

THE COMPANIES ACT 2006

Company Limited By Guarantee Not Having Any Share Capital

ARTICLES OF ASSOCIATION of MULTIPLE SCLEROSIS THERAPY CENTRE LOTHIAN LIMITED KNOWN AS COMPASS

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Constitution of company

1. The legal name of the Company is “Multiple Sclerosis Therapy Centre Lothian Limited” but it will be known as Compass.
2. The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.
3. The registered office of the Company will be situated in Scotland.

Defined Terms

4. In these Articles of Association:-
 - a. “Act” means the Companies Act 2006
 - b. “electronic form” has the meaning given in section 1168 of the Act;
 - c. “OSCR” means the Office of the Scottish Charity Regulator;
 - d. “property” means any property, heritable or moveable, real or personal, wherever situated;
 - e. “The Board” means the Board of Trustees of the Company, and any reference in the Act to Directors or a Board of Directors shall be construed as applying to the Board and its members.
 - f. “The Office” means the registered office of the Company.
 - g. “Month” means calendar month
 - h. “The Area of Benefit” means predominantly East, West and Mid Lothian, and Edinburgh plus parts of the Borders and Fife or such other part or parts of the United Kingdom as the Company may from time to time determine by ordinary resolution passed at a general meeting of the Company.
 - i. The expressions “charitable purpose” and “charitable object” shall mean 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 applications of the Taxes Acts
 - j. The phrases “charitable body”, “charitable institution” and “charity” shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts or a charity within the meaning of section 1 of the Charities Act 2006 or section 1 of the Charities Act (Northern Ireland) 2008.

5. 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

6. The Objects for which the Company is founded are:-

To aid and improve for the public benefit in the Area of Benefit the condition of those suffering from long-term neurological conditions, including multiple sclerosis, their families and carers, as well as people living with other long or short term health conditions by any lawful means including any of the following means:

- i. To deliver co-ordinated, holistic and person-centred therapies, support and advice services to people living with long-term neurological conditions (including Multiple Sclerosis) and their families / carers assisting them in addressing the physical, psychological and emotional issues affecting them;
 - ii. To work with, and for, people living with long-term neurological conditions (including Multiple Sclerosis) actively engaging them in decisions that affect their lives with due regard to respect and choice, to develop social, mental and emotional confidence that empowers them to make informed choices about all aspects of their lives;
 - iii. To improve physical, mental, emotional and social health and well being of people living with long-term neurological conditions (including Multiple Sclerosis) and their families / carers to achieve their potential, and ensuring that they have the confidence and capacity to be active members and contributors in their local communities and civil society;
 - iv. To offer therapies to people living with other long or short term health conditions where it is shown they may benefit from these and where there is sufficient capacity available
7. The Company's Objects are restricted to those set out in article 6 (but subject to article 8).
 8. The Company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the Company's Objects in article 6; 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

9. In pursuance of the Objects listed in article 6 (hereinafter called “the Principal Objects”), but not further or otherwise, the Company shall have the following powers:
- a. To provide, equip, and administer centres for the administration of therapy in accordance with article 6(iii) above.
 - b. To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Company’s activities.
 - c. To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Company.
 - d. To improve, manage, develop, construct, demolish or otherwise deal with all or any part of the property and rights of the Company.
 - e. To take such steps as may be deemed appropriate for the purpose of raising funds for the Company’s activities, provided that the Company shall not undertake any permanent trading activities in raising funds for its Objects
 - f. To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
 - g. To collect, print, publish and disseminate by any means, whether public or private, information, data and knowledge relating to the Principal Objects of the Company
 - h. To conduct or hold surveys, investigations or enquiries in or in the vicinity of the Area of Benefit of and into any aspect of neurological and other health conditions. This would include carrying out regular monitoring of service users in terms of equalities legislation in order to assess how services are being utilised.
 - i. To hold, support or attend conferences and public meetings calculated to advance directly or indirectly the Principal Objects of the Company.
 - j. To give or arrange lectures, public or otherwise, upon the subject of neurological and other health conditions.
 - k. To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company’s activities.
 - l. To establish and/or support any other charity, and to make donations for any charitable purpose falling within the Company’s Objects.
 - m. To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and are within the objects of the Company.
 - n. To borrow money, and to give security in support of any such borrowings by the Company, in support of any obligations

undertaken by the Company or in support of any guarantees issued by the Company.

- o. To invest any funds which are not immediately required for the Company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- p. To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company, and to enter into any arrangement for cooperation or mutual assistance with any charity.
- q. To do anything which may be incidental or conducive to the furtherance of any of the Principal Objects.
- r. To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the Company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the Company, all such functions as may be associated with a holding company.
- s. To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- t. To employ such staff as are considered appropriate for the proper conduct of the Company's activities, and to make reasonable provision for the payment of remuneration and/or other benefits for members of staff.
- u. To engage such consultants and advisers as are considered appropriate from time to time.
- v. To effect insurance of all kinds (which may include officers' liability insurance).
- w. To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Company's objects.
- x. To oppose, or object to, any application or proceedings which may prejudice the Company's interests.

Restrictions on use of company's assets

- 10. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company
- 11. No part of the income or property of the Company shall be paid, transferred or applied directly or indirectly by way of dividend, bonus or otherwise to the members of the Company.

12. No member of its Board of Trustees or Governing Body shall be appointed as a paid employee of the Company, or hold any office under the Company for which a fee or salary is payable, or receive any remuneration or other benefit in money or money's worth from the Company.
13. No benefit (whether in money or in kind) shall be given by the Company to any member of the Board 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 the Company.

This shall not prevent the payment of interest at a rate not exceeding 2% per annum less than the published base lending rate of a clearing bank selected by the Board of Trustees or Governing Body on money lent, or reasonable and proper rent for premises demised or let by any member of the Company.

Liability of members

14. The liability of the members is limited.
15. Every member of the Company undertakes to contribute, up to a maximum of £1, to the assets of the Company, in event of the same being wound up while he / she is a member (or within one year after he / she ceases to be a member), to be applied towards:
- a. payment of the debts and liabilities of the Company contracted before he/she ceases to be a member;
 - b. the costs, charges and expenses of winding up; and
 - c. the adjustment of the rights of the contributories among themselves.

General Structure

16. The structure of the Company consists of:
- a. The members – who have the right to attend the Annual General Meeting (and any extraordinary general meeting), and have important powers under the Articles of Association and the Act; in particular, the members elect people to serve as members of the Board of Trustees and take decisions in relation to changes to the articles themselves;
 - b. The Board of Trustees – who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Company; in particular, the members of the Board of Trustees are responsible for monitoring the financial position of the Company.

Qualifications for membership

17. The members of the Company shall consist of such persons as are admitted to membership under articles 18-19.
18. Any person who has a medical condition which may benefit from the therapies provided and any person who is interested in and wishes to promote the Objects of the Company shall be eligible for admission to membership of the Company.
19. Employees of the Company shall be eligible for membership, but shall not be eligible for election to the Board of Trustees;

Application for membership

20. Any person who wishes to become a member must sign, and lodge with the Company, a written application for membership. This may be executed via an online application.
21. The Board may, at its discretion, refuse to admit any person to the membership.

Membership subscription

22. Members shall pay by way of membership subscription such sum as may from time to time be fixed by resolution of the Board and approved by the Company in general meeting. The annual subscription shall be due on the 1st July each year. The first annual subscription shall be payable on application for membership on a pro rata basis depending upon the number of complete months remaining in the calendar year in which membership commences.

Register of members

23. The Board shall ensure that a register of members is maintained, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

24. Any person who wishes to withdraw from membership shall sign and, and lodge with the Company, a written notice to that effect; on

receipt of the notice by the Company, he/she shall cease to be a member.

Expulsion from membership

25. Any person may be requested to resign by resolution of the Board, providing the following procedures have been observed:
- a. At least 21 days notice in writing of the intention to propose the resolution at a meeting of the Board must be given to the member concerned, specifying the grounds for the proposed expulsion.
 - b. The member concerned shall be entitled to submit written representation and to be heard (whether personally or through his legal representatives) on the resolution at the meeting at which the resolution is proposed.

Termination of membership

26. Membership shall cease on death
27. A member may not transfer his/her membership to any other person.
28. A member who shall make default for twelve months in payment of his annual subscription shall cease to be a member.

General meetings

29. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in the year, and shall specify the meeting as such in the notice calling it. The Company may conduct such meetings virtually, utilising appropriate technology.
30. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held not later than 30th June in each calendar year at such time and place as the Board shall appoint.
31. The business of each annual general meeting shall include:
- a. A report by the Chairperson on the activities of the Company
 - b. Consideration of the annual accounts of the Company
 - c. The election/re-election of the members of the Board of Trustees, as referred to in articles 64-68.

32. All general meetings other than Annual General Meetings shall be called General Meetings. The Board may convene a General Meeting at any time.
33. The Board 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

34. An Annual General Meeting and a General Meeting shall be called by twenty-one clear days' notice in writing at least, 'Clear days notice' shall be taken to mean that the period of notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.
35. A notice calling a meeting shall specify the place (or virtual communication arrangements), the day and the hour of the meeting. It shall (a) indicate the general nature of the business to be dealt with and (b) if a special resolution (see articles 40 and 41) (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.
36. A meeting of the Company called by shorter notice than that specified in article 34 shall be deemed to have been duly called if it is so agreed by 90% or all members entitled to attend and vote thereat.
37. A notice convening an Annual General Meeting shall specify that the meeting is to be an Annual General Meeting.
38. Notice of every General Meeting shall be given:
- a. In writing, or in electronic form (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication);
 - b. Or by means of a website (subject to the Company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act);
39. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

Special resolutions and ordinary resolutions

40. 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 an Annual General Meeting or General Meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 34 to 39; 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.

41. In addition to the matters expressly referred to in these Articles, the provisions of the Act allow the Company, by special resolution,
- a. to alter its name;
 - b. to alter any provision of these Articles or adopt new Articles of Association;
42. 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 an Annual General Meeting or General Meeting, providing proper notice of the meeting has been given in accordance with articles 34 to 39.

Proceedings at general meetings

43. No business shall be transacted at any General Meeting unless a quorum of members is present; save as herein otherwise provided three members or one twentieth of the membership, whichever is the greater, present in person or by proxy shall be a quorum. A quorum includes those persons present who access the meeting remotely via any digital communication means as detailed in article 29.
44. If within 15 minutes from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting if convened upon requisition of members shall be dissolved; in any other case shall stand adjourned to such other day and at such time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the appointed hour for the meeting the members present shall be a quorum.
45. The Chairperson, if any, of the Company shall (if present and willing to act) preside as Chairperson at every General Meeting of the Company, or if there is no Chairperson, or he/she shall not be present and willing to act within fifteen minutes after the time appointed for the holding of the meeting, the Board Trustees present shall elect one of their members to be Chairperson of the meeting.
46. If at any meeting no Board Trustee is willing to act as Chairperson or if no Board Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairperson of the meeting.

47. The Chairperson may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and to such time and place as the Chairperson may determine, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
48. 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.
49. No member shall be entitled to vote at any General Meeting unless all moneys currently payable by him to the Company have been paid.
50. Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- a. shall lodge with the Company, at the Company's registered office, a written instrument of proxy (in such form as the Board requires), signed by him/her; or
 - b. shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the Board requires);
- providing (in either case), the instrument of proxy is received by the Company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
51. An instrument of proxy which does not conform to the provisions in article 50, or which is not lodged or sent in accordance with such provisions, shall be invalid.
52. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
53. 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 and need not be a member of the company.
54. A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, **unless** notice of such termination was received by the Company at the Company's registered office (or, where sent by electronic means, was received by the Company at the address notified by the Company to the members for the purpose of

electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

55. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is demanded by the Chairperson or by at least three persons present in person at the meeting and entitled to vote (whether as members or proxies for members); a secret ballot may be demanded either before the show of hands takes place or immediately after the result of the show of hands is declared.
56. Unless a secret ballot is demanded, a declaration by the Chairperson that a resolution has on show of hands or by secret ballot been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution. The demand for a secret ballot may be withdrawn.
57. If a secret ballot is demanded, it shall be taken at the meeting or at such time and place and in such manner as the Chairperson of the meeting shall direct, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
58. In the case of an equality of votes, whether on a show of hands or on a secret ballot, the Chairperson of the meeting at which the show of hands takes place, or at which the secret ballot is demanded shall not be entitled to a second or casting vote.
59. No secret ballot shall be demanded on the election of a Chairperson of a meeting or on any question of adjournment.
60. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a secret ballot has been demanded.

Board of Trustees: the number of Board Members

61. The number of the Board Trustees shall not be less than three nor more than eleven until otherwise determined by a General Meeting.
62. The Company may from time to time in General Meeting increase or reduce the number of Board Trustees.

Eligibility

63. A person shall not be eligible for election/appointment as a Board Trustee unless he/she is a member of the Company and subject to article 19.

Election, retiral, re-election

64. At each Annual General Meeting, the members may elect any member (subject to articles 65 and 67 and provided he/she is willing to act) to be a Board Trustee.
65. No person shall be eligible for election as a Board Trustee at any Annual General Meeting unless the Secretary shall have been given notice in writing (no more than sixty days and no less than fourteen days before the day appointed for the meeting) by some member of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.
66. Each Board Trustee shall be elected to the role for three years and they shall retire from office at the third Annual General Meeting following their election. They shall then be eligible for re-election, subject to articles 65 and 67.
67. Each Board Trustee may serve a maximum of three terms in office and must then take a break of at least one year before being eligible for re-election to the Board of Trustees.
68. The Board of Trustees may at any time appoint any member of the Company as a Board Trustee, provided he/she is willing to be appointed, either to fill a casual vacancy or by way of bringing appropriate skills or expertise to the Board provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall remain a member of the Board only until the next Annual General Meeting but he / she shall then be eligible for re-election.

Termination of office

69. A Board Trustee shall automatically vacate office if:-
 - a. A receiving order is made against him / her or he / she becomes bankrupt or apparently insolvent or he / she makes any arrangement or composition with his / her creditors.
 - b. He/she ceases to be a member of the Board of Trustees through the operation of any provision of the Act or becomes prohibited by law from being a Trustee of the Board;
 - c. He/she becomes debarred under any statutory provision from being a charity trustee;
 - d. He/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - e. He/she ceases to be a member of the Company;

- f. He/she resigns office by notice to the Company;
 - g. He/she is absent (without permission of the Board Trustees) from more than three consecutive meetings of the Board, and the Board resolves to remove him/her from office.
 - h. He/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.
70. No person shall be disqualified for appointment or election as a Board Trustee and no member of the Board shall be liable to vacate his / her membership by reason of age, disability, race, religion or belief, gender or sexual orientation

Register of Board Trustees

71. The Board shall maintain a register of Trustees, setting out full details of each Trustee, including the date on which he/she became a Trustee member, and also specifying the date on which any person ceased to hold office as a Trustee.

Office bearers

72. The Officers of the Company shall consist of a Chairperson, Vice Chairperson, Treasurer and Secretary and other such office bearers (if any) as they consider appropriate.
73. The Board Trustees shall elect the Officers from among themselves. All of the Officers shall cease to hold office at the conclusion of each Annual General Meeting, but shall then be eligible for re-election, subject to article 76.
74. The Trustees may appoint any of their number to fill any casual vacancy among the Officers and any person so appointed shall hold office until the next Annual General Meeting. Officers (whether appointed or re-elected) shall be eligible for re-election, subject to article 76.
75. The Officers of the Company for the time being shall be members of the Board of Trustees.
76. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the Board of Trustees, or if he/she resigns from that office by written notice to that effect.

Powers of the Board of Trustees

77. Subject to the provisions of the Act, and these Articles, and subject to any directions given by special resolution, the Company and its assets and undertaking shall be managed by the Board of Trustees, who may exercise all the powers of the Company.
78. The members for the time being of the Board of Trustees may act notwithstanding any vacancy in their body, provided always that in case the number of Trustees shall at any time be reduced in number to less than the minimum number prescribed by article 61 it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company or filling up vacancies in the Board, or to summoning a General Meeting but not for any other purpose.
79. The Board having appointed a Company Secretary in terms of Article 72 shall determine the term of the appointment, the remuneration (if any) payable to the Company Secretary, and the such conditions of appointment. The Company Secretary may be removed by the Board at any time.

Delegation to sub committees and staff

80. The Board may delegate any of their powers to any sub-committee consisting of one or more Board members and such other persons (if any) as the Board may determine; they may also delegate to the Chairperson of the Company (or the holder of any other post) such of their powers as they may consider appropriate.
81. Any delegation of powers under Article 80 may be made subject to such conditions as the Board may impose and may be revoked or altered.
82. The rules of procedure for any sub-committee shall be as prescribed by the Board.
83. The Board may also
- a. Appoint such staff for permanent, temporary or special services as they may think proper;
 - b. Determine the powers and duties and may fix the salaries and emoluments (if any) of the persons so appointed; provided that no member of the Board shall receive any salary or emolument from the Company.
 - c. Suspend or remove any officers or servants as they may think proper in accordance with the provisions of the Articles of Association for the time being of the Company.

Personal interests

84. 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; he/she will be debarred (in terms of Article 100) from voting on the question of whether or not the Company should enter into that arrangement.
85. 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 his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.
86. A Trustee will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under Article 85) and may retain any personal benefit which he/she gains from his/her participation in that arrangement, provided that:
- a. He/she has declared his/her interest,
 - b. He/she has not voted on the question of whether or not the company should enter into the relevant arrangement, and
 - c. The requirements of Article 88 are complied with.
87. No Trustee 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 his/her duties as such.
88. Where a Trustee provides services to the company or might benefit from any remuneration paid to a connected party for such services, then
- a. The maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
 - b. The Board of Trustees must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
 - c. Less than half of the Board of Trustees must be receiving remuneration from the company (or benefit from remuneration of that nature).
89. The Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Board of Trustees, general meetings, or meetings of sub-committees, or otherwise in connection with the execution of their duties.

Proceedings of the Board of Trustees

90. The Board of Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Such meetings may be conducted using virtual communication facilities.
91. No business shall be dealt with at a meeting of the Board unless a quorum is present. The minimum quorum, and the actual quorum except insofar as a higher one is fixed, shall be three or one third of the multiple of three next above the total number of members of the Board for the time being entitled to attend and vote, whichever is the greater.
92. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a second or casting vote.
93. Three members of the Board may (and on the request of three members of the Board the Company Secretary shall) at any time summon a meeting of the Board by notice served upon the several members of the Board. A Trustee who is absent from the United Kingdom shall not be entitled to a notice of a meeting.
94. The Chairperson of the Company shall be entitled to preside at all meetings of the Board at which he / she shall be present but if at a meeting the Chairperson be not present within fifteen minutes after the time appointed for holding the meeting and willing to preside, the Trustees present shall choose one of their number to be Chairperson of the meeting.
95. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
96. All acts bona fide done by any meeting of the Board or by any person acting as a member of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
97. The Board shall ensure that minutes are made of all proceedings at general meetings, Board meetings and meetings of sub-committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.
98. Any one or more (including without limitation, all) of the Trustees may participate in a meeting of the Board:-

- (a) By means of a conference telephone or similar communications equipment or any other suitable electronic means allowing all persons participating in the meeting to communicate with all the other participants; or
- (b) By a succession of telephone calls to members of the Board from the Chairperson of the meeting following disclosure to them of all material points.

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

- 99. The Board may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Board; for the avoidance of doubt, any such person who is invited to attend a Board meeting shall not be entitled to vote.
- 100. A Trustee shall not vote at a Board meeting (or at a meeting of a sub-committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 101. For the purposes of article 100, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
- 102. A Trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

Conduct of Trustees

- 103. Each of the Trustees shall, in exercising his/her functions as a Director of the Company, act in the interests of the Company; and, in particular, must:
 - a. Seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its Objects;
 - 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. Act in accordance with the values of the Company at all times and any relevant guidance published by the charity regulator;
 - d. 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;

- ii. Where any other duty prevents him/her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other Trustees with regard to the matter in question;
- e. Ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Accounting records and annual accounts

- 104. The Board shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 105. The Board shall ensure that annual accounts are prepared, 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.
- 106. No member shall (unless he/she is a Trustee) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the Board or as authorised by ordinary resolution of the Company.

The Seal

- 107. The Company shall not have a seal.

Notices

- 108. A notice may be served by the Company upon any members either in writing or by electronic means; such a notice may be given personally **or** by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members **or** (in the case of a member who has notified the Company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 109. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save aforesaid, only those members who are described in the register of members by an address within

the United Kingdom shall be entitled to receive notices from the Company.

110. Any notice, if served by post, shall be deemed to have been served at the expiry of 24 hours after it is sent, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.
111. Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Dissolution

112. If on the winding-up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the Company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes.

Indemnity

113. Every Trustee or other officer or auditor of the Company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the Company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Company.
114. The Company shall be entitled 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 his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director) but always subject to section 68A of the Charities and Trustees Investment (Scotland) Act 2005.