

I CONFIRM THIS RESOLUTION WAS PASSED.

NOTICE OF A GENERAL MEETING

KATH M MAINLAND
COMPANY SECRETARY
20-12-10

Notice is hereby given that a General Meeting of The Festival Fringe Society Limited (company number SC046605, charity number SC002995) ("the Society") will be held at The Hub, Castlehill, Edinburgh, EH1 2NE at 14:00 on 21 November 2010, for the following purposes:

1. If agreed, to pass the following:-

As a Special Resolution:-

"That new Articles of Association of the Society, as contained in the document attached to this resolution, be adopted in substitution for and to the entire exclusion of the existing Memorandum and Articles of Association of the Society with effect from the close of business of the General Meeting."

And as Ordinary Resolutions:-

- (i) "That the transitional provisions, as contained in the document attached to this resolution, be adopted during the Transitional Period (as defined in the new Articles of Association of the Society referred to above) in relation to the appointment and retirement of Directors."
- (ii) "To instruct the Secretary to file at Companies House the new Articles of Association, together with a copy of the special resolution (as set out above) approving the adoption of the same."

2. If Resolution 1 is not passed, to pass the following Ordinary Resolution:-

"That those Directors who were due to retire at the Annual General Meeting in 2010 be re-elected until such date in January 2011 as the Board of Directors may determine, at which point in time those Directors shall retire and the Society shall fill the vacated offices by holding a meeting of the Society or by postal ballot, but otherwise in accordance with the Society's Articles of Association. Thereafter the existing rotation of Directors shall continue."

3. If agreed, to seek the approval of the Office of the Scottish Charity Regulator to amend the objects of the Society to the proposed new objects attached to this resolution (or to such other similar objects as may be agreed by the Society), subject to such changes as the Office of the Scottish Charity Regulator may require and which are agreed to by the Directors on behalf of the Society.

4. To transact any other admissible business.

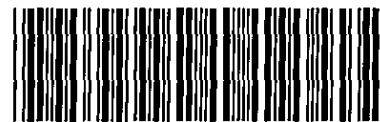
By order: **Kath M Mainland**, Company Secretary, 29 October 20

Registered Office: 180 High Street, Edinburgh, Midlothian, EH1 1QS

NOTE:

In accordance with the provisions of the Companies Acts, any Member unable to attend in person may attend and vote by proxy. A proxy form is attached. A proxy need not be a Member. To be valid the proxy form must reach the Society's Registered Office no later than 48 hours before the time of the Meeting or any adjournment thereof. A Member who has appointed a proxy may nevertheless attend the Meeting and vote, in which case any votes cast by the proxy will be superseded.

FRIDAY



SXX0JQSN

SCT

14/01/2011

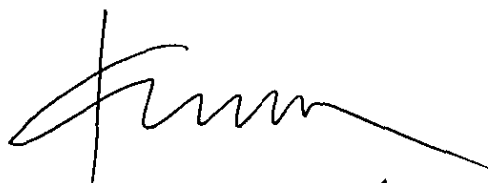
462

COMPANIES HOUSE

KATH M MAINLAND
COMPANY SECRETARY
21-11-10

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
FESTIVAL FRINGE SOCIETY LIMITED

LEB/KJP/SAM/F.3189.001


KATH MAINLAND
COMPANY SECRETARY
21-11-10

TURCAN CONNELL

SOLICITORS AND ASSET MANAGERS

PRINCES EXCHANGE, 1 EARL GREY STREET, EDINBURGH EH3 9EE
Telephone 0131 228 8111 Fax 0131 228 8118
DX 723300 Edinburgh 43 LP 1 Edinburgh 14
E-mail enquiries@turcanconnell.com www.turcanconnell.com

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

ARTICLES OF ASSOCIATION

of

FESTIVAL FRINGE SOCIETY LIMITED

INTERPRETATION

1. The regulations contained in The Companies (Model Articles) Regulations 2008 or any statutory modification or re-enactment thereof shall not apply.

In these presents, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act	The Companies Act 2006 and every other Act for the time being in force concerning companies and affecting the Society.
These presents	These Articles of Association, as originally framed, or as from time to time altered by Special Resolution.
Seal	The Common Seal of the Society.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Year	Calendar year.
In writing	Written or produced by any substitute for writing, including by electronic means, or partly one and partly another.
Secretary	Any person appointed in accordance with these presents.
Directors	the Directors.
the Resolution Date	21st November 2010.

the Transitional Period	the period commencing on the Resolution Date and terminating at the close of the Annual General Meeting of the Society held in 2013.
-------------------------	--

Any words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

References to any Act include references to any statutory modification or re-enactment thereof and any subordinate legislation made under it.

COMPANY NAME

2. The Company's name is "Festival Fringe Society Limited" (hereinafter "the Society").

REGISTERED OFFICE

3. The Society's Registered Office is to be situated in Scotland.

OBJECTS AND POWERS OF THE SOCIETY

- 4.1 The Society is established to promote, maintain, improve and advance education, particularly by the production of educational plays and the encouragement of the Arts, including the arts of drama, mime, dance, singing and music, and to formulate, prepare and establish schemes therefor, provided that all objects of the Society shall be of a charitable nature.
- 4.2 The Society shall have the following powers exerciseable in furtherance of its said objects but not otherwise, namely:-
 - 4.2.1 to carry out, foster, encourage or assist the presentation, promotion, organisation, provision, management and production of such plays, dramas, comedies, operas, operettas, burlesques, films, broadcasts, concerts, musical pieces, puppet shows, ballets, entertainments and exhibitions, whether on any premises of the Society or elsewhere, as are conducive to the promotion, maintenance, improvement and advancement of education or to the encouragement of the Arts;
 - 4.2.2 to retain or employ professional or technical advisers or workers in connection with the objects of the Society and to pay reasonable and proper fees for their services;
 - 4.2.3 to establish and provide for the convenience of audiences, persons attending plays, performances, concerts, meetings, lectures and other activities of the

Society, and others, restaurants, clubs, refreshment rooms, lounges and other similar facilities;

- 4.2.4 to purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other effects of every descriptions necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the Society.
- 4.2.5 to establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage or lend money or other assistance to any association, society or other body, corporate or unincorporate, established for charitable purposes only and having primary objects wholly or partly similar to those of the Society and for the purpose of promoting the primary objects of the Society to co-operate with manufacturers, dealers, or other traders, and with the press and other sources of publicity;
- 4.2.6 to accept, whether or not subject to any trust purposes or conditions, subscriptions, donations, legacies and bequests of any heritable or moveable, real or personal property and to receive, allocate and administer grants, gifts or bequests made available to the Society for any or all of its objects whether from public funds or from private sources under the terms and conditions referable to such grants, gifts or bequests;
- 4.2.7 to invest and deal with the monies of the Society not immediately required upon such investments, securities or property in such manner as may from time to time be determined;
- 4.2.8 *to establish and administer such funds as the Society may require;*
- 4.2.9 to acquire, hire, hold, dispose of or let property of any kind and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society;
- 4.2.10 to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Society's property or assets (whether present or future), and also by a mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Society of any obligation or liability it may undertake or which may become binding on it; power also to lend and advance money or to give credit on any terms and with or without security;
- 4.2.11 to draw, accept, endorse, and issue cheques and to operate bank accounts;
- 4.2.12 to employ or otherwise engage such officers and staff as may be thought fit and to pay reasonable remuneration to such staff and any technical and professional advisers;
- 4.2.13 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Society in the shape of donations, subscriptions or otherwise;
- 4.2.14 to advertise the Society and undertake any other marketing or fundraising strategies that may seem appropriate;

- 4.2.15 to gather, produce and distribute information and to carry out research;
- 4.2.16 to make any charitable donation either in cash or assets for the furtherance of the objects of the Society;
- 4.2.17 to establish and support or aid in the establishment or support of any charitable trust, association or institution and to donate, subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Society;
- 4.2.18 to subscribe to, become a member of, amalgamate or co-operate with takeover or otherwise acquire into any arrangement with, any other charitable organisation, institution, society or body not formed or established for the purposes of profit (whether incorporated or not) in the United Kingdom whose objects are wholly or in part similar to those of the Society and which by its constitution prohibits or restricts the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Society;
- 4.2.19 to enter into any arrangements with any organisation (supreme, national, municipal, local or otherwise) or any university, college, museum, society, corporation, company or any other body or person, and to enter into and carry out joint ventures, partnerships and similar agreements
- 4.2.20 to establish or acquire subsidiary companies, or to carry on any trade or business to the extent permitted by law from time to time and to the extent that it does not amount to taxable trading;
- 4.2.21 to insure and arrange insurance cover against any or all losses, damages, risks and liabilities which may affect the Society or its business, and to indemnify any of its office bearers, members, employees, voluntary workers and all others acting within the authority of the Society against all such risks as the Society shall think fit and which are incurred in the course of the performance of official duties;
- 4.2.22 subject to the provisions of Article 64 hereof, to pay reasonable annual sums or premiums for or towards the provision of pensions for such employees for the time being of the Society or their dependants as may be so nominated and as may from time to time be determined;
- 4.2.23 to enter into any arrangements with any Government or authority that may seem conducive to the attainment of the Society's objects or any of them and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Society may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions;
- 4.2.24 to apply for or otherwise acquire any patent, trademark, copyright or other industrial property right;
- 4.2.25 to pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society;

- 4.2.26 to delegate the administration and management of the Society or of any asset owned by the Society or in which it has an interest and to arrange for any asset owned by the Society to be held in the name of a nominee company;
- 4.2.27 to do all such other lawful things as are in the opinion of the Directors necessary for or as shall further, directly or indirectly, the attainment of the objects of the Society or any of them.
5. The income and property of the Society shall be applied solely towards the promotion of its objects as set out in these presents and no part of such income and property shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of the Society. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or to any Member of the Society in return for any services actually rendered to the Society nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable rent for premises let by any Member of the Society.

MEMBERS

6. Each member of the Society shall be known as a Member. The number of Members of the Society shall not be less than one and there shall be no maximum number of Members.
7. (a) Those persons who are registered as Members of the Society as of the Resolution Date and such other persons as are admitted to Membership in accordance with these presents shall be Members of the Society. A person shall not be admitted as a Member of the Society unless permitted by these presents.
- (b) Membership of the Society shall consist of such persons who support the objects of the Society and who are accepted as Members by the Secretary on behalf of the Society.
- (c) Any person who wishes to become a Member must sign and lodge with the Society a written application for membership in a format specified by the Directors, and Members must subscribe annually to the general funds of the Society such sum as is determined by the Society in General Meeting following recommendation by the Directors. The Secretary shall process each application for Membership within a reasonable time after receipt of the application and a person shall be deemed to have been admitted as a Member with effect from the date on which he is notified by the Secretary of his acceptance as a Member.
- (d) The Secretary may, for good and proper reasons, refuse to admit any person to Membership. The Secretary shall provide any person who is refused Membership with a brief note of the reason for the refusal and the procedures by which the applicant may appeal. Any applicant who is refused Membership shall have the right to appeal to the Directors, and the Directors shall have full authority to confirm or annul the decision of the Secretary. For the purpose of Article 7(b) hereof, where the Directors determine on appeal that a person should be admitted to Membership, the Secretary shall be deemed to have accepted that person as a Member.

- (e) The Secretary shall keep a register of Members, setting out the full name and address of each Member, the date on which he was admitted to membership and the date on which he ceases to be a Member. The register of Members shall be made available to the Members of the Society free of charge in accordance with section 116 of the Act.
- (f) Each Member shall be a natural person. Institutions, organisations or other bodies shall not be eligible to become a Member of the Society.
- (g) Unless the Directors shall otherwise determine, a year for Membership purposes shall begin on 1st May and end on 30th April following each year. The Annual Subscription of each Member payable in terms of Article 7(c) hereof shall be payable in advance and shall be due on the later of 1st May in each year (or on such other day as the Directors may, in their absolute discretion, determine) or the date on which he becomes a Member. No Member shall be entitled to exercise his rights as a Member until such time as all moneys presently payable by him to the Society have been paid.
- (h) Subject to these presents and the provisions of any Rules, Bylaws or Standing Orders made pursuant to these presents, a Member may at any time resign from Membership of the Society by giving at least seven clear days' notice in writing to the Society, unless after the resignation there would be less than two Members of the Society.
- (i) Membership shall not be transferable and shall cease:
 - (i) on death;
 - (ii) if a Member fails to pay the subscription or any other sums due to the Society within two months of the same falling due and the Directors resolve to remove him as a Member;
 - (iii) if the Member enters into an arrangement with his creditors or becomes apparently insolvent;
 - (iv) if in Scotland or elsewhere an order is made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for the Member's detention or for the appointment of a curator bonis or guardian or a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs;
 - (v) if the Member resigns under Article 7(h) above; or
 - (vi) if, by a resolution of three quarters of the Directors present and voting, the Member is removed from Membership on the basis that it is in the best interests of the Society that Membership be terminated. A resolution to remove a Member from Membership may only be passed if the Member has been given at least twenty one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the grounds on which it is proposed. The Member or, at the option of the Member, the Member's representative (who need not be a Member of the Society) must be allowed to make representations to the meeting of the Directors at which the resolution is proposed.

GENERAL MEETINGS

8. An Annual General Meeting shall be held once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place in Scotland as may be determined by the Directors. All other General Meetings shall be called General Meetings.
9. The Directors may whenever they think fit, and shall on requisition in accordance with sections 303 and 518 of the Act, proceed to convene a General Meeting.
10. An Annual General Meeting and any General Meeting shall be called by fourteen days' notice in writing at the least, exclusive in every case of the day on which the notice is served or deemed to be served and of the day for which it is given. Provided that a General Meeting shall, notwithstanding that it is called by shorter notice than as aforesaid, be deemed to have been duly called if it is so agreed:-
 - (a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of a General Meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 90 per cent of the total voting rights at that meeting of all the Members.

The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at any General Meeting.

11. Every notice calling a General Meeting shall specify the place and the day and hour of the meeting and in the case of an Annual General Meeting shall also specify the meeting as such. If other than routine business is to be transacted, the notice shall specify the general nature of such business and, if any resolution is to be proposed as a Special Resolution, the notice shall contain a statement to that effect giving the terms of the proposed Special Resolution. The notice must also contain a statement setting out the right of Members to appoint a proxy under Section 324 of the Act and Articles 24 to 29 inclusive of these presents.
12. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-
 - (a) considering and adopting the balance sheet and income and expenditure account and reports of the Directors and the Auditors or Independent Examiners, as appropriate, and other related documents;
 - (b) appointing Auditors or Independent Examiners, as appropriate;
 - (c) appointing Directors in the place of those retiring.

PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any General Meeting unless a quorum is present in person or by proxy when the meeting proceeds to business and remains present throughout the meeting; save as herein otherwise provided seven in number of the

Members entitled to receive notice of and vote at meetings present in person or by proxy shall be a quorum.

14. If within half an hour from the time appointed for the meeting a quorum is not present or if, during the meeting, a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
15. The Chairman of the Society shall preside as Chairman at every General Meeting but, if there is no Chairman or if at any meeting the Chairman shall not be present within fifteen minutes after the time appointed for holding the meeting, the Vice Chairman shall preside. If the Vice Chairman is not willing or present to act, the Directors present may choose one of their number to preside, provided that the Director selected is a Member of the Society. If at any meeting no Director is willing or eligible to preside or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to preside as Chairman at the meeting.
16. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting (except where the meeting has been adjourned for 30 days or more when notice of the adjourned meeting shall be given as in the case of an original meeting).
17. At any General Meeting a resolution put to the vote of the 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:-
 - (a) the Chairman; or
 - (b) not less than five Members present in person or by proxy having the right to vote at the meeting; or
 - (c) any Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

A vote cast by post shall be deemed to demand a poll in accordance with Article 25.2. A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

18. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude to vitiate the resolution.

19. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman 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.
21. A poll demanded on the election of a Chairman or on the question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.
- 22.1 Subject to the provisions of the Act, a written resolution shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held. Any resolution that may be passed validly at a General Meeting may be passed as a written resolution except:
- (a) a resolution to remove a Director before his period of office expires; and
 - (b) a resolution to remove an auditor before his period of office expires.
- 22.2 A written resolution may be sent out in more than one document and is passed when:-
- (a) a copy of the proposed resolution has been sent to every eligible Member; and
 - (b) in the case of an Ordinary Resolution, a simple majority of the Members eligible to vote have signified their agreement to the resolution in an authenticated document which has been received at the Registered Office within 28 days from the circulation date; or
 - (c) in the case of a Special Resolution, at least 75% of the Members eligible to vote have signified their agreement to the resolution in an authenticated document which has been received at the Registered Office within 28 days from the circulation date.
23. The Society shall be required to circulate to all Members who are entitled to receive notice of a General Meeting:-
- (a) any written resolution which has been proposed by the Members in accordance with section 292 of the Act, together with, if so requested, a statement of not more than 1,000 words on the subject matter of the resolution, provided that the proposal is made by a Member or Members representing not less than 5 per cent of the total voting rights of all Members having the right to vote at a General Meeting; and
 - (b) any statement of not more than 1,000 words which has been prepared by the Members in accordance with section 314 of the Act and which relates to a matter referred to in a proposed resolution to be dealt with at a General

Meeting or to any other business to be dealt with at that meeting, provided that the request is made by:

- (i) a Member or Members representing not less than 5 per cent of the total voting rights of all the Members having the right to vote at the General Meeting; or
- (ii) not less than 100 Members.

Any request made under this Article may be made in hard copy or in electronic form, must identify the resolution and/or statement to be circulated and must be authenticated by the person or persons making it. The expenses of the Society in complying with the request shall, unless the Society resolves otherwise, be met by the Members who made the request. Unless the Society resolves otherwise, it shall not be bound to comply with the request unless there is deposited with or tendered to it a sum reasonably sufficient to meet its expenses in doing so. Where the request is made under sub-clause (b) hereof, the Society shall not be bound to comply with the request unless both the request and the sum reasonably sufficient to meet the Society's expenses are received by the Society not less than one week prior to the meeting to which the request relates.

VOTES OF MEMBERS

- 24. Where in Scotland or elsewhere a curator bonis, guardian, trustee or receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any Member on the ground (however formulated) of mental disorder, or incapacity the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such curator bonis, guardian, trustee or receiver or other person on behalf of such Member to vote in person or by proxy at any General Meeting or to exercise any other right conferred by Membership in relation to meetings of the Trust.
- 25.1 Every Member shall have one vote. No Member shall be entitled to vote (whether in person, by proxy, or by post) at any General Meeting unless he has been registered as a Member of the Society under Article 7(e) for a period of not less than twenty eight days immediately prior to the General Meeting and all moneys presently payable by him to the Society have been paid. On a poll votes may be given personally, by proxy or by post.
- 25.2 A Member voting by post shall be deemed to demand a poll. Voting papers in such form as the Directors shall prescribe shall be sent to Members entitled to receive notice of General Meetings at least five clear days before the date appointed for the meeting. Voting papers must be returned to the Registered Office or such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than twelve hours before the time for holding the meeting and in default shall be treated as invalid.
- 25.3 A proxy appointed to attend and vote at any meeting in place of a Member shall have the same right as the Member who appointed him to speak at the meeting and need not be a Member of the Society himself. A person who is entitled to attend, speak or vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person.

26. An instrument appointing a proxy shall be in writing and shall be signed by the appointor or his attorney. The Directors may, but shall not be bound to, require evidence of the authority of any such attorney.
27. An instrument appointing a proxy must be left at the Registered Office or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting (or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.
28. An instrument appointing a proxy may be in the usual common form, or in such other form as the Directors may accept, and shall be deemed to confer authority to demand or join in demanding a poll. An instrument appointing a proxy may specify how the proxy is to vote (or that the proxy is to abstain from voting) on one or more resolutions, and unless it indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
29. A vote given by proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Society at the Registered Office before the commencement of the meeting or adjourned meeting or poll at which the vote is given.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 30.1 Subject as hereinafter provided, the minimum number of Directors shall be twelve. The maximum number of Directors shall be sixteen.
- 30.2 (a) Other than during the Transitional Period, the Board of Directors shall at all times consist of up to twelve Directors elected by the Members (the "Elected Directors") and up to four Directors appointed by the Elected Directors (the "Appointed Directors").

(b) The Elected Directors shall be drawn from the following categories and up to four Elected Directors shall be elected from each category, declaring that the Directors may act notwithstanding that at any time and for any reason the number of Elected Directors in each category is not equal:-
 - (i) "performers" being Members who either perform or take part in or are connected in any way to a show or performance in the Edinburgh Festival Fringe;
 - (ii) "registered venues" being Members properly nominated by a venue which is registered with the Society in the Society's Festival programme for the year in which such Member stands for election; and

- (iii) any other Member who has an interest in the furtherance of the charitable objects of the Society.
- (c) A Member may stand for election as a Director in one category only.
- 30.3 (a) No person shall be eligible to become a Director unless he is a Member of the Society.
- (b) A Member shall be eligible to become an Elected Director only if he shall have been duly nominated for election in accordance with the Society's nomination procedures. The Society's nomination procedures shall be determined by the Directors and, unless otherwise so determined, shall require not less than eight nor more than twenty one days before the date appointed for the meeting, there to be submitted to the Society, by a Member duly qualified to attend and vote at the meeting, notice of that Member's intention to propose such a person for election, which notice must be seconded by another Member duly qualified to attend and vote at the meeting, and must further include confirmation from that person of his willingness to be elected.
- 30.4 Following the Transitional Period, Elected Directors shall be elected by the Members at the Annual General Meeting. Elected Directors shall be elected, following nomination under Article 30.3, by a system of preferential voting or such other system as the Directors may from time to time decide.
- 30.5 (a) Subject to these presents, Elected Directors and Appointed Directors shall be elected or appointed for a term of four years and shall be eligible for re-election or re-appointment for one further term of four years thereafter. They shall then stand down for a period of at least one year but may then be re-elected or re-appointed as a Director subject to the terms of these presents. For the purpose of this Article only, a year shall mean the period between one Annual General Meeting and the Annual General Meeting immediately following it in the next calendar year.
- (b) Notwithstanding the terms of Article 30.5(a), where a Director is elected or appointed as an Elected Director or Appointed Director other than at an Annual General Meeting, his period of office shall terminate at the fourth Annual General Meeting following his election or appointment.
- (c) Where a Director is required to retire at an Annual General Meeting by a provision of these presents, the retirement shall take effect upon the conclusion of the meeting.
- 31. The Society may by Ordinary Resolution, for which special notice shall not be required, remove a Director at any time and may by a like resolution appoint another person in his place. The Society may also by Ordinary Resolution appoint any person to be a Director either to fill a vacancy should one arise for any reason or as an additional Director but so that the maximum number of Directors, and in particular the maximum number of Elected Directors, fixed by or in accordance with these presents and in particular Article 30.2(a) hereof is at no time exceeded. Any Director so appointed shall be deemed to be an Elected Director.
- 32. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a vacancy should one arise for any reason or as an additional Director (a "Co-opted Director"), but so that the total number of the Directors shall not at any time exceed the maximum number of Directors and, in

particular, the maximum number of Elected Directors fixed by or in accordance with these presents and in particular Article 30.2(a) hereof. Any Director appointed to fill a vacancy shall be deemed for the purpose of Article 30.2(a) only to be an Elected Director where his predecessor was an Elected Director. Co-opted Directors shall hold office only until the next following Annual General Meeting, when they shall be eligible for election.

ALTERNATE DIRECTORS

33. A Director may not appoint an alternate Director or anyone to act on his behalf at meetings of the Directors.

DISQUALIFICATION OF DIRECTORS

34. The office of a Director shall be vacated in any of the following events, namely:-
- (a) if he resigns by notice in writing to the Society at the Registered Office unless after the resignation there would be less than two Directors remaining in office; or
 - (b) if he shall enter into an arrangement with his creditors or become apparently insolvent; or
 - (c) if in Scotland or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a curator bonis or guardian or a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or
 - (d) if he is prohibited by law from being a Director or ceases to be a Director by virtue of any provision of the Act, or if he is disqualified from acting as a charity trustee in terms of the Charities and Trustee Investment (Scotland) Act 2005 or in any other circumstances under which the Office of the Scottish Charity Regulator requires his removal from office;
 - (e) if he shall for more than nine months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated; or
 - (f) if, by a resolution of three quarters of the Directors present and voting, he is removed on the ground that he shall have acted in such a way as would bring the Society into disrepute and that in all the circumstances his removal from office is justified to preserve the reputation of the Society; or
 - (g) if he is removed from office under Article 31 of these presents.

PROCEEDINGS OF THE DIRECTORS

35. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Save as otherwise provided by these presents, questions arising at any meeting shall be determined by a majority of votes, and in the case of an equality of votes the Chairman shall have a second or casting

vote. Any member of the board of Directors may, and the Secretary (if one is appointed) on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of the board of Directors to any member thereof for the time being absent from the United Kingdom.

36. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be not less than three Directors. A Director shall not be counted in the quorum when any decision is made about a matter upon which that Director is not entitled to vote. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors for as long as a quorum remains present.
37. The continuing Directors may act notwithstanding any vacancies, but, if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these presents, the continuing Director or Directors may act for the purpose of filling up such vacancies or of summoning General Meetings of the Trust, but for no other purpose. If there be no Director or Directors able or willing to act, then any two Members of the Society may summon a General Meeting for the purpose of appointing Directors.
- 38.1 The Directors will elect a Chairman and Vice Chairman of the board of Directors and such other office bearers (if any) as they consider appropriate. Any such appointment or appointments shall take place after the Annual General Meeting and those appointed to an office shall hold office until the next Annual General Meeting. A person elected to any office shall automatically cease to hold that office if he resigns from that office by written notice to that effect or if he ceases to be a Director. Such Chairman shall be known as the Chairman of the Society (the "Chairman").
- 38.2 If no Chairman shall have been appointed, or if at any meeting the Chairman shall not be present within fifteen minutes after the time appointed for holding the same, the Vice Chairman shall preside at the meeting. If no Vice Chairman shall have been appointed, or if at any meeting the Vice Chairman shall not be present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to preside.
39. A resolution in writing or in electronic form agreed by a majority of the Directors entitled to receive notice of a meeting of the Directors or, as the case may be, of a meeting of a committee of Directors and to vote upon the resolution shall be as effective as a resolution passed at a meeting of the Directors or, as the case may be, a committee of the Directors, duly convened and held, provided that a copy of the resolution is sent to all Directors eligible to vote and a simple majority of Directors has signified its agreement in an authenticated document or documents which are received at the Registered Office within 28 days of the circulation date. The resolution may consist of several documents in the like form, to each of which one or more of the Directors has signified their agreement.
40. The Directors may delegate any of their powers to a committee consisting of such number of Directors and/or of such Members of the Society or such other persons (if any) as the Directors shall at a meeting of Directors think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors. Any regulations imposed under this Article may be revoked or altered.

41. The meetings and proceedings of any committee shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors; provided that no resolution of any committee shall be effective unless a majority of the members of the committee at the meeting are Directors or unless such resolution is approved by the Directors. All proceedings of committees must be reported promptly to the Directors.
42. All acts done by any meeting of the Directors or any committee, or by any person acting as a Director or as a member of a committee, shall as regards all persons dealing in good faith with the Society, notwithstanding that there was some defect in the appointment or continuance in office of any Director or member of a committee or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or a member of a committee and had been entitled to vote.
43. The Directors or any committee may agree to invite additional persons to attend their meetings for special purposes or to co-opt additional persons to be *de facto* Members of any committee, but such additional persons shall not have the right to vote. The Directors or any committee may seek advice from such persons as it or they shall think fit.
44. Any one or more (including without limitation, all) of the Directors or any committee may participate in a meeting of the Directors or such committee:-
- (a) by means of a conference telephone or similar communications equipment or any other suitable electronic means allowing all persons participating in the meeting to communicate with all the other participants ; or
 - (b) by a succession of telephone calls to Directors from the Chairman of the meeting following disclosure to them of all material points.

Participating by such means shall constitute presence in person at a meeting. Such meeting shall be deemed to have occurred either (i) at the place where most of the Directors participating are present or (ii) at the place where the Chairman of the meeting is present.

CONFLICTS OF INTEREST

45. A Director must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared and must re-declare the nature and extent of any interest (direct or indirect) at a Directors' or committee meeting at or before the time discussion begins on the matter. After providing any information requested, a Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).
- 46.1 If a conflict of interests arises for a Director and the conflict is not authorised by virtue of any other provision in these presents, the unconflicted Directors, provided they form a quorum and are satisfied that it is in the best interests of the Society to do so, may authorise such a conflict of interests where the following conditions apply:

- (a) Other than providing information, the conflicted Director takes no part in deliberations on any arrangement or transaction to which the conflict of interest relates;
- (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
- (c) the unconflicted Directors consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying; and
- (d) the terms of Section 66 of the Charities and Trustee Investment (Scotland) Act 2005 are not thereby contravened.

46.2 For the purposes of this Article, a Director shall be deemed to have an interest in an arrangement if there is a direct or indirect benefit of any nature to that Director or to a connected person as defined in section 252 of the Act.

47. Subject to Article 48, all acts done by a meeting of Directors, or by a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by these presents to vacate office; or
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that Director; and
- (e) that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

48. Article 47 does not permit a Director or a connected person to keep any benefit that may be conferred upon him by a resolution of the Directors or of a committee of Directors if, but for Article 47, the resolution would have been void, or if the Director has not complied with Article 45.

POWERS OF THE DIRECTORS

49. The business of the Society shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Act or by these presents, required to be exercised by the Society in general meeting, subject nevertheless to the provisions of the Act or these presents and to such regulation being not inconsistent with the aforesaid provisions as may be prescribed by the Society in general meeting; but no regulation made by the Society in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

50. All cheques, and all receipts for moneys paid to the Society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
51. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors or established by the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Society, and of the Directors and of the committees of or established by the Directors.

PARTICIPANTS' COUNCIL

- 52.1 There shall be a Participants' Council (the "Council"). The primary purpose of the Council will be to promote and protect the interests of those Members who actively participate in the Festival Fringe. The Council's role shall be to advise the Board of Directors. A minimum of three Directors acting on behalf of the Board of Directors shall be obliged to consult the Council at least twice in each calendar year, or on such other number of occasions as the Council and the Board of Directors may agree.
- 52.2 The Council shall consist of a maximum of twelve Members of the Society ("Council Members"). The Council Members shall be drawn from the following categories and up to four Council Members shall be elected from each category:
- (i) "performers" being Members who either perform or take part in or are connected in any way to a show or performance in the Edinburgh Festival Fringe;
 - (ii) "registered venues" being Members properly nominated by a venue which is registered with the Society in the Society's Festival programme for the year in which such Member stands for election; and
 - (iii) "producers" being Members who are involved in producing a show or performance in the Edinburgh Festival Fringe.

A Member may stand for election as a Council Member in one category only. A Member who is also a Director may not be a Council Member for as long as he is a Director.

- 52.3 A Member shall be eligible to become a Council Member only if he shall have been duly nominated for election in accordance with the Council's nomination procedures. The Council's nomination procedures shall be determined by Standing Order under the provisions of Article 52.6 hereof, and, unless otherwise so determined, shall require a notice of nomination to be submitted to the Council by a Member duly qualified to attend and vote at the Council meeting, giving notice of that Member's intention to propose such a person for election as a Council Member. Such notice must be seconded by another Member qualified to attend and vote at the Council meeting and include confirmation from that person of his willingness to be elected, and must be submitted to Council within such period prior to the election as the Council may by Standing Order under Article 52.6 prescribe.

- 52.4 Subject to Article 52.5 hereof, Council Members shall be elected for a term of two years and shall be eligible for re-election for one further term of two years thereafter. Council Members shall then stand down for a period of at least one year but may then be re-elected as a Council Member subject to the terms of these presents.
- 52.5 Notwithstanding the terms of Article 52.4, at the first election of Council Members following the Resolution Date, one half of the Council Members shall be elected for a first term of four years. The decision as to which Council Members shall serve for this term shall, unless they otherwise decide amongst themselves, be determined by lot.
- 52.6 Subject to the terms of these presents, the manner of appointment and removal of Council Members and proceedings of meetings of Council Members shall be governed by Standing Orders set out by the Council and approved by the Directors. Save as otherwise provided by Standing Order, the office of a Council Member shall be vacated if he resigns by notice in writing to the Council (unless after the resignation there would be less than two Council Members remaining in office) or if he is appointed or elected as a Director of the Society.
- 52.7 The Directors shall have the power by Ordinary Resolution, on the recommendation of the Council, to amend the number of Council Members elected to the Council or to amend the categories from and proportions in which Council Members may be elected.

SECRETARY

- 53.1 If it is desired that a Secretary shall be appointed by the Directors, the Secretary shall be so appointed for such term, at such remuneration and upon such conditions as they may think fit.
- 53.2 Any Secretary appointed may be removed by the Directors.

PRESIDENT AND PATRONS

54. The Directors shall have the power to admit a President and to admit a Patron or Patrons. The President shall be an individual who is committed to the aims of the Society and who wishes to be associated with the Society and who in the opinion of the Directors should be appointed as the President. The Patron or Patrons shall be individuals, non-profit making organisations or charitable bodies, commercial or other organisations who wish to be associated with the Society and who in the opinion of the Directors should be appointed as a Patron or Patrons. Neither the President nor the Patrons shall be Members of the Society merely by virtue of their admission as President or as a Patron. The President and the Patrons may attend General Meetings of the Society but may not vote at such meetings. The President and the Patrons shall not be eligible for appointment as Directors.

THE SEAL

55. The Society shall have a Seal. The Seal may only be used with the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the Seal is affixed and, unless

otherwise so determined, it shall be signed by a Director and by the Secretary (if any) or by a second Director.

ACCOUNTS

56. Accounting records sufficient to show and explain the Society's transactions and otherwise complying with the Act shall be kept at the Registered Office, or at such other place within Scotland as the Directors think fit, and shall at all times be open to inspection by the Directors. Subject as aforesaid no Member of the Society or other person shall have any right of inspecting any account or book or document of the Society except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the Directors.

AUDIT/INDEPENDENT EXAMINATION

57. Auditors or Independent Examiners, as appropriate, shall be appointed and their duties regulated in accordance with the provisions of the Act and of the Charities and Trustee Investment (Scotland) Act 2005.

NOTICES

58. Any notice or document may be served by the Society on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at the registered address as appearing in the Register of Members or to such other address as he may supply to the Society for the giving of notices to him, or may be sent by email to such Member, or may be sent or supplied in any way in which the Act provides for documents or information to be sent or supplied by the Society including publication on the Society's website in accordance with Section 309 of the Act, and any notice so served by post or by email or otherwise in accordance with the Act shall be deemed to have been duly served notwithstanding that such Member be then dead or bankrupt and whether or not the Society have notice of his death or bankruptcy.
59. A Member whose address in the Register of Members is outside the United Kingdom and who has not supplied to the Society either an address for service within the United Kingdom or an email address, shall not be entitled to receive any notice from the Society.
60. Any notice or document served shall be deemed to have been served:-
- (a) at the expiration of 24 hours (or, where second class mail is employed, 48 hours) after the letter containing the same is posted, and in proving such service it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted;
 - (b) at the expiration of 24 hours after being sent by email or posted on the Society's website or delivered by hand to the relevant address, and in proving service of an email it shall be sufficient to show that the email containing the same has been sent, was properly addressed and sent;
 - (c) immediately on being handed to the recipient personally; or

- (d) if earlier, as soon as the recipient acknowledges receipt.

In calculating a period of hours for the purposes of this clause, no account shall be taken of any part of a day that is not a working day. Where an individual is both a Director and Member of the Society, any notice so served shall be deemed to have been duly served on him as both Director and Member of the Society as required by the Act.

61. Subject to these presents, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

INDEMNITY

62. Subject to the provisions of the Act and of these presents, a Director, Auditor, Independent Examiner, Secretary or other officer of the Society shall be entitled to be indemnified by the Society against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

LIABILITY OF MEMBERS

63. The liability of the Members is limited.
64. Every Member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of contributories themselves, such amount as may be required, not exceeding £1.

WIND UP OR DISSOLUTION

65. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society (except to a Member that is itself a charity), but shall be given or transferred to some other charitable institution or institutions having objects similar to the Society and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of Article 5 hereof such institution or institutions to be determined by the Members of the Society at or before the time of the dissolution, and if and so far as effect cannot be given to the foregoing provisions, then to some charitable object.