 Any period in office as a director prior to the adoption of these articles shall not be counted in applying the provisions of article 78; and all individuals holding office as directors at the time when the resolution adopting these articles is passed shall be deemed, for the purposes of article 94, to have been appointed at that time.

## **Appointment/re-appointment: Co-opted Directors**

- 97 The directors may (subject to articles 86 and 87) at any time appoint any individual (providing he/she is willing to act and is not prohibited by law or by article 89 from serving as a director) to be a director (a “Co-opted Director”) on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors (and subject to his/her becoming a member of the company, if he/she is not already a member, within four months of appointment as a director).
- 98 At each annual general meeting, all of the Co-opted Directors shall retire from office – but shall then (subject to article 89) be eligible for re-appointment under article 97.

## **Suspension of office**

- 99 A director may be suspended from attendance at all board meetings and any other meetings connected to his/her role as a director, for a maximum period of up to six months, by resolution of the remaining directors (in accordance with the provisions of articles 100 to 103 below and in line with any relevant policy or procedure in place from time to time).
- 100 The power to suspend a director in terms of article 99 shall be at the discretion of the remaining directors but shall only be utilised in instances where the board consider that the actions of the director in question are such that they may give rise to the powers contained in paragraphs 105.9 or 105.10.
- 101 The decision to suspend a director in terms of article 99 is to allow a full investigation to be carried out to establish whether there are grounds for an office holder to be removed from office. Any such decision to remove a director from office shall be dealt with in accordance with the provisions of articles 105 and 106.
- 102 A resolution under article 99 shall be valid only if:
- 102.1 the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her suspension is to be proposed;
  - 102.2 the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and
  - 102.3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.
- 103 Nothing in articles 99 to 102 may be read as affecting the right of a director who has been suspended to receive notices of, and agendas and reports or other papers for, meetings of the board of directors during the period of their suspension.

- 104 A director may not be disqualified from continuing to hold office for failure to attend any meeting of the board under article 105 while suspended under article 99.

### **Termination of office**

- 105 A director shall automatically vacate office if:
- 105.1 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;
  - 105.2 he/she becomes debarred under any statutory provision from being a charity trustee (within the meaning of section 106 of the Charities and Trustee Investment (Scotland) Act 2005);
  - 105.3 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;
  - 105.4 he/she ceases to be a member of the company (or, in the case of a Co-opted Director, fails to become a member of the company within four months of appointment as a director);
  - 105.5 in the case of a Member Director nominated by a member which is a corporate body, the body which nominated him/her ceases to be a member of the company;
  - 105.6 he/she becomes an employee of the company (except where article 21 applies);
  - 105.7 he/she resigns office by notice to the company;
  - 105.8 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;
  - 105.9 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 142);
  - 105.10 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under sub-sections 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
  - 105.11 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.
- 106 A resolution under paragraph 105.9 or 105.10 of article 105 shall be valid only if:

- 106.1 the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;
- 106.2 the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and
- 106.3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

### **Register of directors**

- 107 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**

- 108 The directors shall elect from among themselves a chair and a vice-chair, and such other office bearers (if any) as they consider appropriate; and shall specify the term of office which is to apply, on each occasion when an election takes place.
- 109 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**

- 110 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.
- 111 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

### **Personal interests**

- 112 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 135) from voting on the question of whether or not the company should enter into that arrangement.
- 113 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 limited liability partnership of which he/she is a member or any Scottish charitable incorporated organisation of which he/she is a charity trustee or any registered society or unincorporated association of which he/she is a management committee member (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.

114      Provided:

114.1      he/she has declared his/her interest;

114.2      he/she has not voted on the question of whether or not the company should enter into the relevant arrangement; and

114.3      the requirements of articles 117, 119 and 135 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 113) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

115      The directors shall be entitled, for the purposes of section 175 of the Act, to authorise (by way of resolution to that effect) any conflict situation (as defined for the purposes of that section of the Act) that may arise (such that the duty of the director concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the directors may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.

116      For the avoidance of doubt, the provisions of section 175 of the Act and article 115 do not apply to a conflict of interest relating to a transaction or arrangement with the company; conflicts of that kind are regulated by the provisions of articles 112 to 114 and articles 135 to 138.

117      Subject to article 118 (as read with article 119), no director may receive remuneration from the company in respect of carrying out the ordinary duties of a director.

118      The directors may, subject to article 119, resolve that reasonable remuneration should be paid to any director in respect of services provided by him/her to the company which are over and above those that would typically be expected of a director.

119      Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then:

119.1      the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;

- 119.2 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
- 119.3 less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
- 120 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**

- 121 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 122 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:
- 122.1 participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
- 122.2 (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.
- 123 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 the lesser of (a) 50% (rounded upwards if necessary) of the total number of directors in office at the time and present in person; or (b) 4 directors present in person.
- 124 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.
- 125 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.
- 126 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 vice chair shall preside as chairperson of the meeting.

- 127 If neither the chair of the company nor the vice chair is present and willing to act within 15 minutes after the time when a meeting of the directors was due to commence, the directors present may appoint one of their number to be chairperson of the meeting.
- 128 Every director has one vote, which must be given personally (subject to article 133).
- 129 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.
- 130 The board may, if they consider appropriate (and must, if this is required under article 131) allow directors to participate in board meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:
- 130.1 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
- 130.2 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).
- 131 If restrictions arising from public health legislation 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:
- 131.1 the requirements set out in paragraphs 130.1 and 130.2 of article 130 will apply; and
- 131.2 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.
- 132 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.
- 133 Where a director or directors are participating in a board meeting via an audio or audio-visual link, they may cast their vote on any 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.



- 134 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend (whether in person or by way of an audio or audio-visual link) 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.
- 135 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.
- 136 For the purposes of article 135, 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 or any limited liability partnership of which he/she is a member or any Scottish charitable incorporated organisation of which he/she is a charity trustee or any registered society or unincorporated association of which he/she is a management committee member has a personal interest in that matter.
- 137 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.
- 138 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 135 to 137.
- 139 The principles set out in article 81 (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 general meeting were a reference to a board meeting.

### **Conduct of directors**

- 140 It is the duty of each director of the company to take decisions (and exercise his/her other powers and responsibilities as a director) in such a way as he/she considers 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 he/she may have with any other body which may have an interest in the matter in question.
- 141 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:
- 141.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects;
  - 141.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

- 141.3 in circumstances giving rise to the possibility of a conflict of interest between the company and any other party;
- 141.3.1 put the interests of the company before that of the other party, in taking decisions as a director; or
- 141.3.2 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;
- 141.4 ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.
- 142 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.
- 143 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.

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

- 144 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.
- 145 Any delegation of powers under article 144 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 146 The rules of procedure for any sub-committee shall be as prescribed by the directors.

#### **Nominations Committee**

- 147 The directors shall establish a committee (referred to in these articles as “the Nominations Committee”) to make recommendations to the board in relation to the selection of appropriate individuals for appointment as Co-opted Directors.
- 148 The members of the Nominations Committee shall comprise such individuals as may be determined by the directors from time to time.
- 149 The composition and proceedings of the Nominations Committee shall be governed by such standing orders as may be issued by the directors from time to time.

150 In carrying out its functions, the Nominations Committee shall give effect to the following principles:-

150.1 the Nominations Committee should set an appropriate skills matrix to guide it in selecting and evaluating appropriate candidates, and should review and adjust that skills matrix from time to time;

150.2 nominations for directors falling within the remit of the Nominations Committee should be sought from a range of appropriate sources;

150.3 all expressions of interest should be considered by the Nominations Committee; and

150.4 the Nominations Committee should maintain a register of suitable candidates for future reference.

### **Secretary**

151 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 conditions of appointment shall be as determined by the directors; the company secretary may be removed by them at any time.

### **Minutes**

152 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**

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

154 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.

155 A copy of the annual accounts which are to be considered at the annual general meeting shall, not less than 14 days before the date of the meeting, be made available (subject to the company notifying members of the presence of the copy accounts on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

- 156 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**

- 157 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/it 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 electronic communications) may be given to the member by electronic means.
- 158 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.
- 159 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**

- 160 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes.
- 161 For the avoidance of doubt, a body to which property is transferred under article 160 may be a member of the company.
- 162 To the extent that effect cannot be given to article 160 (as read with article 161), the relevant property shall be applied to some charitable purpose or purposes.

### **Indemnity**

- 163 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.

- 164 The company shall be entitled (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) 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 (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).