

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

GLASGOW DISABILITY ALLIANCE

(adopted by special resolution passed on 24 November 2021)

Constitution of company

1. The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

Defined terms

2. In these articles of association, unless the context requires otherwise:
 - 2.1. "Act" means the Companies Act 2006;
 - 2.2. "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
 - 2.3. "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - 2.4. "conflict of interest" includes a conflict of interest and duty, and a conflict of duty;
 - 2.5. "Conflict Situation" means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any director has or could have a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company including (without limitation) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the company could take advantage of the property, information or opportunity);
 - 2.6. "electronic form" has the meaning given in section 1168 of the Act;
 - 2.7. "OSCR" means the Office of the Scottish Charity Regulator;



- 2.8. "property" means any property, heritable or moveable, real or personal, wherever situated; and
- 2.9. "subsidiary" has the meaning given in section 1159 of the Act.
3. Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

4. The company's objects are:
- 4.1. To relieve the needs of persons within Glasgow and surrounding areas, and such other areas as may be determined from time to time by the directors, who are substantially or permanently disabled by providing, or encouraging the provision of, services which will improve their conditions of life and also facilitate their active participation in and full integration into society.
 - 4.2. To advance education, particularly in the field of disability equality awareness.
 - 4.3. To promote and/or provide training in skills of all kinds, particularly such skills as will assist those who are substantially or permanently disabled, or persons who assist in the care of those who are substantially or permanently disabled, in pursuing an independent life and aid their integration within the community.
 - 4.4. To relieve unemployment for the public benefit in such ways as may be thought fit, including assistance to find employment.
 - 4.5. To promote, establish and operate other schemes in furtherance of charitable purposes for the benefit of the community within Glasgow
- and to do so in a manner which (i) reflects the principles of equal opportunities for all people and a policy of non-discrimination and (ii) reflects the social model of disability.
5. The company's objects are restricted to those set out in article 4 (but subject to article 6).
6. 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 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

7. In pursuance of the objects listed in article 4 (but not otherwise) the company shall have the following powers:
- 7.1. To advise in relation to, prepare, organise and/or conduct educational and training courses, programmes, conferences, seminars and other events.
 - 7.2. To provide accessible information, advisory and/or support services.

- 7.3. To prepare, publish and/or distribute accessible information packs, leaflets, newsletters, books and other publications, audio and video recordings, multimedia products and posters and other materials, and to create and maintain a database or databases.
- 7.4. To commission and/or conduct research, and to publish and promote the results of such research.
- 7.5. To liaise with local authorities, central government departments and agencies, voluntary sector bodies and others, all with a view to increasing the effectiveness of the company in pursuing its objects.
- 7.6. To carry on or assist (whether financially or otherwise) any other activities which further any of the above objects.
- 7.7. 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.
- 7.8. To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.
- 7.9. To purchase, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.
- 7.10. To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
- 7.11. To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- 7.12. To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- 7.13. To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.
- 7.14. To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- 7.15. To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/er, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- 7.16. To oppose or object to any application or proceedings which may prejudice the company's interests.

- 7.17. 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 obtain from any such organisation, government or authority any right, privilege or concession.
- 7.18. To enter into any arrangement for co-operation or mutual assistance with any charity, whether incorporated or unincorporated.
- 7.19. To effect insurance against risks of all kinds.
- 7.20. To invest funds not immediately required for the purposes of the company's activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- 7.21. To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on.
- 7.22. To subscribe and make contributions to or otherwise support charities, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects.
- 7.23. To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust, for any of the objects of the company.
- 7.24. To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise.
- 7.25. To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- 7.26. To do anything which may be incidental or conducive to the attainment of any of the objects of the company.

Restriction on use of the company's assets

8. Subject to article 9:

- 8.1. the income and property of the company shall be applied solely towards the promotion of its objects (as set out in article 4);
- 8.2. no part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company by way of dividend, bonus or otherwise;
- 8.3. no director of the company shall be appointed to any office under the company in respect of which a salary or fee is payable;
- 8.4. no benefit (in money or money's worth) 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.

9. The company shall, notwithstanding the provisions of article 8, be entitled:
- 9.1. to pay a rent not exceeding the market rent for premises let to the company by any member of the company;
- 9.2. to make any transfer or payment to a member where such transfer or payment is made in direct furtherance of the charitable purposes of the company.

Liability of members

10. The liability of the members is limited.
11. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while they/it is/are a member or within one year after they/it cease(s) to be a member, for payment of the company's debts and liabilities contracted before they/it cease(s) to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

Membership

12. The membership of the company shall (subject to articles 17 to 21) consist of such individuals and bodies as are admitted to membership under the articles of association of the company in force from time to time.
13. Membership shall cease on death or, in the case of an incorporated body, on the dissolution, winding-up, striking-off or receivership of that body.
14. A member may not transfer their/its membership to any other individual/body.

Categories of member

15. For the purposes of these articles:
- "Individual Member"** means a member falling under paragraph 17.1 of article 17; **"Individual Membership"** shall be construed accordingly;
- "Organisational Member"** means a member falling under paragraph 17.2 or 17.3 of article 17; **"Organisational Membership"** shall be construed accordingly;
- "Associate Member"** means a (non-voting) member admitted under article 18; **"Associate Membership"** shall be construed accordingly;
- "Junior Member"** means a (non-voting) member admitted under article 17.4; **"Junior Membership"** shall be construed accordingly.
16. A Junior Member shall not be deemed to be a member of the company for the purposes of any provision of the Companies Acts or the Insolvency Act 1986, and accordingly shall have no liability to contribute towards the company's assets in the event of the company being wound up.

Qualifications for membership

17. Subject to articles 19, 20 and 26, membership shall be open to each of the following:

- 17.1. any disabled individual aged 16 years or over who is a resident of Glasgow, attends school, college or university in Glasgow, has a place of employment or place of business in Glasgow, or carries out voluntary work in Glasgow and who wishes to support the aims and activities of the company;
 - 17.2. any community or third sector organisation in respect of which the constitution stipulates that the majority of individuals on the board (with full voting rights) must be disabled people ("Disabled Persons' Organisation") and which is focussed on working with individuals in Greater Glasgow and which is an incorporated body; for the avoidance of doubt only Associate Membership (under article 18) shall be open to Disabled Persons' Organisations operating within Greater Glasgow but having a wider geographical remit unless the board of directors decide to waive the geographical restriction (which applies under this paragraph 17.2);
 - 17.3. any individual nominated by a Disabled Persons' Organisation which is focussed on working with individuals in Greater Glasgow and which is an unincorporated body; for the avoidance of doubt only Associate Membership (under article 18) shall be open to such individuals where nominated by a Disabled Persons' Organisations operating within Greater Glasgow but having a wider geographical remit unless the board of directors decide to waive the geographical restriction (which applies under this paragraph 17.3);
 - 17.4. any disabled individual between the ages of 11 and 15 (inclusive) who is a resident of Glasgow, attends school in Glasgow or carries out voluntary work in Greater Glasgow and who wishes to support the aims and activities of the company.
18. Subject to articles 19, 20 and 26, Associate Membership (non-voting) shall be open to any organisation which wishes to support the objects of the company.
19. No employee of the company may become a member; a person admitted to membership shall automatically cease to be a member if they become an employee of the company.
20. No more than one individual nominated by each unincorporated body may be a member at any given time.
21. A person admitted to Junior Membership shall automatically cease to be a member on attaining the age of 16, but shall then be eligible to apply for membership under articles 17.1 if they fulfil the relevant qualification.

Application for membership

- 22. Any person who wishes to become a member must sign, and lodge with the company, a written application for membership (in such form as the directors require), signed by them and (in the case of an application under paragraph 17.3 of article 17) also signed by an authorised officer of the unincorporated body which is nominating them for membership.
- 23. Any incorporated body which wishes to become a member must lodge with the company a written application for membership (in such form as the directors require), signed on its behalf by one of its authorised officers.

24. An application for membership must (subject to article 34) be accompanied by a remittance for the full amount of the annual membership subscription, where this applies (in accordance with article 32).
25. A person or body applying for membership shall lodge with the company such information and evidence in support of their/its application as the directors may require.
26. The directors shall be entitled at their discretion to refuse to admit any individual or body to membership even if they/it qualify/qualifies for membership under article 17 or 18 and is not debarred from membership under article 19 or 20.
27. The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application and remittance (and, if required by the directors, supporting information and evidence) required under articles 22 to 25.
28. The directors shall, within a reasonable time after the meeting at which an application for membership is considered, notify the applicant in writing of their decision on the application; if the decision was to refuse admission, the directors shall return to the applicant the remittance lodged by them/it under article 24.

Register of members

29. The directors shall maintain a register of members, setting out the full name and address of each member, the date of birth (in the case of Junior Members), the date on which they/it was/were admitted to membership and the date on which any person/body ceased to be a member.

Withdrawal from membership

30. Any individual or body who/which wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed by them or, in the case of an incorporated body, signed on its behalf by one of its authorised officers; on receipt of the notice by the company they/it shall cease to be a member.
31. If any unincorporated body wishes to withdraw its nomination for membership it shall lodge a notice in writing with the company to that effect (in such form as the directors require), signed on its behalf by an authorised officer of that body, on receipt of the notice by the company, the individual admitted to membership on the basis of nomination by that unincorporated body shall cease to be a member.

Membership subscription

32. The directors may (at their discretion) require each member to pay an annual membership subscription and where they so resolve, each member shall require to pay the annual membership subscription in accordance with articles 33 to 36.
33. The amount of the annual membership subscription shall be such amount(s) as is determined by the board from time to time.
34. Where applicable, the annual membership subscription shall be due on each accounting reference date of the company and shall be taken to cover the period from one accounting reference date to the date falling immediately prior to the next accounting reference date; if any member is admitted during the three month period prior to an accounting reference date, they/it shall not be required to pay the annual membership subscription until that accounting reference date.

35. The directors shall give to the members at least ten days' notice of each accounting reference date; each notice shall specify the amount of the membership subscription which will be due and shall state the possible consequence (under the following article) of failure to make payment.
36. If the company has not received a member's annual membership subscription within fourteen days after the accounting reference date on which it fell due, the directors may by resolution expel that person from membership; if, however, proper notice under article 35 was not given, a member shall not be liable to be expelled under this article unless they/it fail(s) to pay the subscription within 24 days after notice requiring payment has been given to them/it.

Expulsion from membership

37. Any person may be expelled from membership by a majority decision of the board of directors providing (subject to the provisions of article 38) the following procedures have been observed:
 - 37.1. 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;
 - 37.2. the member concerned shall be entitled to be heard on the resolution at the meeting of the board of directors at which the resolution is proposed; and
 - 37.3. the member concerned shall have a right of appeal to an appeals sub- committee which shall be established by the board of directors and which shall include individuals drawn from the membership of the company.
38. The procedures outlined in paragraphs 37.1 to 37.3 of article 37 do not apply to a situation where a member has first been removed as a director of the Company further to paragraphs 110.9 and/or 110.9 of article 110 – in such a situation, the board can proceed with the expulsion by way of majority decision.

General meetings

39. The directors shall, subject to article 40, convene a triennial general meeting in each three-year period; subject to article 40, not more than three years shall elapse between one triennial general meeting and the next.
40. The directors shall not be obliged to convene a triennial general meeting, in accordance with the provisions of article 39, where this is deemed by the directors to be undesirable as a result of financial constraints prevailing at the relevant time.
41. The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).
42. Subject to the provision of articles 39 and 41, the directors may convene general meetings whenever they think fit.

Notice of general meetings

43. At least 14 clear days' notice must be given must be given to all the members and directors, and (if auditors are in office at the time) to the auditors of (a) a triennial general meeting or (b) an extraordinary general meeting at which a special resolution (see article 85) or a resolution requiring special notice under the Act is to be proposed; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.

44. The reference to "clear days" in article 43 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
45. A notice calling a meeting shall specify the time, date and (subject to article 51) place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting; (b) if a special resolution (see article 85) (or a resolution requiring special notice under the Act) is to be proposed, state that fact, giving the exact terms of the resolution; and (c) contain a statement informing members of their right to appoint a proxy.
46. In determining what items of business should be considered at the triennial general meeting, the directors shall take account of any suggested items of business which have been submitted in writing by any member prior to the date occurring four weeks before the triennial general meeting.
47. Eight weeks prior to each triennial general meeting the company secretary shall write to all the members of the company inviting them to submit items for consideration at the meeting; all such submissions must be received four weeks prior to the date of the triennial general meeting.
48. A notice convening a triennial general meeting shall specify that the meeting is to be a triennial general meeting.
49. Notice of every general meeting shall be given:
 - 49.1. in hard copy form;
 - 49.2. (where the individual or body to which notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
 - 49.3. (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.
50. If members and directors are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s) (see article 54), the notice (or notes accompanying the notice) must:
 - 50.1. set out details of how to connect and participate via that link or links; and
 - 50.2. (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the following options:
 - 50.2.1. participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - 50.2.2. appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should use that proxy vote in relation to each resolution to be proposed at the meeting;
 - 50.2.3. (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting;
 - 50.2.4. (where article 52 applies) submitting questions and/or comments in advance of the meeting.

51. If participation in the meeting is to be by way of audio and/or audio-visual links - with no intention for the meeting to involve attendance in person by two or more members in any particular location - the place of the meeting shall, for the purposes of the notice calling the meeting, be taken to be the place where the anticipated chairperson of the meeting is expected to be, as at the time fixed for the commencement of the meeting; and, if it transpires that the chairperson of the meeting is at some other place as at the commencement of the meeting, the meeting shall be taken to have been validly adjourned to that other place.
52. Where a general meeting is to involve participation solely via audio and/or audio-visual links, the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to article 53) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.
53. Where article 52 applies, the chairperson of a general meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is not deemed to be relevant to the meeting or which is defamatory, racist or otherwise offensive.

Proceedings at general meetings

54. The directors may if they consider appropriate (and must, if that is required under article 55) 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:
 - 54.1. 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;
 - 54.2. the notice calling the meeting (or notes accompanying the notice) contains the information required under article 50; and
 - 54.3. 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).
55. 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 paragraphs 54.1 to 54.3 of article 54 will apply.
56. 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.
57. Reference in articles 50 to 53 and articles 54 to 56 to members should be taken to include proxies for members and authorised representatives of members which are corporate bodies.

58. Reference in articles 54, 55, 61, 74 and 138 to the ability to "hear" shall be taken to include circumstances where alternative arrangements have been made for those with hearing loss to follow what is being said at the meeting.
59. No business shall be transacted at any meeting unless a quorum is present; the lower of 10 per cent (to the nearest whole number) of the total membership (excluding Associate Members and Junior Members) or 30 members (again, excluding Associate Members and Junior Members), present in person (in the case of an incorporated body, present via its authorised representative) or represented by proxy, shall be a quorum.
60. An individual participating in a general meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a member or the authorised representative of a member which is a corporate body, will be deemed to be in attendance) at the meeting.
61. If the quorum required under article 59 (as read with article 60) 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 (subject to article 63) place as may be fixed by the chairperson of the meeting.
62. Article 51 shall apply in relation to the requirement under article 62 for the chairperson to specify the place of an adjourned meeting.
63. Where participation in the adjourned meeting is to be by way of audio and/or audio-visual links - with no intention for the adjourned meeting to involve attendance in person by two or more members or directors in one place - the requirement under article 62 for the chairperson to fix the place of the adjourned meeting shall not apply.
64. The Convenor shall (if present and willing to act) preside as chairperson of the meeting; if the Convenor is not present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the Vice Convenor shall (if present and willing to act) preside as chairperson of the meeting.
65. If neither the Convenor nor the Vice Convenor is present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting or, if there is only one director present and willing to act, they shall be chairperson of the meeting.
66. A director shall, notwithstanding that they are not a member, be entitled to attend and speak at any general meeting.
67. The chairperson of the meeting may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests them to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.
68. A resolution put to the vote of a meeting shall be decided on a show of hands or voting cards unless before the show of hands (or voting cards), or immediately after the result of the show of hands (or voting cards) is declared, a secret ballot is demanded by the chairperson of the meeting or by any person present at the meeting and entitled to vote (whether as a member, as the representative of a member which is an incorporated body, or as the proxy for a member).
69. Where members are participating in a meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting

button or similar, or by way of a message sent electronically - and providing the directors have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.

70. If a secret ballot is demanded in accordance with the preceding article, it shall be taken at once and shall be conducted in such 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.
71. Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to in article 70, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).
72. The principles set out in articles 70 and 72 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member or as the authorised representative of a member which is a corporate body.

Technical objections to remote participation in general meetings

73. These articles impose certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at general meetings; providing the arrangements made by the directors in relation to a given general meeting (and the manner in which the general meeting is conducted) are consistent with those requirements:
 - 73.1. a member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;
 - 73.2. the general meeting need not be held in any particular place;
 - 73.3. the general meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);
 - 73.4. the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
 - 73.5. a member will be able to exercise the right to vote at the general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the directors) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

Votes of members

74. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally (in the case of a member which is an incorporated body, via its duly authorised representative present at the meeting) or by proxy (subject to article 70).
75. For the avoidance of doubt, Associate Members and Junior Members shall be entitled to attend and speak at general meetings, but shall not be entitled to vote.

76. A member who/which wishes to appoint a proxy to vote on their/its behalf at any meeting (or adjourned meeting):

76.1. 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 (as the case may be) signed by an appropriate officer of that member; or

76.2. shall send by electronic means to the company at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the 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); for the avoidance of doubt, in calculating the 48-hour period referred to in the preceding provisions of this article 66, no account shall be taken of any part of a day that is not a working day.

77. An instrument of proxy which does not conform with the provisions of article 77, or which is not lodged or sent in accordance with such provisions, shall be invalid.

78. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

79. A proxy shall not be entitled to cast more than one vote in their capacity as a proxy (in addition to their own vote, if they are a member of the company), notwithstanding that they may have been appointed as proxy by more than one member.

80. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who/which appointed them to speak at the meeting and need not be a member of the company.

81. A member which is an incorporated body may authorise an individual to act as its representative at any general meeting of the company; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which they represent as that incorporated body could exercise if it were an individual member.

82. A vote given, or ballot demanded, by proxy or by the duly authorised representative of a member which is an incorporated body 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 contained in an electronic communication, was received by the company at the address notified by the company to the members for the purpose of electronic communication) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

83. A member of the company who is the chairperson of a general meeting shall be entitled to a second or casting vote, in the case of an equality of votes, whether on a show of hands or on a ballot.

Special resolutions and ordinary resolutions

84. For the purposes of these articles, a "special resolution" means (but subject to articles 88 to 91) a resolution of the members, which is passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 43 to 53 (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).

85. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution:

85.1. to alter its name;

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

86. For the purposes of these articles (but subject to articles 88 to 91), an "ordinary resolution" means a resolution, which is passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against and (as applicable) the chairperson's casting vote) at a general meeting, providing proper notice of the meeting has been given in accordance with articles 43 to 53.

Written resolutions

87. A written resolution can be passed by the members of the company (having been proposed by either the members or the directors in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act) and will have effect as if passed by the members of the company in general meeting; a written resolution is passed when the required majority of eligible members have signified their agreement to it by sending to the company (in hard copy or electronic form) an authenticated document which identifies the resolution to which it relates and which indicates the member's agreement to it (agreement to which cannot thereafter be revoked).

88. For the purposes of the preceding article:-

88.1. the reference to "eligible members" is to those members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (a) the date on which copies of the written resolution are sent or submitted to the members in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act; or (b) if copies are sent or submitted to members on different days, the first of those dates);

88.2. the reference to "required majority" is to the majority required to pass an ordinary or a special resolution under the Act, as follows:-

88.2.1. in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with article 88) by members representing a simple majority of the total voting rights of eligible members;

88.2.2. in order to pass a special resolution by way of written resolution, it must be passed (in accordance with article 88) by members representing not less than 75% of the total voting rights of eligible members and the resolution must specifically state that it was proposed as a special resolution.

89. For the avoidance of doubt, a resolution to remove a director (under section 168 of the Act) or a resolution to remove an auditor (under section 510 of the Act) cannot be proposed as a written resolution under article 88.

90. For the purposes of article 88, a proposed written resolution will lapse if it is not passed before the end of a period of 28 days beginning with the circulation date (as defined in article 89), and the

agreement of any member to a written resolution will be ineffective if signified after the expiry of that period.

Categories of directors

91. For the purposes of these articles:-

"Member Director" means a director appointed under articles 98 to 106;

"Co-opted Director" means a director appointed under articles 107 to 109.

Number of directors

92. The maximum number of directors shall be 11, of whom a maximum of 7 shall be Member Directors and a maximum of 4 shall be Co-opted Directors.

93. For the avoidance of doubt, Associate Members and Junior Members shall not be eligible for appointment as Member Directors.

Eligibility

94. A person shall not be eligible for election/appointment as a Member Director unless (i) they are a disabled person who is an Individual Member or (ii) they are a disabled person who has been nominated for election by an Organisational Member; for the avoidance of doubt, a Co-opted Director need not be a disabled person.

95. A person shall not be eligible for appointment as a director if they are an employee of the company.

96. The directors and members of the company shall:

96.1. ensure that the majority of directors are Member Directors, at any given time; and

96.2. take reasonable steps to secure there is a reasonable balance of representation as between impairment, gender, age, race, religion, ethnicity, and sexual orientation on the board of directors at any given time.

Election, retiral, re-election, appointment, re-appointment: Member Directors

97. Any individual (subject to articles 95 and 96) who wishes to be considered for election as a Member Director at a triennial general meeting must lodge with the company a written notice (in such form as the directors require), confirming that they are willing to be appointed together with such information and evidence in support of their skills and expertise to hold the position of director (including the ability of the individual to fulfil the duties of a director and of a charity trustee); the notice must be signed by the individual and, if necessary, signed by an authorised officer of the Organisational Member (incorporated or unincorporated) which is nominating them and must be lodged with the company at least 60 days before the date of the triennial general meeting.

98. The board of directors will consider each notice and supporting evidence (as referred to in article 98) at a meeting of the directors to be held prior to the triennial general meeting (and after the deadline for submission of the notice referred to in article 98); the directors shall, by majority vote, decide whether any of the potential nominees would be suitable candidates for the position of director of the company, on the basis of their having demonstrated that they have the requisite skills and expertise.

99. The directors shall notify those who have submitted notices (in accordance with article 98) as to the decision reached by the board (further to article 99) as soon as reasonably practicable and, in any event, no later than 30 days prior to the triennial general meeting.
100. At a triennial general meeting the members may (subject to articles 93 to 97) elect as a director (a **"Member Director"**) any individual who has been approved by the board in accordance with articles 98 to 100; the members will first elect those individuals (if any) nominated by the Organisational Members and then those individuals (if any) who are Individual Members.
101. The directors may at any time appoint any Individual Member or any individual nominated by an Organisational Member (providing they are willing to act) to be a director (a **"Member Director"**), either to fill a vacancy or (subject to article 93 to 97) as an additional director.
102. At each triennial general meeting:-
 - 102.1. any Member Director who was appointed by the directors (under article 102) in the period from the date of the last triennial general meeting shall retire from office; and
 - 102.2. out of the remaining Member Directors, one third (to the nearest round number) shall retire from office.
103. The directors to retire under paragraph 103.2 of article 103 shall be those who have been longest in office since they were last appointed or re-appointed; as between two or more directors who were appointed or re-appointed on the same date, the question of which of them is to retire under paragraph 103.2 of article 103 shall be decided by some random method.
104. The members may at any triennial general meeting re-elect any director who retires from office at the meeting under article 103 (providing they are willing to act); if any such director is not re-appointed, they shall retain office until the meeting appoints someone in their place or, if it does not do so, until the end of the meeting.
105. If, in any triennium (for which see article 39), a triennial general meeting has not been convened in accordance with the provisions of article 39 (such that a period in excess of three years has passed since the date of the last triennial general meeting, as appropriate), then:
 - 105.1. any Member Director who would have been due to retire at the triennial general meeting in accordance with the provisions of article 103 (as read with article 104) shall automatically retire from office with effect from the last day of the triennium in which the triennial general meeting was due to be held; and
 - 105.2. the directors shall put in place a procedure for postal voting, which may include votes cast by e-mail, (reflecting the principles underlying articles 101 to 105, so far as applicable) for the election/re-election of Member Directors, which shall be conducted in accordance with such standing orders as are issued in this regard from time to time by the board of directors.

Appointment, re-appointment: Co-opted Directors

106. Subject to articles 93 to 97, the directors may at any time appoint any individual to be a director (a **"Co-opted Director"**), providing they are willing to act, either on the basis that they have been nominated by a body with which the company has close contact in the course of its activities or on the basis that they have specialist experience and/or skills which could be of assistance to the board.

107. At the conclusion of each triennial general meeting, all of the Co-opted Directors shall vacate office – but shall then be eligible for re-appointment under article 107.
108. If, in any triennium (for which see article 39), a triennial general meeting has not been convened in accordance with the provisions of article 39 (such that a period in excess of three years has passed since the date of the last triennial general meeting, as appropriate), then all of the Co-opted Directors shall automatically vacate office with effect from the last day of the triennium in which the triennial general meeting was due to be held, but shall then be eligible for re-appointment under article 107.

Disqualification and removal of directors

109. A director shall vacate office if:

- 109.1. they cease to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director or a charity trustee (within the meaning of the Charities and Trustee Investment (Scotland) Act 2005);
- 109.2. they are sequestered;
- 109.3. 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 6 months;
- 109.4. they become an employee of the company;
- 109.5. in the case of a Member Director, they cease to be a member of the company;
- 109.6. in the case of an individual nominated by an Organisational Member, either the Organisational Member which nominated them for membership ceases to be a member of the company; or they cease to have the connection with the Organisational Member which was the basis for their nomination (whether as a member, a director, a trustee, an employee or any other relevant connection) and this has been notified to the company by the Organisational Member in question;
- 109.7. they resign office by notice to the company;
- 109.8. they are absent for a period of more than 3 months (without permission of the directors) from meetings of directors held during that period and the directors resolve to remove them from office;
- 109.9. they are removed from office by resolution of the directors on the grounds that they are considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 126);
- 109.10. they are 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 under Section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
- 109.11. they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

110. A resolution under paragraphs 109.8 and 109.9 of article 110 shall be valid only if:

- 110.1. 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;
- 110.2. the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and
- 110.3. at least two-thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Register of directors

- 111. The directors shall maintain a register of directors, setting out full details of each director, including the date on which they became a director, and also specifying the date on which any person ceased to hold office as a director.

Appointments to offices

- 112. Directors shall be appointed to hold the offices of Convenor, Vice Convenor, Treasurer and any other offices which the directors may consider appropriate.
- 113. The appointments under article 113 shall be made at meetings of directors.
- 114. Each office shall be held (subject to article 116) until conclusion of the triennial general meeting which next follows appointment; a director whose period of office expires under this article may be re-appointed to that office under article 96 (providing they are willing to act).
- 115. If, in any triennium (for which see article 39), a triennial general meeting has not been convened in accordance with the provisions of article 39 (such that a period in excess of three years has passed since the date of the last triennial general meeting, as appropriate), then each of the office bearers appointed in accordance with article 113 shall automatically vacate office with effect from the last day of the triennium in which the triennial general meeting was due to be held, but shall then be eligible for re-appointment under article 113.
- 116. The appointment of any director to an office under article 113 shall terminate if they cease to be a director or if they resign from that office by notice to the company.
- 117. If the appointment of a director to any office under article 113 terminates, the directors shall appoint another director to hold the office in their place.

Directors' Interests

- 118. Subject to the provisions of the Act and of the Charities and Trustee Investment (Scotland) Act 2005 and articles 8 and 9 and provided that they have disclosed to the directors the nature and extent of any personal interest which they have (unless immaterial), a director (notwithstanding their office):
 - 118.1. may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company;
 - 118.2. may be a party to, or have some other personal interest in, any transaction or arrangement in which the company or any associated company has an interest;
 - 118.3. may be a director or secretary of, or employed by, or have some other personal interest in, any associated company;

and

118.4. shall not, because 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 company;

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

119. For the purposes of the preceding article, 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; the references to "associated company" shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.

120. The directors shall be entitled, for the purposes of section 175 of the Act, to authorise (by way of resolution to that effect) any Conflict Situation that may arise (such that the duty of the director concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the directors may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.

121. For the purposes of article 121, a "Conflict Situation" means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any director has or could have a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company; and such that:

121.1. the situations and matters which fall within this definition may include (without limitation) (a) a situation where a director of the company becomes an employee, director, member of the management committee, officer or elected representative of a body which is a party to a significant contract with the company (or which is competing with the company in the context of any grant application) and (b) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the company could take advantage of the property, information or opportunity);

121.2. "conflict of interest" for this purpose includes a conflict of interest and duty, and a conflict of duties.

122. For the avoidance of doubt, article 121 shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the company; any conflict of interest of that nature shall be governed by the provisions of articles 119 and 120 and articles 150 to 154.

Conduct of directors

123. It is the duty of each director of the company to take decisions (and exercise their other powers and responsibilities as a director) in such a way as they consider, in good faith, will be most likely to promote the success of the company in achieving its objects (as set out in article 4 and will be in the interests of the company, and irrespective of any office, post, engagement or other connection which they may have with any other body which may have an interest in the matter in question.

124. Without prejudice to the principle set out in article 124, each of the directors shall have a duty, in exercising functions as a charity trustee, to act in the interests of the company; and, in particular, must:
- 124.1. seek, in good faith, to ensure that the company acts in a manner which is in accordance with its charitable purposes;
 - 124.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 124.3. in circumstances giving rise to the possibility of a conflict of interest between the company and any party responsible for the appointment of that director, put the interests of the company before that of the other party;
 - 124.4. where any other duty prevents them from doing so, disclose the conflicting interest to the company and refrain from participating in any deliberation or decision of the other directors with regard to the matter in question;
 - 124.5. ensure that the company complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
125. Each of the directors shall comply with the code of conduct prescribed by the board of directors from time to time; for the avoidance of doubt, the code of conduct rules shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct rules in force from time to time.

Directors' remuneration and expenses

126. No director shall be entitled to any remuneration, whether in respect of their office as director or as holder of any office under article 113.
127. 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, meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

Powers of directors

128. Subject to the provisions of the Act, these 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.
129. No alteration of 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.
130. The powers conferred by article 129 shall not be limited by any special power conferred on the directors by these articles.
131. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

132. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
133. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
134. 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; and (particularly for the benefit of those directors who may have difficulties in using a computer or laptop for this purpose) the directors' attention should be drawn to the following options:
- 134.1. participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
- 134.2. (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.
135. 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 of a meeting of directors shall have a second or casting vote.
136. The directors may, if they consider appropriate (and must, if this is required under article 138) 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, providing:
- 136.1. the means by which directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the directors - a barrier to participation; and
- 136.2. the manner in which the meeting is conducted ensures, so far as reasonably possible, that those 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 directors (if any) who are attending in person (and vice versa).
137. 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, the directors must make arrangements for directors to participate in that directors' meeting by way of audio and/or audio-visual link(s); and on the basis that:
- 137.1. the requirements set out in paragraphs 137.1 and 137.2 of article 137 will apply; and
- 137.2. the directors must use all reasonable endeavours to ensure that all directors have access to one or more means by which they may hear and contribute to discussions at the meeting.
138. A directors' meeting may involve two or more directors participating via attendance in person while other directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

139. For the avoidance of doubt, an individual participating in a directors' meeting via an audio or audio-visual link will be deemed to be present in person (or, if they are not a director, will be deemed to be in attendance) at the meeting.
140. Where a director or directors are participating in a directors' meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
141. The quorum for the transaction of the business of the directors shall be four.
142. 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.
143. Unless they are unwilling to do so, the Convenor shall preside as chairperson at every meeting of directors at which they are present; if the Convenor is unwilling to act as chairperson of a meeting of directors or is not present within fifteen minutes after the time appointed for the meeting, the Vice Convenor shall preside as chairperson.
144. If neither the Convenor nor the Vice Convenor is willing to act as chairperson of a meeting of directors or if neither is present within fifteen minutes after the time appointed for the meeting, the directors may appoint one of their number to be chairperson of the meeting.
145. The directors shall be entitled to allow any representative of a funding body or partner agency or any other person to attend (whether in person or by way of an audio or audio-visual link) and speak (but not vote) at any meeting of the directors.
146. A person invited to attend a meeting of the directors under the preceding article shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the Act or any provision of these articles.
147. 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.
148. 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.
149. 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 has/have, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.
150. For the purposes of the preceding article:
 - 150.1. an interest of a person who is taken to be connected with a director for any purpose of the Act shall be treated as a personal interest of the director;
 - 150.2. a director shall (subject to paragraph 151.3) be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director,

member of the management committee, officer or elected representative has an interest in that matter

- 150.3. a director shall not be deemed to have a personal interest in relation to a particular matter by reason only of the fact that they are an officer of the member which appointed them.
151. 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.
152. The company may (subject to the Charities and Trustee Investment (Scotland) Act 2005) by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 150 to 152.
153. 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 the conclusion of the meeting, be referred to the chairperson of the meeting; their ruling in relation to any director other than himself/herself/themselves shall be final and conclusive.
154. The principles set out in article 74 (technical objections to remote participation) shall apply in relation to remote participation and voting at directors' meetings, as if each reference in that article to a member were a reference to a director and each reference in that article to a general meeting were a reference to a directors' meeting.
155. A resolution agreed to in writing (or by e-mail) by a majority of the directors then in office shall (subject to articles 157 and 158) be as valid as if duly passed at a directors' meeting.
156. A resolution under article 156 shall not be valid unless a copy of the resolution was circulated to all of the directors, along with a cut-off time (which must be reasonable in the circumstances) for notifications under article 158.
157. If a resolution is circulated to the directors under article 157, any one or more directors may, following receipt of a copy of the resolution, notify the secretary that they consider that a directors' meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:
- 157.1. the secretary must convene a directors' meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
- 157.2. the resolution cannot be treated as valid under article 156 unless and until that directors' meeting has taken place;
- 157.3. the directors may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that directors' meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the directors then in office.

Delegation to committees of directors and holders of offices

158. The directors may delegate any of their powers to any committee consisting of two or more directors; they may also delegate to the Convenor or a director holding any other office such of their powers as they consider appropriate.

159. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and may be revoked or altered.
160. 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.

Secretary

161. The directors shall (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of office, remuneration (if any) and other terms and conditions attaching to the appointment of the company secretary shall be as determined by the directors; the company secretary may be removed by the directors at any time.

Minutes

162. The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors and meetings of committees of directors, all such minutes being approved at the next relevant meeting; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present and the minutes of each meeting shall be signed by the chairperson of that meeting.

Accounts

163. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
164. The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required (as opposed to an independent examination) under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.
165. 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.

Notices

166. Any notice to be given in pursuance of these articles shall be given either in writing or by way of electronic means.
167. The company may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at their/its address last intimated by them to the company or by leaving it at that address; in the case of a member who has notified the company of an electronic address to be used for this purpose, the company may give any notice to that member by way of electronic means.
168. A member may give any notice to the company either by sending it by post in a pre-paid envelope addressed to the company at its registered office or by leaving it, addressed to the company secretary, at the company's registered office or (where the company has notified the member of an electronic address to be used for this purpose) by way of electronic means.

169. 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.
170. Any notice sent by electronic means shall be deemed to have been given at the expiry of 48 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.
171. A member present or represented 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

172. 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 charity or charities (whether incorporated or unincorporated) operating within Glasgow whose objects are all together or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets to an extent at least as great as does article 8.
173. The charity or charities to which property is transferred under article 173 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 or may acquire jurisdiction.
174. To the extent that effect cannot be given to the provisions of articles 173 and 174, the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

175. Every director or other officer or auditor of the company shall be indemnified out of the assets of the company (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) 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.

Insurance

176. For the avoidance of doubt, 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).