

Company Number: SC062065

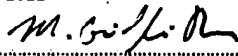
The Companies Act 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION of
THE ROYAL LYCEUM THEATRE COMPANY LIMITED

(adopted by written special resolution passed on 14 April 2022)




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Director

THE COMPANIES ACT 2006

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THE ROYAL LYCEUM THEATRE COMPANY LIMITED

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CONSTITUTION OF COMPANY

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

INTERPRETATION

- 2 In these articles of association: -

"Act" means the Companies Act 2006;

"Article" means one of the numbered provisions of the articles of association of the Company;

"Articles" mean two or more of the numbered provisions of the articles of association of the Company or, as the context requires, the entire provisions of the articles of association of the Company from time to time in force;

"Artistic Director" shall mean the person appointed as Artistic Director for the time being of the Company;

"Board" means the board of Trustees of the Company;

"Charitable Purpose" means a charitable purpose specified in section 7 of the Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

"Charity" means a body entered on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts;

"Charities Act" means the Charities and Trustee Investment (Scotland) Act 2005;

"Clear Days" mean, in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given but including the day for which it is given or on which it is to take effect;

"Communication" means the same as given to that term in section 15 of the Electronic Communications Act 2000;

"Company" means The Royal Lyceum Theatre Company Limited;

"Connected Person" means a person who is connected with a Trustee within the meaning of section 68(2) of the Charities Act;

"Electronic Address" means any number or address used for the purpose of an Electronic Communication;

"Electronic Communication" shall have the meaning given to that term in section 15 of the Electronic Communications Act 2000;

"Executive Director" shall mean the person appointed as Executive Director for the time being of the Company;

"Members" mean the members of the Company for the time being and **"Member"** shall mean one of them;

"Office" means the registered office of the Company from time to time;

"Principal Objects" means the objects for which the Company is established as set out in Article 4.1;

"Scottish Charity Register" means the public register of charities as created by section 3 of the Charities Act and maintained and regulated by the Office of the Scottish Charity Regulator (OSCR);

"Secretary" means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a joint, assistant or deputy secretary;

"Taxes Act" means the Income & Corporation Taxes Act 1988, the Income Tax (Earnings and Pensions) Act 2003, the Income Tax (Trading and Other Income) Act 2005 and the Income Tax Act 2007;

"Trustee Appointment Policy" means such policy relating to Trustee appointments as may be promulgated and amended by the Trustees from time to time;

"Trustees" shall mean the directors of the Company for the time being and **"Trustee"** shall mean one of them;

"United Kingdom" shall mean the United Kingdom of Great Britain and Northern Ireland; and

"Working Day" shall have the meaning given to that term in section 1173 of the Companies Act 2006.

3 In these Articles, unless inconsistent with the subject or contents;-

3.1 the expression **"executes"** and other such cognate expressions include any valid mode of execution;

- 3.2 the expression "**in writing**" means written, printed, typewritten or lithographed or others and other modes of representing or reproducing words in a visible form;
- 3.3 words importing the singular number only shall include the plural number and *vice versa*;
- 3.4 words importing persons shall include corporations;
- 3.5 subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Company shall bear the same meanings in these Articles; and
- 3.6 any reference to any statute or statutory provision shall include a reference to any statute or statutory provision which amends, extends, consolidates or replaces the same and shall include any orders, regulations, instruments or other subordinate legislation made under the relevant statute or statutory provision.

OBJECTS AND POWERS

- 4 The Company is established for Charitable Purposes only.
 - 4.1 In particular, the Company is established to provide public benefit in Scotland and elsewhere and to promote, maintain, improve and advance education, appreciation and understanding of the performing arts, and in particular the art of drama in all its aspects, by the production and presentation of plays, educational, theatrical and musical performances, with particular emphasis on works produced by the Company or commissioned by third parties.
 - 4.2 The Company's objects are restricted to those set out in article 4.1 (but subject to article 4.3).
 - 4.3 The Company may (subject to first obtaining the consent of OSCR) add to, remove or alter the Principal Objects; 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.
- 5 In furtherance of the Principal Objects, but not further or otherwise, the Company shall have the following powers: -
 - 5.1 To present, promote, organise, manage and produce such plays, dramas, comedies operas, operettas, ballets, concerts, films, radio and television broadcasts, lectures, exhibitions and other dramatic entertainments, performances and exhibitions as are conducive to the promotion, maintenance and advancement of education of the public generally or to the encouragement of the Arts and to formulate, prepare and establish schemes therefore;
 - 5.2 To enter into agreements and engagements with actors, authors, singers, composers, musicians, dancers, entertainers, producers, directors, designers, technicians, lecturers, teachers, writers, artists and other such persons and advisers by salary or fees or on a voluntary basis;
 - 5.3 To retain or employ professional or technical advisers or workers in connection with the Principal Objects and to pay reasonable and proper fees for their services;
 - 5.4 To purchase or otherwise acquire and obtain any rights, concessions, licences or interests in the copyright of, or the rights to perform, publish or show any material or any play, mime, comedy, drama, opera, musical comedy, film, stage piece, or musical

composition which can be used or adapted for the Principal Objects;

- 5.5 To provide teaching, instruction, advice, and other assistance in connection with the Principal Objects;
- 5.6 To take on lease theatres, studios, concert halls, cinemas and all other premises suitable for the Company's productions, presentations or workshops and to enter into all necessary agreements for this purpose;
- 5.7 To create, promote, organise and administer projects, courses, exhibitions, displays, meetings, lectures, classes and seminars and developments in any part or parts of the world;
- 5.8 To enter into agreements with broadcasters, recording and video recording companies, sponsors, funding bodies, professional organisations and such other companies, associations and societies, to provide goods and/or services in connection with the Company's activities;
- 5.9 To design, compile, prepare, produce, print, publish, issue, circulate or otherwise disseminate, gratuitously or otherwise, papers, catalogues, reports, magazines and periodicals, books, pamphlets, circulars, brochures, promotional literature, leaflets, flyers, posters and other material whether as printed matter or in any form by electronic, computerised or any other means now known or hereafter invented by which the text or image may be stored, preserved, entered, displayed, transmitted, communicated or disclosed;
- 5.10 To prepare, produce, programme, exhibit, distribute and deal in any way with all forms of electronic image processing, computer software, computer graphics and animation, multimedia applications and such other applications as may be accessed by an electronic delivery service or by any means of electronic or data transmission and to set up, operate and manage any network of communication between users of whatever nature of interactive multimedia via existing communications networks or otherwise;
- 5.11 To foster and undertake research into any aspect of the Principal Objects and its work and to disseminate the results of any such research;
- 5.12 To purchase, take on lease or in exchange, hire or otherwise acquire and hold any heritable or moveable, real or personal property, and to maintain and alter any of the same as are necessary for any of the Principal Objects and (subject to such consents as may be required by law) to sell, lease or otherwise dispose of or mortgage any such heritable or moveable, real or personal property and to issue or grant any mortgage, charge, standard security, lien or other security upon all or any part of its property or assets whether present or future;
- 5.13 To assist any person, body or bodies financially or otherwise in the furtherance of the above purposes or any of them;
- 5.14 To borrow or raise money for the Principal Objects on such terms and (with such consents as are required by law) on such security as may be thought fit and to issue any debentures or debenture stock, whether perpetual, irredeemable or otherwise;
- 5.15 To make grants or loans of money, or other assets, and give credit to any person with or without security and to grant guarantees and contracts of indemnity on behalf of any person;
- 5.16 To raise funds for and to make donations to charities which donations may represent

the whole or any part of the income of the Company for any accounting period or to be made out of any other monies of the Company and generally to establish, promote, form and support or aid in the establishment, promotion and formation and support of any charitable association or body and to subscribe or guarantee money for Charitable Purposes in any way connected with or calculated to further the Principal Objects;

- 5.17 To receive, allocate and administer subscriptions, donations, grants, contributions, gifts or bequests made available to the Company for any of the Principal Objects, under terms and conditions referable to such subscriptions, donations, grants, contributions, gifts or bequests and generally to manage, invest and expend all monies belonging to the Company;
- 5.18 To organise, promote and manage or cause to be organised, promoted or managed fundraising activities, to issue appeals, hold public meetings and take such steps as may be deemed necessary or desirable for the purposes of procuring contributions to the funds of the Company by way of donations or otherwise;
- 5.19 To retain all or part of the monies of the Company not immediately required for its objects in money or liquid form and to invest the same in interest bearing accounts or deposits; to invest the monies of the Company not immediately required for its objects in or upon such other investments and such securities or properties as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 5.20 To apply for, register, purchase or otherwise acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patent, design, trade mark, licence, concession and the like, conferring an exclusive or nonexclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the Principal Objects or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences or privileges in respect of or otherwise turn to account any rights and information so acquired;
- 5.21 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- 5.22 To enter into any arrangement with any institution, corporation, company, association, firm or person or with any government or public authority or body that may seem conducive to the attainment of the Company's Principal Objects or any of them, and to obtain from any such government or public authority or body any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, warrants, rights, privileges and concessions;
- 5.23 To insure and arrange insurance cover for all risks, liabilities and contingencies in respect of the Company's activities;
- 5.24 Subject to the provisions of Article 6 hereof, to employ and remunerate employees of the Company and such other persons as are necessary for the furtherance of the Principal Objects and to establish and support pension and/or superannuation schemes for the benefit of persons employed by the Company and to grant pensions or retiring allowances to persons who have been employed by the Company or to their dependants;
- 5.25 Subject to Article 6 to transfer all or any part of the undertaking, assets and liabilities

of the Company to or to take over, federate or amalgamate with, or to affiliate or become affiliated to any other institution, company or association having objects which are Charitable Purposes similar in whole or in part to the Principal Objects, PROVIDED THAT:

- a) such institution, company or association is prohibited from the payment of dividend, bonus or profit to its members at least to as great an extent as such payment is prohibited to the Members; and
- b) this Article 5.25 b) shall not authorise anything which shall prevent the Company from properly and usefully carrying out its functions as contemplated by these Articles;

- 5.26 To form any subsidiary to further or assist in carrying out the Principal Objects, whether directly or indirectly;
- 5.27 To apply for, promote and obtain any private act of Parliament, private act of the Scottish Parliament, provisional order, royal charter or licence or any authority calculated directly or indirectly to promote the Company's interest and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest;
- 5.28 To co-operate with, and enter into arrangements with authorities, national, local or otherwise;
- 5.29 To undertake and execute any charitable trusts having primary objects wholly or partly similar to those of the Company and which may be lawfully undertaken by the Company;
- 5.30 To establish, where necessary, local branches;
- 5.31 To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise; and
- 5.32 To do all such other lawful things as are incidental or conducive to the attainment of the Principal Objects **PROVIDED THAT:**
 - a) in case the Company shall take or hold any property which may be subject to any trust, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts;
 - b) the Company's objects shall not extend to the regulation of relations between workers and employees or organisations or workers and organisations of employers.

RESTRICTIONS ON USE OF THE COMPANY'S ASSETS

- 6 The income and property of the Company shall be applied solely towards the promotion of the Principal Objects, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to the Members of the Company **PROVIDED THAT** nothing herein shall prevent any payment in good faith by the Company: -
 - 6.1 of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company, or any Trustee of the Company who is employed by the Company in an artistic, performing, administrative or technical

capacity, or being a person engaged in any profession, of all usual professional or other charges for work done by them or their firm when instructed by their co-Trustees so to act in that capacity on behalf of the Company, **PROVIDED THAT**

- a) such remuneration is not for services solely rendered to the Company in the capacity of Trustee;
 - b) the Board shall at all times comprise a majority of non-remunerated Trustees; and
 - c) payment of such remuneration shall at all times comply with the terms of sections 67 and 68 of the Charities Act.
- 6.2 of interest on money lent by any Member or Trustee at a rate per annum not exceeding Two per centum less than base lending rate for the time being prescribed by the Bank of Scotland or Three per centum whichever is the greater;
- 6.3 of reasonable and proper rent for premises let by any Member or Trustee;
- 6.4 of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than a one-hundredth part of the capital thereof; and
- 6.5 to any Trustee of "out-of-pocket" expenses.

LIABILITY OF MEMBERS

- 7 The liability of the Members is limited.
- 8 Every Member undertakes to contribute such amount as may be required (not exceeding £1.00) to the assets of the Company in the event of its being wound up during the time that they are a Member, or within one year afterwards for the payment of the debts and liabilities of the Company contracted before they cease to be a Member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves.

MEMBERS

- 9 The Trustees for the time being (and only such persons) shall be the Members.
- 10 Every Member shall deliver to the Office a consent in writing to become a Member.
- 11 Every Member who ceases at any time to be a Trustee shall thereupon cease to be a Member. **PROVIDED THAT** where a person retires from office as Trustee pursuant to Articles 64 to 66 and is forthwith reappointed as Trustee, they shall not cease to be a Member by reason of this Article alone.
- 12 The rights of a Member shall be personal and Membership of the Company shall not be transferable or transmissible and shall cease on death of the Member.

PATRONS

- 13 The Board may from time to time invite any person or persons (*ex officio* or otherwise) whose patronage would in the opinion of the Board confer a benefit upon the Company to become a patron of the Company. Any person who accepts the position of patron shall hold that position until they relinquish it by written notice to the Company, or until the Board decide by resolution to terminate their appointment. A patron shall not be a member of the Company

and shall have none of the responsibilities or powers of a Trustee, but the Company shall have the right to announce that it is under patronage in any letters, brochures, announcements and other like publications.

GENERAL MEETINGS

- 14 The Board may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting, in accordance with the provisions of the Act.
- 15 The Trustees must convene a general meeting if there is a valid requisition by a resigning auditor (under section 518 of the Act).

NOTICE OF GENERAL MEETINGS

- 16 General meetings shall be called by at least fourteen Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the Members.
- 17 The notice shall specify the time and (subject to article 21) 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 53) (or a resolution requiring special notice under the Act) is to be proposed, also state that fact, giving the exact terms of the resolution.
- 18 The notice shall be given to all the Members and to the Trustees and auditors.
- 19 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive such notice shall not invalidate the proceedings at that meeting.
- 20 Notice of every general meeting shall be given:-
 - 20.1 in hard copy form;
 - 20.2 in writing or (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
 - 20.3 (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.
- 21 If Members/Trustees are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s) (see Article 23), the notice (or notes accompanying the notice) must:
 - 21.1 set out details of how to connect and participate via that link or links; and
 - 21.2 (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:
 - (i) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - (ii) appointing the chair of the meeting as proxy, and directing the chair on how they should use that proxy vote in relation to each resolution to be proposed at

the meeting;

- (iii) (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting.

- 22 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 chair of the meeting is expected to be, as at the time fixed for the commencement of the meeting; and, if it transpires that the chair 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.

PROCEEDINGS AT GENERAL MEETINGS

- 23 The Trustees may if they consider appropriate (and must, if that is required under Article 24) make arrangements for Members/Trustees 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:
 - 23.1 the means by which Members/Trustees 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;
 - 23.2 the notice calling the meeting (or notes accompanying the notice) contains the information required under Article 21; and
 - 23.3 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those 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 (if any) who are attending in person (and vice versa).
- 24 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 Trustees must make arrangements for participation in that general meeting by way of audio and/or audio-visual link(s) which allow those participating to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs 23.1 to 23.3 of Article 23 will apply.
- 25 A general meeting may involve two or more members or directors participating via attendance in person while other Members/Trustee participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 26 Reference in Articles 21 and 22 and Articles 23 and 24 to Members should be taken to include proxies for members.
- 27 Reference throughout these Articles to the ability to "hear" shall be taken to include circumstances where alternative arrangements have been made for those with hearing loss to follow what is being said at the relevant meeting.
- 28 No business shall be transacted at any general meeting unless a quorum is present. A quorum shall be a simple majority of all the persons who at the commencement of the meeting are Members of the Company, and are entitled to vote upon the business to be transacted, each person being present in person or represented by proxy.

- 29 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, will be deemed to be in attendance) at the meeting.
- 30 If such a quorum is not present within thirty minutes from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and (subject to Article 31) place or such other day and such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed therefor the Members present shall be a quorum.
- 31 Article 22 shall apply in relation to the requirement under Article 34 for the chair to specify the place of an adjourned meeting.
- 32 The chair, if any, of the Board or in their absence the vice chair shall preside as chair of each general meeting.
- 33 If neither the chair nor vice chair of the Board is willing to act as chair, nor is present within ten minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chair of the meeting.
- 34 The chair of the meeting may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn business from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and (subject to article 31) place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 35 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded: -
- 35.1 by the chair of the meeting; or
- 35.2 by at least two Members having the right to vote at the meeting; or
- 35.3 by a Member or Members representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting;
- 35.4 and a demand by a person as proxy for a Member shall be the same as a demand by the Member.
- 36 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 Trustees 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.
- 37 Unless a poll is duly demanded a declaration by the chair of the meeting 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 38 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent

of the chair of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

- 39 A poll shall be taken as the chair of the meeting directs and they may appoint scrutineers (who need not be Members) and fix a time and (subject to Article 31) place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 40 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.
- 41 A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair of the meeting directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If the poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 42 No notice need be given of a poll not taken forthwith if the time and (subject to Article 31) place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven Clear Days' notice shall be given specifying the time and (subject to Article 31) place at which the poll is to be taken.
- 43 Where members are participating in a meeting via audio and/or audio-visual links, the chair'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 36, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).
- 44 The principles set out in Articles 36 and 43 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member.

VOTES OF MEMBERS

- 45 On a show of hands every Member who is present in person or by proxy unless the proxy are themselves a Member entitled to vote, shall have one vote and on a poll every Member present in person or by proxy shall have one vote (subject to Article 36).
- 46 A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by their receiver, curator bonis or other person authorised to act on their behalf appointed by appointment of such court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to the Company at the Office, or at such other place as is specified in accordance with these Articles for the delivery of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable. In calculating the said period of 48 hours, no account shall be taken of any part of a day that is not a Working Day.
- 47 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.

- 48 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve): -

"The Royal Lyceum Theatre Company Limited

I, _____ of _____, being a member of the above named company hereby appoint _____ of _____ or failing them _____ of _____, as my proxy to vote in my name and on my behalf at the general meeting of the Company to be held on _____, and at any adjournment thereof.

Signed on _____ "

- 49 Where it is desired to afford Members an opportunity of instructing the proxy how they shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve): -

"The Royal Lyceum Theatre Company Limited

I / We, _____ of _____, being a member / members of the above named company, hereby appoint _____ of _____, or failing them _____ of _____, as my / our proxy to vote in my / our name(s) and on my / our behalf at the general meeting of the Company to be held on _____, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for*against

Resolution No. 2 *for*against

Unless otherwise instructed the proxy may vote as they think fit or abstain from voting.

Signed on _____ "

- 50 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:

50.1 In the case of an instrument in writing, be delivered to the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

50.2 In the case of an appointment contained in an Electronic Communication, where an Electronic Address has been specified for the purpose of receiving Electronic Communications: -

- a) in the notice convening the meeting, or
- b) in any instrument of proxy set out by the Company in relation to the meeting; or
- c) in any invitation contained in an Electronic Communication to appoint a proxy issued by the Company in relation to the meeting;

be sent to and received at such Electronic Address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote or;

50.3 in the case of a poll taken more than 48 hours after it was demanded, be delivered or sent and received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll;

50.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair of the meeting or the Secretary or to any Trustee;

and an instrument appointing a proxy which is not delivered or sent and received in a manner so permitted shall be invalid. In calculating the periods mentioned in this Article no account shall be taken of any part of a day that is not a Working Day.

51 A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly delivered or, where the appointment of the proxy was contained in an Electronic Communication, at the Electronic Address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

TECHNICAL OBJECTIONS TO REMOTE PARTICIPATION IN GENERAL MEETINGS

52 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 Trustees in relation to a given general meeting (and the manner in which the general meeting is conducted) are consistent with those requirements:

52.1 a Member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;

52.2 the general meeting need not be held in any particular place;

52.3 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);

52.4 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;

52.5 a Member will be able to exercise the right to vote at the general meeting (including where a poll is to be held) by such means as is determined by the chair of the meeting (consistent with the arrangements made by the directors) and which permits that Member's vote to be taken into account in determining whether or not a resolution is passed.

SPECIAL RESOLUTIONS AND ORDINARY RESOLUTIONS

53 For the purposes of these Articles, a "special resolution" means (but subject to Articles 56 to 59) a resolution of the Members, which is 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 16 to 22 (for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting).

- 54 In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the company, by special resolution:

54.1 to alter its name;

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

- 55 For the purposes of these Articles (but subject to articles 56 to 59), an "ordinary resolution" means a resolution, which is passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against and (as applicable) the chair's casting vote) at a general meeting, providing proper notice of the meeting has been given in accordance with Articles 16 to 22.

WRITTEN RESOLUTIONS

- 56 A written resolution can be passed by the Members of the Company (having been proposed by either the Members or the Trustees in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act) and will have effect as if passed by the Members in general meeting; a written resolution is passed when the required majority of eligible Members have signified their agreement to it by sending to the Company (in hard copy or electronic form) an authenticated document which identifies the resolution to which it relates and which indicates the member's agreement to it (agreement to which cannot thereafter be revoked).

- 57 For the purposes of the preceding article:-

57.1 the reference to "eligible members" is to those Members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (a) the date on which copies of the written resolution are sent or submitted to the Members in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act; or (b) if copies are sent or submitted to members on different days, the first of those dates);

57.2 the reference to "required majority" is to the majority required to pass an ordinary or a special resolution under the Act, as follows:-

(i) in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with Article 56) by Members representing a simple majority of the total voting rights of eligible Members;

(ii) in order to pass a special resolution by way of written resolution, it must be passed (in accordance with Article 56) by Members representing not less than 75% of the total voting rights of eligible Members and the resolution must specifically state that it was proposed as a special resolution.

- 58 For the avoidance of doubt, a resolution to remove a Trustee (under section 168 of the Act) or a resolution to remove an auditor (under section 510 of the Act) cannot be proposed as a written resolution under Article 56.

- 59 For the purposes of Article 56, a proposed written resolution will lapse if it is not passed before the end of a period of 28 days beginning with the circulation date (as defined in Article 57), and the agreement of any member to a written resolution will be ineffective if signified

after the expiry of that period.

BOARD OF TRUSTEES

60 Subject to Article 62, unless otherwise determined by ordinary resolution, the number of Trustees shall not be greater than 16 and shall not be less than eight and shall include: -

60.1 the Artistic Director ex officio

60.2 the Executive Director ex officio.

APPOINTMENT OF TRUSTEES

61 The Trustees may appoint any person, who is willing to act, to be a Trustee either to fill a vacancy or as an additional Trustee provided such person has first been recommended for appointment in accordance with the Trustee Appointment Policy.

62 Notwithstanding the provisions of these Articles, the Board shall at all times comprise a majority of Trustees who:

62.1 are not remunerated for providing services to, or on behalf of, the Company; and

62.2 do not benefit from any remuneration for the provision of such services by a Connected Person.

63 No person may be appointed as a Trustee: -

63.1 unless they have attained the age of 16 years;

63.2 unless at the date of their appointment to such office they are a Member;

63.3 in circumstances such that, had they already been a Trustee, they would have been disqualified from acting under the provisions of Article 72.

64 A Trustee shall hold office for a term of four years and shall then retire at the conclusion of the first December board meeting held following the fourth anniversary of the date of their appointment as Trustee or, if the December board meeting is postponed, at the first board meeting held thereafter.

65 A retiring Trustee who has held office for one term shall be eligible for reappointment as a Trustee and, if so reappointed, shall hold office for a further term of four years and shall then retire at the conclusion of the first December board meeting held following the fourth anniversary of the date of their appointment as Trustee or, if the December board meeting is postponed, at the first board meeting held thereafter.

66 A retiring Trustee who has held office for two terms shall not be eligible for reappointment as a Trustee.

67 The ex officio Trustees shall not be subject to retirement.

POWERS OF TRUSTEES

68 Subject to the provisions of the Act, and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of Trustees

at which a quorum is present may exercise all powers exercisable by the Board.

- 69 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as the Board may determine, including authority for the agent to delegate all or any of their powers.

DELEGATION OF POWERS BY THE BOARD

- 70 The Board may delegate any of their powers to any committee consisting of one or more Trustees. Any such delegation may be made subject to any conditions the Board may impose, and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the provisions of these Articles regulating the proceedings of the Board *mutatis mutandis*. The quorum of a committee with two members shall, unless otherwise specified by the Board, be two.

TRUSTEES TO ACT IN A PERSONAL CAPACITY

- 71 There shall be no provision for the appointment of alternate trustees or directors and no Trustee shall have the right to be represented at a meeting of the Board or at any committee of which they are a member by any other person or to request another Trustee or person to cast a vote on their behalf.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 72 The office of a Trustee shall be vacated if: -

- 72.1 they, being an *ex officio* Trustee, cease to hold the relevant office of entitlement; or
- 72.2 they cease to be a Trustee by virtue of any provision of the Act or they become prohibited by law from being a director or a charity trustee; or
- 72.3 they become bankrupt or make any arrangement or composition with their creditors thereof generally; or
- 72.4 they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months; or
- 72.5 they resign office by notice to the Company, or cease to be a Member of the Company; or
- 72.6 they are convicted of an offence which is likely to bring the Company into disrepute; or
- 72.7 they shall, for more than six consecutive months, have been absent without permission of the Board from meetings of the Board held during that period and the Board resolve that their office be vacated; or
- 72.8 they accept remuneration or other benefit in contravention of Article 6; or
- 72.9 they are removed from office by resolution of the directors on the grounds that they are 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 106); or
- 72.10 they are removed from office by resolution of the directors on the grounds that they are considered to have been in serious or persistent breach of their duties under sub-sections 66(1) or (2) of the Charities Act.

- 73 A resolution under paragraph 72.9 or 72.10 of Article 72 shall be valid only if:

- 73.1 the Trustee who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for their removal is to be proposed;
- 73.2 the Trustee 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
- 73.3 at least two thirds (to the nearest round number) of the Trustees then in office vote in favour of the resolution.
- 74 A Trustee shall cease to hold office if the Trustees, by resolution in writing signed by all other Trustees entitled to receive notice a meeting of the Board, declare that they shall cease to be a Trustee.
- 75 The Members may by ordinary resolution (of which special notice has been given in accordance with section 312 of the Act) remove any Trustee from office pursuant to section 168 of the Act, notwithstanding anything in these Articles or any agreement between the Company and such Trustee.

TRUSTEES' EXPENSES

- 76 The Trustees may be paid, at the discretion of the Board, all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board or general meetings or separate meetings of the holders of debentures in the Company or otherwise in connection with the discharge of their duties but, except to the extent permitted by Article 6 and section 67 of the Charities Act, shall otherwise be paid no remuneration.

TRUSTEES' APPOINTMENTS AND INTERESTS

- 77 A Trustee 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 Board; they will be debarred (in terms of Article 97) from voting on the question of whether or not the Company should enter into that arrangement.
- 78 For the purposes of the preceding article, a Trustee shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director or any limited liability partnership of which they are a member or any Scottish charitable incorporated organisation of which they are a charity trustee or any registered society or unincorporated association of which they are a management committee member (or any other party who/which is deemed to be connected with them for the purposes of the Act) , has a personal interest in that arrangement.
- 79 Provided
- 79.1 they have declared their interest;
- 79.2 they have not voted on the question of whether or not the Company should enter into the relevant arrangement and;
- 79.3 the requirements of Article 6 are complied with,
- a Trustee will not be debarred from entering into an arrangement with the Company in which they have a personal interest (or is deemed to have a personal interest under Article 78) and may retain any personal benefit which they gain from their participation in that arrangement.

- 80 The Trustees 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 Trustee concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the Trustees may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.
- 81 For the avoidance of doubt, the provisions of section 175 of the Act and Article 80 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 76 to 79 and Articles 97 to 100.
- 82 No Trustee (with the exception of the Artistic Director and the Executive Director) may serve as an employee (full time or part time) of the Company, and no Trustee may be given any remuneration by the Company for carrying out their duties as a Trustee.
- 83 Where a Trustee provides services to the Company or might benefit from any remuneration paid to a connected party for such services, then the provisions of Article 6 must be complied with.
- 84 The Trustees 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.

PROCEEDINGS OF THE BOARD

- 85 Subject to the provisions of these Articles, the Board may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall have a second or casting vote.
- 86 If Trustees are to be permitted to participate in a Board meeting by way of audio and/or audio-visual link(s), the Trustees 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 Trustees who may have difficulties in using a computer or laptop for this purpose) the Trustees' attention should be drawn to the following options:
- 86.1 participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
- 86.2 (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.
- 87 The Trustees may, if they consider appropriate (and must, if this is required under Article 81) allow Trustees 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:
- 87.1 the means by which Trustees 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 Trustees - a barrier to participation; and
- 87.2 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those Trustees 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).

- 88 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 Trustees, the Trustees must make arrangements for Trustees to participate in that Trustees' meeting by way of audio and/or audio-visual link(s); and on the basis that:
- 88.1 the requirements set out in paragraphs 87.1 and 87.2 Article 87 will apply; and
- 88.2 the Trustees must use all reasonable endeavours to ensure that all Trustees have access to one or more means by which they may hear and contribute to discussions at the meeting.
- 89 A directors' meeting may involve two or more Trustees participating via attendance in person while other Trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 90 For the avoidance of doubt, an individual participating in a Board meeting via an audio or audio-visual link will be deemed to be present in person (or, if they are not a Trustee, will be deemed to be in attendance) at the meeting.
- 91 Where a Trustee or Trustees 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.
- 92 The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be a simple majority of the persons who at the commencement of the meeting of the Board are Trustees.
- 93 The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 94 The Board may appoint one of the Trustees to be the chair of the Board and may at any time remove them from that office. Unless they are unwilling to do so, the Trustee so appointed shall preside at every meeting of Board at which they are present whom failing the vice chair (if any so appointed by the Board) shall so preside. If the chair or vice chair is unwilling or unable to preside and neither are present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chair of the meeting.
- 95 All acts done bona fide by a meeting of the Board or of a committee of the Board, or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 96 The Trustees 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 Board meeting; for the avoidance of doubt, any such person who is invited to attend a Board meeting shall not be entitled to vote.
- 97 A Trustee shall not vote at a Board meeting (or at a meeting of a committee) on any resolution concerning a matter in which they have a personal interest which conflicts (or may

conflict) with the interests of the Company; they must withdraw from the meeting while an item of that nature is being dealt with.

- 98 For the purposes of Article 97, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director or any limited liability partnership of which they are a member or any Scottish charitable incorporated organisation of which they are a charity trustee or any registered society or unincorporated association of which they are a management committee member has a personal interest in that matter.
- 99 A Trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 100 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 97 to 99.
- 101 The principles set out in Article 52 (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 Trustee and each reference in that Article to a general meeting were a reference to a Board meeting.
- 102 A resolution agreed to in writing (or by e-mail) by a majority of the Trustees then in office shall (subject to Articles 103 and 104) be as valid as if duly passed at a Board meeting or (as the case may be) a committee of the Board.
- 103 A resolution under Article 102 shall not be valid unless a copy of the resolution was circulated to all of the Trustees, along with a cut-off time (which must be reasonable in the circumstances) for notifications under Article 104.
- 104 If a resolution is circulated to the Trustees under Article 103, any one or more Trustees may, following receipt of a copy of the resolution, notify the secretary that they consider that a Board meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:
- 104.1 the secretary must convene a Board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
- 104.2 the resolution cannot be treated as valid under Article 102 unless and until that Board meeting has taken place;
- 104.3 the Trustees may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that Board meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the directors then in office.

CONDUCT OF DIRECTORS

- 105 Each of the Trustees shall, in exercising their functions as a Trustee of the Company, act in the interests of the Company; and, in particular, must:
- 105.1 seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects;
- 105.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 105.3 in circumstances giving rise to the possibility of a conflict of interest of interest

between the Company and any other party:

- (i) put the interests of the Company before that of the other party, in taking decisions as a Trustee; or
- (ii) where any other duty prevents them from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other Trustees with regard to the matter in question;

105.4 ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Charities Act.

- 106 Each of the Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Trustees from time to time.
- 107 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; 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.
- 108 If a question arises at a meeting of the Board or of a committee of the Board as to the right of a Trustee to vote, the question may, before the conclusion of the meeting, be referred to the chair of the meeting and their ruling in relation to any Trustee other than themselves shall be final and conclusive. If such a question arises in relation to the chair of such a meeting the question may be decided by a majority of Trustees present, the presence of the chair not being counted in any such decision.

SECRETARY

- 109 The Trustees 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

- 110 The Trustees shall cause minutes to be made in books kept for the purpose:-
 - 110.1 of all appointments of officers made by the Board; and
 - 110.2 of all proceedings at meetings of the Company, and of the Board and of committees of the Board, including the names of the Trustees present at each such meeting.

NOTICES

- 111 Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Board) shall be in writing or shall be sent by Electronic Communication to the Electronic Address for the time being notified for that purpose to the person giving the notice.
- 112 The Company may give any notice to a Member in any of the following ways:-
 - 112.1 by delivering it to them personally; or
 - 112.2 by sending it by post in a prepaid envelope addressed to the Member at their registered address; or
 - 112.3 by leaving it at that address; or

- 112.4 by sending it by Electronic Communication to the Electronic Address for the time being notified to the Company by the Member.
- 113 A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to them shall be entitled to have notices given to them at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.
- 114 A Member present, either in person or by proxy, or (in the case of a Member who is a corporation) by a duly authorised representative at any meeting of the Company shall be deemed to have received notice of the meeting and where requisite, of the purposes for which it was called.
- 115 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an Electronic Communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an Electronic Communication, at the expiration of 48 hours after the time it was sent. In calculating the said period of 48 hours, no account shall be taken of any part of a day that is not a Working Day.

ACCOUNTS

- 116 The Trustees shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 117 The Trustees 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.

DISSOLUTION

- 118 If upon the winding up or dissolution of the Company 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, but shall be applied in one or both of the following ways:
- 118.1 directly for the Principal Objects or for Charitable Purposes within or similar to the Principal Objects;
- 118.2 by transfer to some other charity or charities having objects similar to the Principal Objects which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company by Article 6 hereof, such charity or charities to be determined by the Members at or before the time of dissolution.

If and so far as effect cannot be given to this provision, then such property shall be distributed to some other institution having Charitable Purposes.

AMENDMENT OF ARTICLES

- 119 The provisions of these Articles may be altered in accordance with the Act PROVIDED THAT no alteration shall be made which could have the effect of the Company ceasing to be recognised as a Charity.

INDEMNITY

- 120 Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which they may sustain or incur in or about the execution or discharge of the duties of their office or otherwise in relation thereto including any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and no Trustee or other officer or auditor of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution or discharge of the duties of their office or in relation thereto.
- 121 The Company shall be entitled (subject to the provisions of section 68A of the Act) to purchase and maintain for any Trustee insurance against any loss or liability which any Trustee or other officer of the Company may sustain or incur in connection with the execution of the duties of their office; and such insurance may (subject to the provisions of section 68A of the Charities Act) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a Trustee).