

THE COMPANIES ACTS

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

DUNDEE CONTEMPORARY ARTS LIMITED
Company Number SC175926

(Adopted by special resolution on 30 November 2021)

INTERPRETATION

1 In these Regulations:-

"the Act" means the Companies Act 2006 including any statutory modification or reenactment 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 that 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.

"Ex Officio Director" means a director who is either an elected member, and appointee or an employee of Dundee City Council, or its statutory successor from time to time.

"Independent Director" means a director who is not an Ex Officio Director.

"office" means the registered office of the Company.

"OSCR" means The Scottish Charity Regulator.

"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 England, Scotland, Wales, and Northern Ireland.

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

OBJECTS

2 The Company's objects are to promote, maintain, improve and advance public education in

contemporary arts and culture for the benefit of the community by the encouragement, support and promotion of the study, practice and knowledge of the visual arts (including but not limited to video and film) and other arts (including but not limited to sound recording, crafts, performance, broadcasting, publishing, literature, music, dance and song) by any means (including but not limited to commissioning, galleries, printmaking workshops, displays, talks, research, discussion groups and exhibitions of all kinds) as shall be deemed by the Company to be conducive to the objects specified above.

- 3 The Company's objects are restricted to those set out in article 2 (but subject to article 4).
- 4 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; 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

- 5 In pursuance of the objects listed in article 2 (but not otherwise), the Company shall have the following powers:-
 - (a) To organise and promote exhibitions, displays, screenings, creative production, talks, discussion groups, workshops, research and other activities in order to:
 - (i) provide a showcase for contemporary arts of all kind and from both the local community and national and international fields;
 - (ii) to provide a showcase of high standards for contemporary arts of all kinds;
 - (b) To engage and employ persons, firms and companies to organise and procure such exhibitions, displays, workshops, research and other activities as may tend to further the objects specified above;
 - (c) To make and carry out any arrangement with the proprietors, tenants and managers of theatres, workshops or other premises for the presentation in such premises of any such exhibitions, displays, workshops or other activities and for such research as may tend to promote and encourage the objects specified above, and to provide guarantees in connection therewith;
 - (d) To carry on any other activities which further any of the above objects.
 - (e) 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.
 - (f) 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.
 - (g) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Company's activities.
 - (h) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Company.
 - (i) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Company.
 - (j) To lend money and give credit (with or without security) and to grant guarantees and issue

indemnities.

- (k) 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.
- (l) 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.
- (m) To engage such consultants and advisers as are considered appropriate from time to time.
- (n) To effect insurance of all kinds (which may include officers' liability insurance).
- (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 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.
- (q) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the Company's objects.
- (r) To take such steps as may be deemed appropriate for the purpose of raising funds for the Company's activities.
- (s) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (t) To oppose, or object to, any application or proceedings which may prejudice the Company's interests.
- (u) 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 charity.
- (v) To do anything which may be incidental or conducive to the furtherance of any of the Company's objects.

RESTRICTIONS ON USE **OF THE COMPANY'S ASSETS**

- 6 The income and property of the Company shall be applied solely towards promoting the Company's objects.
- 7 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.
- 8 No director of the Company shall be appointed as a paid employee of the Company; no director shall hold any office under the Company for which a salary or fee is payable.
- 9 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.

LIABILITY OF MEMBERS

- 10 Each member undertakes that if the Company is wound up while they are a member (or within one year after they cease to be a member), they will contribute - up to a maximum of £1 - to the assets of the Company, to be applied towards:
- (a) payment of the Company's debts and liabilities contracted before they cease to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

GENERAL STRUCTURE

- 11 The structure of the Company consists of:-
- (a) the MEMBERS - who have the right to attend the annual general meeting (and any other general meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves.
 - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Company; in particular, the directors are responsible for monitoring the financial position of the Company.

MEMBERS

- 12 The members of the Company shall be those persons recorded in the register of members of the Company at the date of adoption of the Articles.

RESTRICTIONS ON MEMBERSHIP

- 13 No employee of the Company may become a member.

APPLICATION FOR MEMBERSHIP

- 14 Any person becoming a director of the Company shall provide the Company with such information required to notify their appointment to Companies House and the directors shall appoint such person to membership.

CESSATION OF MEMBERSHIP

- 15 A member of the Company shall cease to be a member on ceasing to be a director of the Company. Membership shall not be transferable and a member of the Company shall cease to be a member of the Company on their death or if they become of unsound mind or resigns their membership by seven clear days' notice in writing sent to or left with the secretary of the Company.
- 16 A person admitted to membership shall automatically cease to be a member if they become an employee of the Company.
- 17 The directors shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before any final decision is made.

EXPULSION FROM MEMBERSHIP

- 18 Subject to Articles 19 to 22, the Company may by special resolution, expel any person from membership.

- 19 Any member who wishes to propose at any meeting a resolution for the expulsion of any person from membership shall lodge with the Company written notice of their intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
- 20 The Company shall, on receipt of a notice under the preceding Article, forthwith send a copy of the notice to the member concerned and the member concerned shall be entitled to make written representations to the Company with regard to the notice.
- 21 If representations are made to the Company in pursuance of the preceding Article, the Company shall (unless such representations are received by the Company too late for it to do so)
- (a) state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed and
 - (b) send a copy of the representations to every person to whom notice of the meeting is or was given.
- 22 Whether or not a copy of written representations has been given to each of the persons entitled to receive notice of the meeting, the member concerned shall be entitled to be heard on the resolution at the meeting.
- 23 Failure to comply with any of the provisions of Articles 19 to 22 shall render any resolution for the expulsion of a person from membership invalid.
- 24 A person expelled from membership under Articles 19 to 23 shall cease to be a member with effect from the time at which the relevant resolution is passed.

GENERAL MEETINGS

- 25 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 26 An extraordinary general meeting shall be convened by the directors on requisition by members (under section 303-305 of the Act) or on requisition by a resigning auditor (under section 519 of the Act).
- 27 Subject to the preceding Article and to the requirements under section 302 of the Act as to the holding of annual general meetings the directors may convene general meetings whenever they think fit.

NOTICE OF GENERAL MEETINGS

- 28 An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice 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.
- 29 A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.
- 30 A notice convening an annual general meeting shall specify the meeting as an annual general meeting. Notices for general meetings (extraordinary and annual) shall specify if members and directors are to be permitted to participate by way of audio and/or audio-visual link(s) and the notice (or email accompanying or following the notice) must set out details of how to connect and participate via that link or links.

- 31 Notice of every general meeting shall be given to all the members and directors and to the auditors.
- 32 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.

PROCEEDINGS AT GENERAL MEETINGS

- 33 The directors may if they consider appropriate (and must, if that is required under article 34) make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:
- (a) the means by which members and directors can participate via those link(s) are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;
 - (b) the notice calling the meeting (or emails accompanying or following the notice) contains the information required under article 30; and
 - (c) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and directors who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and directors (if any) who are attending in person (and vice versa).
- 34 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the membership, the directors must make arrangements for members and directors to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in Article 33 (a)-(c) will apply.
- 35 A general meeting may involve two or more members or directors participating via attendance in person while other members and/or directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 36 No business shall be transacted at any meeting unless a quorum is present; 5 persons entitled to vote upon the business to be transacted (which must include the chairperson (who may be a delegated Trustee)), each being a member or a proxy for a member, shall be a quorum. If a quorum is not present within half an hour after the time appointed for the meeting, or if during a meeting such 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.
- 37 On the reconvening of any meeting previously adjourned under the preceding Article, the quorum shall be the number of members or proxies for members who attend the adjourned meeting.
- 38 The Chairperson (or, in their absence, the Vice-Chairperson) shall, if present, preside as chairperson of the meeting; if neither the Chairperson nor the Vice-Chairperson is present within fifteen minutes of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson or, if there is only one director present, they shall be chairperson.
- 39 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 from place to place. No business shall be transacted at an adjourned meeting other than business which could

properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.

- 40 Where the meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
- 41 A resolution put to the vote of a meeting shall be decided on a show of hands, orally, or by way of some form of visual indication, or by use of a voting button or similar and a declaration by the chairperson that a resolution has been carried or carried unanimously or 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.
- 42 A resolution in writing signed by all the members shall be as effectual as if it had been passed at a general meeting duly convened and held; it may consist of several documents in the same form each signed by one or more members.

VOTES OF MEMBERS

- 43 Every member shall have one vote which may be given either personally or by proxy.
- 44 A member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting) shall lodge with the Company, at the office, not less than 48 hours before the time for holding the meeting (or as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require) signed by them; an instrument of proxy which does not conform with the preceding provisions or which is not lodged in accordance with such provisions shall be invalid.
- 45 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 46 A proxy appointed to attend to 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.
- 47 A vote given by proxy shall be valid notwithstanding that the authority of the person voting had terminated prior to the giving of such vote unless notice of such termination was received by the Company at the office before the commencement of the meeting or adjourned meeting at which the vote was given.
- 48 In the case of an equality of votes, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote they may have.
- 49 No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

MAXIMUM AND MINIMUM NUMBER OF DIRECTORS

- 50 The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution in general meeting of the Company. 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 5.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 51 No person may be appointed as a director unless that person is a member.
- 52 At every annual general meeting, each Independent Director who has been a director for 4 years or more shall retire.
- 53 If the Company, at the meeting at which an Independent Director retires, does not fill the vacancy, the retiring Independent Director shall, if willing to act, and subject to Article 54, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Independent Director is put to the meeting and lost.
- 54 Notwithstanding any other provision of these Articles, no Independent Director shall be appointed for more than two consecutive terms of appointment. In the case of Independent Directors who are directors as at the date of adoption of these Articles, they shall not be re-appointed for more than one term.
- 55 No person other than an Independent Director who has retired pursuant to Article 52 shall be appointed or re-appointed a director unless they are recommended by the directors.
- 56 Not less than seven nor more than twenty-one clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person (other than an Independent Director retiring pursuant to Article 53) who is recommended by the directors for appointment as a director at the meeting. The notice shall give the particulars of that person which would, if they were so appointed, be required to be included in the Company's register of directors.
- 57 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 58 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors. A director so appointed shall hold office only until the next following annual general meeting. If their appointment is not ratified at such annual general meeting, they shall vacate office at the conclusion thereof.
- 59 Subject as aforesaid, an Independent Director who retires at an annual general meeting may, if willing to act, be re-appointed. If they are not re-appointed, they shall remain in office until the meeting appoints someone in their place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 60 A director shall vacate office if:-
- (a) they cease to be a director by virtue of any provision of the Act or become prohibited by law from being a director;
 - (b) they become bankrupt or apparently insolvent;
 - (c) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months;
 - (d) they become an employee of the Company;
 - (e) they cease to be a member of the Company;
 - (f) they resign office by notice to the Company;
 - (g) they fail to attend four consecutive board meetings without giving an explanation to the Board, which the Board, acting reasonably, considers to justify such failure to attend; or

- (h) they are an Ex Officio Director and cease to be either an elected member or an employee of Dundee City Council, or its statutory successor from time to time or Dundee City Council or its statutory successor from time to time notifies the Company in writing that the Ex Officio Director is no longer its appointee.

APPOINTMENTS TO EXECUTIVE OFFICE

- 61 The directors shall from time to time appoint from among their number, persons to hold the offices of Chairperson and Vice-Chairperson and such other executive offices as the directors may consider appropriate; each such office shall be held until the conclusion of the annual general meeting which next follows appointment.
- 62 The appointments to executive office under the preceding Article 61 shall be made at a meeting of directors held as soon as reasonably practicable after the incorporation of the Company and thereafter at a meeting of directors held immediately after each annual general meeting.
- 63 A director whose period of executive office expires under Article 61 may be re-appointed to such office (providing they are willing to act).
- 64 The appointment of any director to executive office shall terminate if they cease to be a director or if they resign from such executive office by written notice to the Company.
- 65 If the appointment of any director to executive office terminates under Article 64, the directors shall, at a meeting of directors held as soon as reasonably practicable after such termination, appoint another director to hold such office in their place; a director so appointed shall (subject to Article 63) hold such executive office until the conclusion of the first annual general meeting which follows such appointment.

DIRECTORS' INTERESTS

- 66 Subject to the provisions of the Act and of Articles 6-9 and the Memorandum of Association and provided that they have disclosed to the directors the nature and extent of any material interest of theirs, a director notwithstanding their 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 in, and
 - (c) shall not, by reason of their office, be accountable to the Company for any benefit which they derive from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.
- 67 For the purposes of the preceding Article:-
 - (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 them to have knowledge shall not be treated as an interest of theirs.

DIRECTORS' REMUNERATION AND EXPENSES

- 68 No director shall be entitled to any remuneration whether in respect of their office as director or as holder of any executive office under the Company.
- 69 The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings or meetings of committees of directors or otherwise in connection with the discharge of their duties.

POWERS OF DIRECTORS

- 70 Subject to the provisions of the Act, the Memorandum of Association 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.
- 71 No alteration of the Memorandum of Association or these Articles and no direction given by special resolution 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.
- 72 The powers conferred by Article 71 shall not be limited by any special power conferred on the directors by the Articles.
- 73 A meeting of directors at which a quorum (as provided for in Article 36) is present may exercise all powers exercisable by the directors.
- 74 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of their powers.

PROCEEDINGS OF DIRECTORS

- 75 Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 76 Notice of a meeting of directors shall be given to a director notwithstanding that they may be absent from the United Kingdom.
- 77 If directors are to be permitted to participate in a directors' meeting by way of audio and/or audio-visual link(s), the directors must, in advance of the meeting, be provided with details of how to connect and participate via that link or links.
- 78 The directors may, if they consider appropriate (and must, if restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed directors' meeting would not be possible or advisable for one or more of the directors) allow directors to participate in directors' meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting.
- 79 Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.
- 80 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 5 directors, including the chairperson.
- 81 The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they may act only for the purpose of filling vacancies or of calling a general meeting.

- 82 Unless they are unwilling to do so, the Chairperson shall preside as chairperson at every meeting of directors at which they are present.
- 83 If the Chairperson is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the Vice-Chairperson shall act as chairperson; if the Vice-Chairperson is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
- 84 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was 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.
- 85 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; it may consist of several documents in the same form each signed by one or more directors.
- 86 Except as otherwise provided by the Articles, a director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which they have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless their interest or duty arises only because the case falls with either or both of the following paragraphs:-
- (a) the resolution relates to the giving to them of a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by them for the benefit of, the Company or any of its subsidiaries
 - (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or in part (and whether alone or jointly with others) under a guarantee or indemnity or by the giving of security.
- 87 For the purposes of the preceding Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the Company) connected with a director shall be treated as an interest of the director.
- 88 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 89 The Company may by special resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a director from voting at a meeting of the directors or at a meeting of a committee of directors.
- 90 Where proposals are under consideration concerning the appointment of two or more directors to executive offices with the Company the proposals may be divided and considered in relation to each director separately; provided they are not for another reason precluded from voting, each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment.
- 91 If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before that conclusion of the meeting be referred to the chairperson of the meeting; their ruling in relation to any director other than themselves shall be final and binding.

- 92 The directors may invite or allow any person to attend and speak, but not to vote, at any meeting or meetings of the directors or of any of the committees of the directors.

DELEGATION TO COMMITTEES OF DIRECTORS AND HOLDERS OF EXECUTIVE OFFICE

- 93 The directors may, subject to Article 94, delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the Chairperson or any director holding any other executive office such of their powers as they consider desirable to be exercised by that person.
- 94 Any delegation of powers under the preceding Article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 95 Subject to any condition imposed in pursuance of the preceding Article, the proceedings of a committee consisting of two or more directors shall be governed by the Articles regulating the proceedings of meetings of directors so far as they are capable of applying.
- 96 Unless otherwise determined by special resolution, the purchase or sale of, or dealing with in any way with, heritable property shall be excluded from delegation in terms of Article 93.

SECRETARY

- 97 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.

MINUTES

- 98 The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors, meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present.

HONORARY PRESIDENT

- 99 The directors may appoint any person to be Honorary President and any person or persons to be Honorary Vice-President(s) of the Company for such term or terms specified at the time of appointment as they shall think fit. Such persons shall not by virtue only of such appointment be directors or members of the Company.

ACCOUNTS

- 100 The directors shall cause accounting records to be kept by the Company in accordance with Section 221 of the Act.
- 101 The accounting records shall be kept at the office or, subject to section 222 of the Act, at such other place or places as the directors may think fit, and the accounting records shall always be open to the inspection of any director.
- 102 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or as authorised by the directors or by ordinary resolution of the Company.

AUDITORS

103 Auditors of the Company shall be appointed and their duties regulated in accordance with the Act.

NOTICES

104 Any notice under these articles shall be given either in writing or by electronic means; such a notice may be given personally or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by them 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 electronic means.

105 Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four 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.

106 A member present 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.

WINDING UP

107 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.

108 To the extent that effect cannot be given to article 107, the relevant property shall be applied to some charitable purpose or purposes.

INDEMNITY

109 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 loss or liability which they may sustain or incur in connection with the execution of the duties of their office including without prejudice to that generality, any liability incurred by them in defending any proceedings, whether civil or criminal in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

110 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company, insurance against any such liability as is referred to in Section 310(1) of the Act.