

THE COMPANIES ACT 1985

Company limited by guarantee and not having a share capital

ARTICLES OF ASSOCIATION OF FEISEAN NAN GAIDHEAL

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1 INTERPRETATION

1.1 In these regulations

"the Act" means the Companies Act 1985 including any statutory modification or re enactment thereof for the time being in force.

"the articles" means the articles of the company.

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

"executed" includes any mode of execution.

"office" means the registered office of the company.

"the seal" means the common seal of the company

"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.

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

"the Area of Benefit" means Scotland

2. MEMBERSHIP

2.1 Such organisations as are admitted to membership in accordance herewith shall be members of the Company.

2.2 Membership shall not be transferable and shall cease in the event of the member organisation ceasing to exist.

2.3 Voting Membership shall be open to any constituted Feis within the Area of Benefit which has complied with the procedure for application for membership and which is tuition based, for young people aged 8 – 18 with a significant Gaelic language element and which provides tuition of music and song from the Scottish Gaelic tradition.

2.4 Any organisation who wishes to become a member shall lodge with the Company a written application for membership (in such form as the directors require) signed by the applicant or on behalf of the organisation.

2.5 Each application for membership shall be considered by the directors at the first meeting of the directors which is held after receipt by the Company of the written application in terms hereof

2.6 Any resolution by the directors to the effect that an applicant is to be admitted to membership shall be deemed to be conditional upon payment by the applicant of the full amount of the annual membership subscription (whatever the period between the date of such resolution and the date on which the membership subscription next falls due) or such sum in lieu thereof as the Directors may determine.

2.7 No applicant shall be entered in the Register of Members unless and until such subscription as referred to in the preceding Article has been received by the Company.

2.8 The Directors shall maintain a Register of Members which shall be kept at the Registered Office and shall be open to the inspection of any person (whether or not a member of the Company) during business hours

- 2.9 The Directors shall be entitled at their sole discretion to refuse to admit any organisation to membership, and shall not be obliged to give any reason or reasons for such refusal.
- 2.10 If the Directors resolve at any meeting to refuse admission of an applicant to membership they shall notify the applicant in writing accordingly within a period of 7 days after the meeting and return to it any remittance lodged under Article 2.9
- 2.11 The Directors may fix an annual membership subscription.
- 2.12 Membership of the Company shall terminate
- (a) on the intimation to the Secretary of a member's wish to resign membership or
 - (b) on the termination of the organisation concerned or on the death of the last surviving member thereof or
 - (c) on the failure to pay the annual membership subscription within such time limit as the Directors may decide or
 - (d) on the decision of the Directors and in that event, the Directors shall not require to give any reason or reasons for such decision.

3. GENERAL MEETINGS

- 3.1 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 3.2 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.

4. NOTICE OF GENERAL MEETINGS

- 4.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty one clear days' notice. All other extraordinary 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
- (a) in the case of an annual general meeting by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting 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 the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting shall specify the meeting as such

The notice shall be given to all the members and the directors and auditors

5. 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 at that meeting

6 PROCEEDINGS AT GENERAL MEETINGS

- 6.1 No business shall be transacted at any meetings unless a *quorum* is present. Thirty per cent of the total membership present by a duly authorised representative and entitled to vote

upon the business to be transacted, each being a member under Article 2.3 or a proxy for such a member or a duly authorised representative of such a member, shall be a *quorum*.

7. If a *quorum* is not present within half an hour of the time appointed for a meeting or if during a meeting such a *quorum* ceases to be present, the meeting if convened on the requisition of members shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine.
8. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
9. If no director is willing to act as chairman, or if no director present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
10. A director shall be entitled to attend and speak at any general meeting.
11. The chairman may, with the consent of a meeting at which a *quorum* is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at had the meeting 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 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.
12. 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:
 - (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one tenth of the total voting rights of all members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

13. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the 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
14. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman 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
15. A poll shall be taken as the chairman directs and he may appoint scrutineers and fix a time and 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
16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have
17. A poll demanded on the election of a chairman 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 chairman 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 a 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

18. No notice need be given of a poll not taken forthwith if the time and 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 place at which the poll is to be taken

19. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

20. **VOTES OF MEMBERS**

20.1 Every member shall have one vote.

21. A member in respect of whom an order by a competent court has been made may be represented by its receiver or other person authorised in that behalf appointed by that court, and any such receiver or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

22. 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 chairman whose decision shall be final and conclusive.

23. 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 directors may approve)

We _____ of
being a member of the above named company, hereby appoint

of
or failing him _____ of
as our proxy to vote in our name and on our behalf at the annual/extraordinary general
meeting of the company to be held on
20____, and at any adjournment thereof
Signed on _____ 20____

24. Where it is desired to afford members an opportunity of instructing the proxy how he 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 directors may approve)

We _____ of
being a member of the above named company, hereby appoint

of
or failing him _____ of
as our proxy to vote in our name and on our behalf at the annual/extraordinary general
meeting of the company to be held on
20____, 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
*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.
Signed this day of 20

25. 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 directors may
- a) be deposited at 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
 - b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (c) 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 chairman, or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

26. A vote given or poll demanded by proxy or by the duly authorised representative of a member shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the company at the office or at such other place at which the instrument of proxy was duly deposited 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.

27. NUMBER OF DIRECTORS

- 27.1 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolutions. Subject to and in default of any such determination, there shall be no maximum number of directors and the minimum number of directors shall be three.

28. POWERS OF DIRECTORS

- 28.1 Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a *quorum* is present may exercise all powers exercisable by the directors.
- 28.2 The Board of directors shall draw up a Scheme of Election of Directors and shall keep such Scheme under review. All elections for Directors shall be carried out in accordance with this Scheme. The Board of Directors may appoint a Returning Officer who shall be responsible for the proper conduct of the elections.
29. The directors 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 they determine, including authority for the agent to delegate all or any of his powers.

30 DELEGATION OF DIRECTORS' POWERS

- 30.1 The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other

executive office such of their powers as they consider desirable to be exercised by him/her. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers 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 articles regulating the proceedings of directors so far as they are capable of applying.

31. APPOINTMENT AND RETIREMENT OF DIRECTORS

31.1 Directors will be appointed in accordance with Article 28.2, and will retire by rotation, in accordance with Article 31.2, except that the Directors may, at their absolute discretion, exempt from retirement by rotation, Office Bearers (being the Chairperson, Vice Chair, Secretary and Treasurer for the time being in office), to allow proper continuity within those offices. In no such instance may a Director continue in office for a period greater than six years.

31.2 Subject to the Scheme of Election of Directors in terms of Article 28.2 above, and subject to Article 31.1 at each Annual General Meeting one third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one director who is subject to retirement by rotation, he shall retire.

32. DISQUALIFICATION AND REMOVAL OF DIRECTORS

The office of a director shall be vacated if:

- a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
- b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- c) he is, or may be suffering from mental disorder and either
 - i. he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - ii. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, *curator bonis* or other person to exercise powers in respect to his property or affairs, or
- d) he resigned his office by giving written notice to the company, or
- e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

33. DIRECTORS' EXPENSES

33.1 The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings of the company or otherwise in connection with the discharge of their duties, provided that such payment shall be made in accordance with procedures and at such rates as the Company may determine in general meeting from time to time.

34. DIRECTORS' APPOINTMENTS AND INTERESTS

34.1 Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office under the company and may enter into an agreement or arrangement with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services.

as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract or service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

34.2 No person may receive any payment from the Company for the holding of office as a Director other than in accordance with Article 42.1.

35. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office

- a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested,
- b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
- c) shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in and such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

36. For the purpose of the preceding Clause

- a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

37. **DIRECTORS' GRATUITIES AND PENSIONS**

37.1 The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the company and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase of provisions of any such benefit.

38. **PROCEEDINGS OF DIRECTORS**

38.1 Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director 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 chairman shall have a second or casting vote. A director who is also an alternative director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

39. The *quorum* for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be three.

40. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the *quorum*, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

41. The directors may appoint one of their number to be the chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director

so appointed shall preside at every meeting of directors at which he is present. But if there is no director holding that office, or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

42. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding this it be afterwards discovered that there was a defect in the appointment of any director 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 such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
43. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointer and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
44. A director may not vote at any meeting of the directors or at any committee of the directors on any resolution if it in any way concerned or relates to a matter in which he has directly or indirectly any kind of interest whatsoever and if he shall vote on any such resolution as aforesaid his vote will not be counted; and in relation to any such resolution as aforesaid he shall not be taken into account in calculating the *quorum* present at the meeting

45. **SECRETARY**

- 45.1 Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

46 **MINUTES**

- 46.1 The directors shall cause minutes to be made
- a) of all appointments of officers made by the directors; and
 - b) of all proceedings at meetings of the company and of the directors, and of committees of directors, including the names of the directors present at each such meeting

47 **THE SEAL**

- 47.1 The seal shall only be used as and when required by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

48 **ACCOUNTS**

- 48.1 The company shall cause accounting records to be kept in accordance with (a) normal accounting practice and (b) the statutory requirements from time to time applying.
- 48.2 The accounting records shall be kept at the Registered Office or, subject to Section 222 of the Act, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.
- 48.3 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the

company or any of them shall be open to the inspection of members or any class of members and no member has any right to inspect any account or book or document of the company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

48.4 The Directors shall from time to time in accordance with the requirements of the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, and other accounts (if any) and reports as are required by the Act

48.5 Once at least in every year the accounts of the company shall be prepared by a suitably qualified person who shall act in accordance with the requirements of the Act.

48.6 A summary of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting together with a copy of any report thereon by any auditor or other suitably qualified person in terms of the Act in such form as the Directors may determine shall not less than twenty one days before the date of the meeting be sent to every member of the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the company is not aware. In addition there shall be deposited at the Registered Office of the Company not less than 21 days before the general meeting before which it is to be laid, an unabbreviated version of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting together with a copy of any report thereon by any auditor or other suitably qualified person in terms of the Act and a copy of such version will be made available to a member on request.

49. **NOTICES**

49.1 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

49.2 The company may give a notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address

49.3 A member present, either in person or by proxy, 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

49.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted 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.

49.5 The company may give a notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his/her registered address or by leaving it at that address, or by e mail or other electronic means to any address provided by a member for that purpose.

50. **INDEMNITY**

50.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.