



**THE COMPANIES ACT 2006**

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

# **ARTICLES of ASSOCIATION**

of

## **Sacro**

**Company number SC086651**

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**adopted by special resolution of 15 December 2021**

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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 charitable company.

## **Defined terms**

- 2 In these articles of association, unless the context requires otherwise:-
  - (a) 'Act means the Companies Act 2006;
  - (b) 'Charities Act' means The Charities and Trustee Investment (Scotland) Act 2005;
  - (c) 'charity' means a body which is either a 'Scottish charity' within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a 'charity' within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
  - (d) 'charitable purpose' means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
  - (e) 'the charity' is Sacro;
  - (f) 'Clear Days', in relation to notice of a meeting, means a period excluding the day on which notice is given and the day on which the meeting is held;
  - (g) 'electronic form' has the meaning given in section 1168 of the Act;
  - (h) 'electronic means' has the meaning of any means of electronic equipment for processing, storage and transmission of data as defined in Section 1186 of the Act.
  - (i) 'Individual' means a natural person;
  - (j) 'OSCR' means the Office of the Scottish Charity Regulator;
  - (k) 'The office' means the Registered Office of Sacro;
  - (l) 'in person' or 'present' includes being present via electronic means agreed by the trustees in which a participant may communicate with all other participants;
  - (m) 'property' means any property, heritable or moveable, real or personal, wherever situated;

- (n) 'subsidiary' has the meaning given in section 1159 of the Act.
  - (o) 'trustees' are trustees under the Charities Act, and also 'directors' under the Act. They are referred to as 'trustees' throughout this document.
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

## **Objects**

- 4 Sacro's objects are the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage through:
- Promoting, developing and delivering initiatives and services to anyone arrested, accused, convicted or imprisoned in relation to a criminal offence, including diversion from prosecution, through-care and community-based orders.
  - Promoting, developing and delivering initiatives and services to people affected by conflict, anti-social behaviour and crime, including partners, families and victims.
  - Promoting, developing and delivering services and initiatives to support those at risk of becoming involved in criminal activity to make different choices, including early intervention and diversion.
  - Promoting, developing and delivering care and support services and initiatives that contribute to people's safety, or quality of life, or to community cohesion.
- 5 Sacro's objects are restricted to those set out in article 4 (but subject to article 6).
- 6 Sacro may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the charity's objects in article 4. On any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

## **Powers**

- 7 In pursuance of the objects listed in article 4 (but not otherwise), Sacro shall have the following powers:-
- (a) To carry on any other lawful activities which further any of the above objects;

- (b) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of Sacro;
- (c) to raise funds and to invite and receive contributions, including accepting grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them): provided that in raising funds Sacro shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (d) To borrow money, and to give security in support of any such borrowings by Sacro, in support of any obligations undertaken by the charity or in support of any guarantee issued by the charity.
- (e) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- (f) to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- (g) to set aside funds for special purposes or as reserves against future expenditure;
- (h) to engage and pay agents not being members of the Board of Trustees of Sacro ("the Board") and to make all reasonable and necessary provision for the payment of pensions and superannuation to and on behalf of employees, former employees and their dependants;
- (i) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (j) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (k) to deal in any intellectual property;
- (l) to promote and carry out research;
- (m) to purchase insurance of all kinds, including the purchase of any premium in respect of any indemnity insurance to cover the liability of the members of the Board of Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence default, breach of trust or breach of duty of which they may be guilty in relation to Sacro; provided that any such insurance shall not extend to any claim arising from any act or omission which the trustee know to be a breach of trust or breach of duty or which was committed by the trustee in reckless disregard of whether it was a breach of trust or duty or not provided also that any such insurance shall

not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the trustee in their capacity as trustees of Sacro;

(n) To:

- (a) Deposit or invest funds;
- (b) Employ a professional fund manager or financial expert;
- (c) Arrange for the investments or other property of Sacro to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Charities Act;

- (o) to provide advice;
- (p) to publish or distribute information;
- (q) to insure the property of Sacro against any foreseeable risk and take out other insurance policies to protect Sacro when required;
- (r) to enter into contracts to provide services to or on behalf of other bodies;
- (s) to give such undertakings and indemnities with such security as may be necessary in connection therewith to confirm fulfilment of any conditions relating to the application by Sacro of monies received by the Charity;
- (t) to acquire, or merge or enter into partnership, consortium, joint venture or other association or arrangement with any person, firm, charity or company and to acquire the whole or any part of the assets or undertaking of any person, firm, charity or company;
- (u) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of Sacro;
- (v) To employ such staff as are considered appropriate for the proper conduct of Sacro's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants;
- (w) To engage such consultants and advisers as are considered appropriate from time to time;
- (x) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, as appropriate;
- (y) To oppose, or object to, any application or proceedings which may prejudice Sacro's interests.

## **Restrictions on use of Sacro's assets**

- 8 The income and property of Sacro shall be applied solely towards promoting the charity's objects.
- (a) No part of the income or property of Sacro shall be paid or transferred (directly or indirectly) to the members of the charity, whether by way of dividend, bonus or otherwise.
  - (b) No trustee of Sacro shall be appointed as a paid employee of the company; no trustee shall hold any office under the charity for which a salary or fee is payable.
  - (c) No benefit (whether in money or in kind) shall be given by Sacro to any trustee except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to Sacro.

## **Liability of members**

- 9 The liability of the members is limited.
- 10 Each member undertakes that if Sacro is wound up while they are a member (or within one year after they cease to be a member), they will contribute - up to a maximum of £5 - to the assets of the charity, to be applied towards:
- (a) payment of Sacro's debts and liabilities contracted before they cease to be a member;
  - (b) payment of the costs, charges and expenses of winding up; and
  - (c) adjustment of the rights of the contributories among themselves.

## **General structure**

- 11 The structure of the company consists of:-
- (a) MEMBERS - who have the right to attend the general meetings and have the right to vote, and who also have important powers under the articles of association and the Act; in particular, the members elect people to serve as trustees and take decisions in relation to changes to the Articles themselves.
  - (b) TRUSTEES - who hold regular meetings during the period between general meetings, and who control and supervise the activities of the charitable company and are also its directors under the Act; in

particular, the trustees are responsible for monitoring risk and financial position of Sacro.

## **MEMBERS**

### **Membership**

- 12 Membership of the Company shall consist only of the trustees of the Company and each member of the Company shall be known as a Member.
- 13 A person will be deemed to have been admitted as a member with effect from the date on which they formally consent to their appointment as a trustee of the Company and sign a Companies House Form AP01 (or its electronic equivalent or replacement for the time being in force) and shall cease to be a member when he or she ceases to be a trustee of the Company in terms of these Articles.
- 14 Subject to these presents a member may at any time resign from Membership of the Company only when he or she ceases to be a trustee of the Company in accordance with these Articles.
- 15 Membership shall not be transferable and shall cease on death.

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

- 16 All meetings of members shall be called General Meetings.
- 17 The trustees may convene a general meeting at any time.
- 18 The trustees must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

### **Notice of general meetings**

- 19 At least 14 clear days' notice must be given of a general meeting.
- 20 The reference to "clear days" in article 19 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 21 A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 23) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 22 Notice of every general meeting shall be given



- (a) in hard copy form
- (b) in writing or (where the individual to whom notice is given has notified Sacro of an address to be used for the purpose of electronic communication) in electronic form; or
- (c) (subject to Sacro 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.
- (d) The accidental omission to give notice of a meeting to, or the non-receipt of such a notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings taken at the meeting.

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

- 23 For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 19 - 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 total number of votes cast in relation to the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 24 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow Sacro, by special resolution,
- (a) to alter its name
  - (b) to alter its Objects or Activities, and
  - (c) to alter any provision of these articles or adopt new articles of association.
- 25 For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 19 - 22.

### **Procedure at general meetings**

- 26 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 4 individuals entitled to vote (each being a member or a proxy for a member).

- 27 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chair of the meeting.
- 28 The chair of Sacro shall (if present and willing to act as chair) preside as chair of each general meeting; if the chair is not present and willing to act as chair within 15 minutes after the time at which the meeting was due to commence, the Members present at the meeting shall elect from among themselves the person who will act as chair of that meeting.
- 29 The chair of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chair may determine.
- 30 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 31 Any member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting):
- (a) shall lodge with Sacro, at the charity's registered office, a written instrument of proxy (in such form as the trustees require), signed by him/her; or
  - (b) shall send by electronic means to Sacro, at such electronic address as may have been notified to the members by Sacro for that purpose, an instrument of proxy (in such form as the trustees require)
- providing (in either case), the instrument of proxy is received by Sacro at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 32 A member shall not be entitled to appoint more than one proxy to attend on the same occasion. No person who is not a member of Sacro and entitled to be present and vote in their own right shall be entitled to act as a proxy.
- 33 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting.
- 34 If there are an equal number of votes for and against any resolution, the chair of the meeting shall be entitled to a casting vote.
- 35 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chair (or by at least two persons present in person at the meeting and entitled to vote); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 36 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chair may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

- 37 A resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting duly convened and held.

## **TRUSTEES**

### **Maximum number of trustees**

- 38 There shall be no less than four trustees at all times and the maximum number permitted shall be twelve.

### **Eligibility**

- 39 The trustees shall comprise such persons as may be elected from time to time as trustees in terms of these Articles. For the avoidance of doubt every trustee shall also be a member of Sacro.

### **Board appointment and terms of office**

- 40 To ensure efficient and effective trustee succession planning, the Board of Trustees shall establish a trustee appointments committee, chaired by the Depute Chair and comprising of at least two further trustees (one of whom shall be the Chair) and such other members as the Board agrees. This Committee shall meet as required and shall make recommendations to the Board on the appointment of trustees, the formal appointment of trustees being a power reserved to the Board.
- 41 Each trustee shall be appointed to serve for a fixed term of no more than a period of three years.
- 42 At the end of the first term a second term of up to three years may be offered subject to the needs of the Board and the recommendation of the appointments committee.
- 43 In exceptional circumstances, where the needs of Sacro require it, individual trustees may be asked to extend their service for a further period, to be determined by the Board, such period always being less than three years.
- 44 Where a trustee was appointed as Chair whilst serving as a trustee this appointment will be for a period of three years from appointment as Chair and in line with good governance practice.
- 45 The trustee appointments committee shall ensure there is an adequate skills assessment in place to inform any decision to recommend an appointment.

## Termination of office

- 46 A trustee shall automatically vacate office if:
- (a) they cease to be a trustee through the operation of any provision of the Act or become prohibited by law from being a company director
  - (b) they become debarred under any statutory provision from being a charity trustee
  - (c) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months
  - (d) they become an employee of Sacro. Removal from the position of trustee will mean that the individual will also cease to be a member of Sacro
  - (e) they resign office by notice to Sacro. Removal from the position of trustee will also mean that the individual will cease to be a member of Sacro
  - (f) they are absent, without special leave of absence granted by the Chair and reported to the full Board, for more than 6 months and the trustees resolve to remove them from office
  - (g) they are removed from office by ordinary resolution of the trustees on the grounds that they are considered to have committed a material breach of the code of conduct for trustees in force from time to time (as referred to in article 72);
  - (h) they are removed from office by ordinary resolution of the trustees 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 and Trustee Investment (Scotland) Act 2005; or
  - (i) they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.
- 47 A resolution under paragraph (h) or (i) of article 46 shall be valid only if:-
- (a) the trustee who is the subject of the resolution is given reasonable prior written notice by the Board of Trustees of the grounds upon which the resolution for their removal is to be proposed;
  - (b) the trustee concerned is given the opportunity to address the meeting of trustees at which the resolution is proposed, prior to the resolution being put to the vote.

## **Register of trustees and members**

- 48 The trustees shall maintain a register of trustees and members, setting out full details of each trustee/member, including the date on which they became a trustee and the date on which any person ceased to hold office as a trustee/member. It will also include details of all interests declared by trustees.

## **Office bearers**

- 49 The trustees shall elect from among themselves a Chair, a depute Chair and such other office bearers (if any) as they consider appropriate who shall hold office for a period of time as specified by the Board and in accordance with their agreed terms of appointment as a trustee and (for the Chair) article 44 above but shall be subject to removal by the trustees.
- 50 A person elected to any office shall cease to hold that office if they cease to be a trustee, or if they resign from that office by written notice to that effect.

## **Honorary Officers**

- 51 The Board may from time to time appoint in writing such honorary officers of the charity as the Board may think fit. Appointment to an honorary position will be without remuneration and no individual appointed to an honorary position will become either a trustee or a member of Sacro. The term of each appointment shall be determined by the Board.

## **Powers of trustees**

- 52 Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, Sacro and its assets and undertakings shall be managed by the trustees, who may exercise all the powers of the company.
- 53 A meeting of the trustees at which a quorum is present may exercise all powers exercisable by the trustees.

## **Personal interests**

- 54 A trustee who has a personal interest in any transaction or other arrangement which Sacro is proposing to enter into, must declare that interest at a meeting of the trustees; they will be debarred (in terms of article 69) from voting on the question of whether or not the company should enter into that arrangement.
- 55 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 relative or connected person, as defined by the Act, 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.

56 Provided

- (a) they have declared their interest
- (b) they have not voted on the question of whether or not the company should enter into the relevant arrangement and
- (c) the requirements of article 60 are complied with,

a trustee will not be debarred from entering into an arrangement with Sacro in which they have a personal interest (or are deemed to have a personal interest under article 55) and may retain any personal benefit which they gain from their participation in that arrangement.

57 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.

58 For the avoidance of doubt, the provisions of section 175 of the Act and article 60 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 54 - 60 and articles 68- 71.

59 No trustee may serve as an employee (full time or part time) of Sacro, and no trustee may be given any remuneration by Sacro for carrying out their duties as a trustee.

60 Where a trustee provides services to Sacro or might benefit from any remuneration paid to a connected party for such services, then

- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
- (b) the trustees must be satisfied that it would be in the interests of Sacro to enter into the arrangement (taking account of that maximum amount); and
- (c) less than half of the trustees must be receiving remuneration from Sacro (or benefit from remuneration of that nature).

- 61 The trustees may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the trustees, general meetings, or meetings of committees, or otherwise in connection with the carrying out of their duties.

### **Procedure at trustees' meetings**

- 62 Board meetings will be held on a regular basis. Any trustee may call a meeting of the trustees, a Board meeting, or request the management to call a meeting of the trustees.
- 63 Questions arising at a meeting of the trustees shall be decided by a majority of votes; if an equality of votes arises, the chair of the meeting shall have a casting vote.
- 64 No business shall be dealt with at a meeting of the trustees unless a quorum is present; the quorum for meetings of the Board of Trustees shall be four.
- 65 A trustee may participate in a Board meeting, a committee meeting or any other meeting of trustees by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively with all other persons participating in the meeting. Participation in this manner is deemed to constitute presence in person at the meeting.
- 66 If at any time the number of trustees in office falls below the number fixed as the quorum, the remaining trustee(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 67 Unless they are unwilling to do so, the Chair of Sacro shall preside as chair at every Board meeting at which they are present; if the Chair is unwilling to act as chair or is not present within 15 minutes after the time when the meeting was due to commence, the Depute Chair will chair the meeting. If neither the Chair nor the Depute Chair are available, the trustees present shall elect from among themselves the person who will act as chair of the meeting.
- 68 The trustees may, at their discretion, allow any person whom they reasonably consider appropriate, to attend and speak at any meeting of the trustees; for the avoidance of doubt, any such person who is invited to attend a trustees' meeting shall not be entitled to vote.
- 69 A trustee shall not vote at a Trustees' 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 Sacro; they must withdraw from the meeting while an item of that nature is being dealt with.
- 70 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.
- 71 Sacro may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 68 - 70.

## **Conduct of trustees**

- 72 Each of the Trustees shall, in exercising their functions as a Trustee of Sacro, act in the interests of the charity; and, in particular, must
- (a) seek, in good faith, to ensure that Sacro acts in a manner which is in accordance with its objects.
  - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.
  - (c) in circumstances giving rise to the possibility of a conflict of interest between Sacro and any other party,
    - (i) put the interests of Sacro 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 Sacro and refrain from participating in any discussions or decisions involving the other Trustees with regard to the matter in question.
  - (d) ensure that Sacro complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.
- 73 Each of the Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of Trustees from time to time.
- 74 For the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of Trustees contained in these articles of association; and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

## **Delegation to sub-committees**

- 75 The Trustees may delegate any of their powers to any sub-committee consisting of one or more Trustees and such other persons (if any) as the Trustees may determine; they may also delegate to the Chair of Sacro (or the holder of any other post) such of their powers as they may consider appropriate.
- 76 Any delegation of powers under article 75 may be made subject to such conditions as the Trustees may impose and may be revoked or altered.
- 77 The rules of procedure for any sub-committee shall be as prescribed by the Trustees and set out in terms of reference.



## **Chief Executive**

- 78 The chief executive officer (CEO) shall be appointed by the Board of Trustees on such terms and at such remuneration and upon such conditions as it may think fit and may be removed by it.
- 79 The Board of Trustees may delegate day to day management of the charity to the Chief Executive or other senior member of staff under written terms of reference, such delegated authority to be exercised in accordance with any written instructions given from time to time by the Trustees.
- 80 The Board may from time to time appoint a Company Secretary.
- 81 Any delegation of powers under clause 79 may be revoked or altered by the Board of Trustees at any time.

## **Minutes**

- 82 The Trustees shall ensure that minutes are made of all proceedings at general meetings, Board meetings, meetings of committees and all other meetings of trustees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chair of the meeting.

## **Accounting records and annual accounts**

- 83 The Trustees shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements for both companies and charities.
- 84 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**

- 85 Any notice which requires to be given to a trustee under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the trustee *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by them to Sacro *or* (in the case of a trustee who has notified Sacro of an email address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 86 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

- 87 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Governance Institute.

## **MISCELLANEOUS**

### **Winding-up**

- 88 If on the winding-up of Sacro any property remains after satisfaction of all the charity's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes similar to those of Sacro.
- 89 To the extent that effect cannot be given to article 89, the relevant property shall be applied to some charitable purpose or purposes.

### **Indemnity**

- 90 Every Trustee or other officer or auditor of Sacro shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of Sacro against any loss or liability which they may sustain or incur in connection with the execution of the duties of their office; that may include, without prejudice to that generality (but only to the extent permitted by those sections of the Act), any liability incurred by them in defending any proceedings (whether civil or criminal) in which judgement is given in their favour or in which they are acquitted **or** any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of Sacro.
- 91 Sacro shall be entitled (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) to purchase and maintain for any trustee/director insurance against any loss or liability which any trustee/director or other officer of the company may sustain or incur in connection with the execution of the duties of their office; and such insurance may (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).