

Company Number SC150148

The Companies Act 2006

Private Company Limited by Guarantee without share capital

Special Resolutions

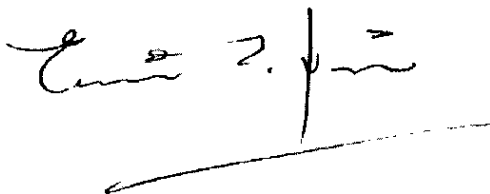
of

St. Vincent's Hospice Limited (the "Company")

At an Extraordinary General Meeting of the Company held on 19th February 2019 the following resolutions were passed as special resolutions.

Special Resolutions

1. That the regulations contained in the attached document be and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.
2. That the objects clause contained in the attached document be and adopted as the objects of the Company in substitution for and to the exclusion of any existing objects of the Company.



Eunice E. Muir
Chairman

TUESDAY



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COMPANIES HOUSE

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

St. Vincent's Hospice Limited

1 Interpretation

1.1 In these Articles, unless the context requires otherwise:

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

"Act" means the Companies Act 2006;

"Articles" means the Company's articles of association;

"Board" means the Company's board of Directors;

"Company" means St Vincent's Hospice Limited;

"Director" means a director appointed to the Board in accordance with these Articles;

"Electronic Communication" has the same meaning as is assigned to that expression in the Electronic Communications Act 2000; and

"OSCR" means the Office of the Scottish Charity Regulator.

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an "Article" is a reference to the relevant article of these Articles unless expressly provided otherwise.

- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
- 1.5.1 any subordinate legislation from time to time made under it; and
 - 1.5.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase introduced by the terms **"including"**, **"include"**, **"in particular"** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2 Objects

- 2.1 The Company shall operate for the public benefit in pursuance of the following charitable objects:
- 2.1.1 to prevent those in need by reason of ill-health and suffering by the provision of palliative care and hospice facilities by means of:
 - 2.1.1.1 establishing and maintaining operating hospices and outreach facilities in the local area of Renfrewshire, for the reception and care (in patient and out patient) of persons (aged 18 years and above) for whom palliative care is appropriate;
 - 2.1.1.2 providing medical, nursing and other treatment to deliver specialist and supportive palliative care for patients, their family members and carers, wherever required; and
 - 2.1.1.3 providing pastoral, spiritual and counselling support (including pre and post bereavement care) to patients, their family members and carers, staff and volunteers, and making available social work advocacy, guidance and support to patients, their family members and carers; and
 - 2.1.2 to advance education in the medical field by:
 - 2.1.2.1 promoting, encouraging and assisting in the teaching and training of any persons engaged in any medical or paramedical field, particularly in relation to the training of doctors, nurses, allied health professionals, staff, volunteers, care home workers and other persons engaged in palliative health and social care delivery; and
 - 2.1.2.2 encouraging and participating in research into palliative care treatment.
- 2.2 The Company's objects are restricted to those set out in article 2.1 but are subject to article 2.3.

- 2.3 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 2.1. 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 in the Register of Companies.

3 Powers

- 3.1 In pursuance of the objects set out in article 2.1 (but not otherwise) the Company shall have the following powers:

- 3.1.1 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;
- 3.1.2 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;
- 3.1.3 to purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Company's activities;
- 3.1.4 to improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Company;
- 3.1.5 to sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Company;
- 3.1.6 to lend money and give credit (with or without security) and to grant guarantees and issue indemnities;
- 3.1.7 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 guarantee issued by the Company;
- 3.1.8 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 pension and / or other benefits for members of staff, ex-members of staff and their dependants;
- 3.1.9 to engage such consultants and advisers as are considered appropriate from time to time;
- 3.1.10 to effect insurance of all kinds (which may include officers' liability insurance);

- 3.1.11 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) with the overriding stipulation that the return on capital sums invested is always guaranteed;
- 3.1.12 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;
- 3.1.13 to establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Company's objects;
- 3.1.14 to take such steps as may be deemed appropriate for the purpose of raising funds for the Company's activities;
- 3.1.15 to accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- 3.1.16 to oppose, or object to, any application or proceedings which may prejudice the Company's interests;
- 3.1.17 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 co-operation or mutual assistance with any charitable body; and
- 3.1.18 to do anything which may be incidental or conducive to the furtherance of any of the Company's objects,

and it is declared that

- 3.1.19 in this article 3, "property" means any property, heritable or moveable, wherever situated
- 3.1.20 in this article 3, and throughout these articles, the word "charitable purpose" shall mean a charitable purpose under section 7 of the 2005 Act and which is also regarded as a charitable purpose in relation to the Taxes Acts.

4 Restrictions on the use of the Company's assets

- 4.1 The income and property of the Company shall be applied solely towards promoting the Company's objects (as set out in article 2.1).
- 4.2 No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the members of the Company, whether by way of dividend, bonus or otherwise.

4.3 No Director shall be appointed as a paid employee of the Company and no Director shall hold any office under the Company for which a salary or fee is payable.

4.4 No benefit (whether in money or in kind) shall be given by the Company to any Director 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.

5 Liability of members

5.1 The liability of the members is limited.

5.2 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he / she / it is a member or within one year after he / she / it ceases to be a member, for:

5.2.1 payment of the Company's debts and liabilities contracted before he / she / it ceases to be a member;

5.2.2 payment of the costs, charges and expenses of winding up; and

5.2.3 adjustment of the rights of the contributories among themselves.

6 Winding-up

6.1 If on the winding-up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the members of the Company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the Company.

6.2 The body or bodies to which property is transferred under article 6.1 shall 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 jurisdiction at the time.

6.3 To the extent that effect cannot be given to the provisions of article 6.1, the relevant property shall be applied to some other charitable object or objects.

7 Qualifications for membership

7.1 The members of the Company shall consist of the subscribers to the memorandum of association at the time of incorporation of the Company and such other persons or bodies as are admitted to membership under this article 7 and article 8.

7.2 Membership shall be open to:

7.2.1 any individual who can contribute to the progress of the hospice; and

7.2.2 any corporate body which can contribute to the progress of the hospice.

7.3 Employees of the Company shall not be eligible for membership. A person who becomes an employee of the Company after admission to membership shall automatically cease to be a member.

8 Application for membership

8.1 Any person or body who / which wishes to become a member must sign and lodge with the Company, a written application for membership and in the case of a corporate body, the application must be signed by an appropriate officer of that body.

8.2 The Directors may, at their discretion, refuse to admit any person or body to membership.

8.3 The Directors shall consider each application for membership at the first Board meeting which is held after receipt of the application. The Directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

9 Membership subscription

No membership subscription shall be payable.

10 Register of members

The Directors shall maintain a register of members, setting out the full name and address of each member, the date on which he / she / it was admitted to membership, and the date on which any person or body ceased to be a member.

11 Withdrawal from membership

Any person who / which wishes to withdraw from membership shall sign, (in the case of a corporate body, through an appropriate officer) and lodge with the Company, a written notice to that effect. On receipt of the notice by the Company, he / she / it shall cease to be a member.

12 Expulsion from membership

12.1 Any person or body may be expelled from membership by special resolution pursuant to article 15.4, providing the following procedures have been observed:

12.1.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion; and

12.1.2 the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

13 Termination / transfer of membership

13.1 Membership shall cease on death or (in the case of a corporate body) on receivership, liquidation, dissolution or striking off of the body which constituted the member.

13.2 A member may not transfer his / her / its membership to any other person.

14 General meetings (meetings of members)

14.1 The Directors may convene a general meeting in each year and not more than 15 months shall elapse between one annual general meeting and the next.

14.2 The business of a general meeting shall include:

14.2.1 a report by the chair of the Company on the activities of the Company;

14.2.2 consideration of the annual accounts of the Company; and

14.2.3 the election / re-election of directors, as referred to in article 20.

14.3 The Directors may convene an extraordinary general meeting at any time.

14.4 The Directors must convene an extraordinary 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).

15 Notice of general meetings

15.1 At least 14 clear days' notice must be given to all members in respect of a general meeting.

15.2 The reference to "clear days" in article 15.1 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 contained in an Electronic Communication, the day after it was sent) and also the day of the meeting, shall be excluded.

15.3 A notice calling a meeting shall specify:

15.3.1 the date and time of the meeting;

15.3.2 the place of the meeting;

15.3.3 the general nature of the business to be dealt with at the meeting;
and

15.3.4 if a special resolution, or a resolution requiring special notice under the Act, is to be proposed, the notice shall also specify the intention to propose such a resolution and include the exact text of the resolution.

15.4 Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the Company of an address to be used for the purpose of Electronic Communications, by way of an Electronic Communication) to all the members and Directors, and (if there are auditors in office at the time) to the auditors.

Special resolutions and ordinary resolutions

15.5 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 extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with article 15.

15.6 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.

15.7 In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the Company, by special resolution,

15.7.1 to alter its name; or

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

15.8 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, and (as applicable) the chairperson's casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with article 15.

16 Procedure at general meetings

16.1 No business shall be dealt with at any general meeting unless a quorum is present. The quorum for a general meeting shall be two persons entitled to vote, each being a member or a proxy for a member.

16.2 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 chairperson of the meeting.

- 16.3 The chair of the Company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting. If the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the Directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 16.4 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson of the meeting may determine.
- 16.5 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given either personally or by proxy or (in the case of a member which is a corporate body) given via its duly authorised representative present at the meeting.
- 16.6 A member which is a corporate body shall be entitled to authorise an individual to attend and vote at general meetings. He / she will then be entitled to exercise the same powers on behalf of the body which he / she represents as that body could have exercised if it had been an individual member of the Company.
- 16.7 Any member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting):
- 16.7.1 shall lodge with the Company, at the Company's registered office, a written instrument of proxy (in such form as the Directors require), signed by them; or
- 16.7.2 shall send by Electronic Communication 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 Directors require),
- 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).
- 16.8 An instrument of proxy which does not conform with the provisions of article 16.7, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 16.9 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 16.10 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting and need not be a member of the Company.

- 16.11 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 Communication, 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.
- 16.12 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
- 16.13 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 chairperson of the meeting (or by at least two 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.
- 16.14 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson of the meeting may direct. The result of the ballot shall be declared at the meeting at which the ballot was demanded.

17 Attendance and speaking at general meetings

- 17.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 17.2 A person is able to exercise the right to vote at a general meeting when:
- 17.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 17.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 17.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 17.4 In determining attendance at a general meeting, it is immaterial whether any two or more persons attending it are in the same place as each other.
- 17.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

18 Number of directors

The maximum number of directors shall be 13. The minimum number of directors shall be 3.

19 Eligibility

19.1 A person shall not be eligible for election / appointment as a Director unless he / she is a member of the Company or has been nominated for election / appointment as a Director by a member which is a corporate body.

19.2 A person shall not be eligible for election / appointment as a Director if he / she is an employee of the Company.

20 Methods of appointing Directors

20.1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:

20.1.1 by ordinary resolution; or

20.1.2 by a decision of the Board.

20.2 Each Director shall be appointed for term of office of four years and shall automatically retire at the annual general meeting which occurs at the expiry of their fourth year.

20.3 A Director who retires from office under article 20.2 shall be eligible for re-appointment for a further term of office, subject to Directors only being eligible to serve a maximum of two consecutive terms of office.

21 Termination of office

21.1 A Director shall automatically vacate office if:

21.1.1 he / she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;

21.1.2 he / she is sequestered;

21.1.3 he / she becomes debarred under any statutory provision from being involved in the administration or management of a charity;

21.1.4 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;

21.1.5 he / she ceases to be a member of the Company or (if he / she was nominated by a corporate body) the corporate body which nominated him / her ceases to be a member of the Company;

- 21.1.6 he / she becomes an employee of the Company;
 - 21.1.7 he / she resigns office by notice to the Company;
 - 21.1.8 he / she is absent (without permission of the Directors) from more than three consecutive meetings of the directors, and the Directors resolve to remove him / her from office;
 - 21.1.9 he / she is removed from office by resolution of the Directors on the grounds that they are considered to have been in serious or persistent breach of their duties as charity trustees under the 2005 Act or as directors under the Act; or
 - 21.1.10 he / she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.
- 21.2 A resolution under article 21.1.9 shall be valid only if:
- 21.2.1 the Director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for their removal is to be proposed;
 - 21.2.2 the Director concerned is given the opportunity to address the Board meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
 - 21.2.3 at least two thirds (to the nearest round number) of the Directors then in office vote in favour of the resolution.

22 Register of Directors

- 22.1 The Directors shall maintain a register of Directors, setting out full details of each director, the name of the corporate member which nominated each Director (if applicable), the date on which such a person became a Director, and the date on which any person ceased to hold office as a Director.

23 Office bearers

- 23.1 The Directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.
- 23.2 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
- 23.3 A person elected to any office shall cease to hold that office if he / she ceases to be a director, or if he / she resigns from that office by written notice to that effect.

24 Powers of the Board

- 24.1 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 Directors, who may exercise all the powers of the Company.

- 24.2 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

25 Personal interests

- 25.1 A Director 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 directors. He / she will be debarred (in terms of article 26.7) from voting on the question of whether or not the Company should enter into that arrangement.

- 25.2 For the purposes of article 25.1, a Director 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 section 317 of the Act), has a personal interest in that arrangement and must leave the meeting at which such a transaction or other arrangement is discussed.

- 25.3 Provided he / she has declared his / her interest – and has not voted on the question of whether or not the Company should enter into the relevant arrangement – a Director 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 25.2) and may retain any personal benefit which he / she gains from his / her participation in that arrangement.

- 25.4 No Director may serve as an employee (full time or part time) of the Company, and no Director may be given any remuneration by the Company for carrying out his / her duties as a Director.

- 25.5 Where a Director provides services to the Company or might benefit from any remuneration provided to a connected party for such services then:

25.5.1 the maximum amount of the remuneration must be set out in a written agreement and must be reasonable;

25.5.2 the Directors must be satisfied that it would be in the interest of the Company to enter into the arrangement (taking account of that maximum amount); and

25.5.3 less than half of the Directors must be receiving remuneration from the Company (or benefit from remuneration of that nature).

- 25.6 The Directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at Board meetings,

general meetings, or meetings of sub-committees, or otherwise in connection with the carrying-out of their duties.

26 Procedure at Board meetings

- 26.1 Any Director may call a Board meeting or request the secretary to call a Board meeting.
- 26.2 Questions arising at a Board meeting shall be decided by a majority of votes. If an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 26.3 No business shall be dealt with at a Board meeting unless a quorum is present. The quorum for the transaction of business at a Board meeting may be fixed by the Directors, but this shall never be less than two.
- 26.4 If at any time the number of Directors in office falls below the number fixed as the quorum, the remaining Director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 26.5 Unless he / she is unwilling to do so, the chair of the Company shall preside as chairperson at every Board meeting at which he / she is present. If the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 26.6 The Directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any Board meeting. For the avoidance of doubt, any such person who is invited to attend a Board meeting shall not be entitled to vote.
- 26.7 A Director 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.
- 26.8 For the purposes of article 26.7, 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.
- 26.9 A Director 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.
- 26.10 The Company may, by ordinary resolution, suspend or relax to any extent — either generally or in relation to any particular matter — the provisions of articles 26.7 to 26.9.

26.11 All acts done by any Board meeting or meeting of a sub-committee or by any person acting as an Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

26.12 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a Board meeting shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors.

27 Participation in Board meetings

27.1 Subject to these Articles, Directors participate in a Board meeting, or part of a Board meeting, when:

27.1.1 the meeting has been called and takes place in accordance with these Articles; and

27.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

27.2 In determining whether Directors are participating in a Board meeting, it is irrelevant where any Director is or how they communicate with each other.

27.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

27.4 The Directors shall cause minutes to be made in books provided for the purpose:

27.4.1 of all appointments of Directors made by the Board;

27.4.2 of the names of the Directors present at each Board meeting and of any sub-committee; and

27.4.3 of all resolutions of and proceedings at all meetings of the Company, and of the Board and of sub-committees.

28 Delegation to sub-committees

28.1 The Directors may delegate any of their powers to any sub-committee consisting of one or more Directors and such other persons (if any) as the Directors may determine. They may also delegate to the chair of the Company (or the holder of any other post) such of their powers as they may consider appropriate.

28.2 Any delegation of powers under article 28.1 may be made subject to such conditions as the directors may impose and may be revoked or altered.

28.3 The rules of procedure for any sub-committee shall be as prescribed by the Directors.

29 Secretary

The Directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the Directors so decide, appoint a replacement, in each case by a decision of the Directors.

30 Minutes

The Directors 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.

31 Accounting records and annual accounts

31.1 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Company. Such accounting records shall be open to inspection at all times by any Director.

31.2 The Directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

31.3 The Directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

31.4 No member shall (unless he / she is a Director) 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 directors or as authorised by ordinary resolution of the Company.

32 Notices

32.1 Any notice which requires to be given to a member under these Articles shall be given either in writing or by way of an Electronic Communication. Such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him / her to the Company 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 way of an Electronic Communication.

- 32.2 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.
- 32.3 Any notice contained in an Electronic Communication shall be deemed to have been given at the expiry of 24 hours after it is sent. For the purpose of proving that any Electronic Communication was 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.
- 32.4 A member present or represented at any meeting of the Company shall be deemed to have received notice of the meeting and, unless requested, of the purposes for which it was called.

33 Indemnity

- 33.1 Every director 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 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 the company.
- 33.2 The company 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 director insurance against any loss or liability which any 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).