

Dunfermline Women's Aid  
Special General Meeting  
1<sup>st</sup> October 2010

316 350

FOR INFO  
ONLY

1. Attendance
2. Apologies for Absence
3. Special Resolution Number 1:

The members of the Company in General Meeting resolve to change the name of the Company from "Dunfermline Women's Aid" to "Fife Women's Aid"

4. Special Resolution Number 2:

The members of the Company in General Meeting resolve to amend the Articles of Association and Memorandum of the Company by replacing them in their entirety with the Articles of Association annexed to this Resolution

5. Acceptance of Transfer of Assets and Liabilities
6. Election of Trustees

Members present at this Meeting - .....12.....

**Record of Votes at this Meeting:**

**Item 3 – Special Resolution No 1**

Votes in favour - .....12.....

Votes against - .....0.....

**Item 4 – Special Resolution No 2**

Votes in favour - .....12.....

Votes against - .....0.....

**Signed:**

**Chair – Eileen Sumpter**

**Minutes – Sally Kidd**

THURSDAY



\*S0QH801W\*  
SCT 07/10/2010 101  
COMPANIES HOUSE

*[Signature]*

*[Signature]*

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION of  
FIFE WOMEN'S AID

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES of ASSOCIATION**

**of**

**FIFE WOMEN'S AID**

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## **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:-
  - (a) "Act" means the Companies Act 2006;
  - (b) "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 2006, providing (in either case) that its objects are limited to charitable purposes;
  - (c) "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 sections 505 and 506 of the Income and Corporation Taxes Act 1988;
  - (d) "electronic form" has the meaning given in section 1168 of the Act;
  - (e) "OSCR" means the Office of the Scottish Charity Regulator;
  - (f) "property" means any property, heritable or moveable, real or personal, wherever situated; and
  - (g) "subsidiary" has the meaning given in section 1159 of the Act.
  - (h) 'Trustee' means Director.
- 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:  
To relieve the suffering and distress of women and their children (if any) who have experience of domestic abuse, whether emotional, physical and/or sexual by a partner, ex-partner and/or family member by associating with local authorities, voluntary organisations and other public bodies (where considered appropriate) to offer support, information and help to such women and children.
- 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:-

- a) To provide temporary refuge for women and their children (if any) where the woman has been abused (mentally, physically and/or sexually) in her home by a partner with whom she is or has been in a relationship, or by a family member.
- b) To offer support, information and help to any woman, child or young person who asks for such help, whether or not a refuge resident, and to offer support and information to any woman, child or young person who has left a temporary refuge.
- c) To encourage women and children and young people to determine their own futures.
- d) To provide opportunities to meet the educational, social and emotional needs of children and young people with experience of domestic abuse.
- e) To encourage research into the causes and prevention of domestic abuse.
- f) To promote education of and information to the statutory authorities and other agencies, and the wider public, about the abuse of women and its prevention, and promote a multi-agency approach to tackling such abuse.
- g) To encourage such training for the company, its employees and trustees and others as will best meet the objects of the company.
- h) 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.
- i) 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.
- j) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- k) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- l) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- m) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- n) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- o) 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.
- p) To engage such consultants and advisers as are considered appropriate from time to time.
- q) To effect insurance of all kinds (which may include officers' liability insurance).

- r) 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).
- s) 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.
- t) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- u) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- v) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- w) To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- x) 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.
- y) To subscribe to become a member of, or amalgamate or co-operate with, any other organisation, institution society or body not formed or established for the purposes of profit (whether incorporated or not) whose objects are wholly or in part similar to those of the company and which by its constitution prohibits or restricts the distribution of its income and property amongst its members to an extent at least as great as is imposed on the company.
- z) 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**

- 8 (a) The income and property of the company shall be applied solely towards promoting the company's objects.
- (b) 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, provided that nothing in this clause shall prevent any payment in good faith by the company of payment to any member of the company (not being a trustee) of reasonable and proper remuneration for any services rendered to the company.
- (c) No trustee of the company shall be appointed as a paid employee of the company; no trustee shall hold any office under the company for which a salary or fee is payable.
- (d) No benefit (whether in money or in kind) shall be given by the company to any trustee 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, and then only in accordance with the terms of the Charities and Trustee Investment (Scotland) Act 2005, and only in circumstances where not to do so could cause an

unacceptable degree of risk to service provision or to a service user or users.

### **Liability of members**

- 9 Each member undertakes that if the company is wound up while she is a member (or within one year after she ceases to be a member), she 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 she ceases 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**

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

### **Qualifications for membership**

- 11 The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 15 - 18.
- 12 Membership shall be open to any woman who supports the objects of the company. Employees of the company may elect one or more representatives to be voting members of the company. The trustees will be entitled to set a maximum number or proportion of employees who may be elected as such representatives. The trustees will ensure that elections of employee representatives are held at least annually.
- 13 No person shall be eligible for membership who is employed by an organisation or public authority which provides a substantial level of funding to the company, in a post which has any direct connection with the provision or monitoring of that funding.
- 14 The company may from time to time in general meeting agree that different categories of membership with different voting rights may be established.

### **Application for membership**

- 15 Any person who wishes to become a member must sign, and lodge with the company, a written application for membership such application containing such information as shall be decided by the trustees from time to time.
- 16 The trustees may, at their discretion, refuse to admit any person to membership. The trustees may not unreasonably withhold approval of or delay any decision on an application for membership but may in their discretion refuse an application if in their opinion, acting reasonably, the applicant does not meet the necessary criteria for membership or if admission of the applicant to membership would be prejudicial to the interests or reputation of the company.
- 17 The trustees shall consider each application for membership at the first trustees' meeting which is held after receipt of the application; the trustees shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.
- 18 Any applicant whose application for membership is refused shall have the right to be heard (either in person or by her representative) by the trustees. If the trustees propose to refuse admission of an applicant to membership, the Secretary shall notify the applicant in writing accordingly within a period of seven days after the meeting and such notification shall include the reasons for the decision to refuse admission; and details of the applicant's rights to be heard as provided for above. Thereafter a final decision will be taken by the trustees.

### **Membership subscription/renewal**

- 19 No membership subscription shall be payable but each member shall on request re-register her membership annually. The membership of any member failing within 21 days of a request to re-register her membership will be deemed to have been terminated with effect from the date of the request. Such membership may be reinstated at the discretion of the trustees.

### **Register of members**

- 20 The trustees shall maintain a register of members, setting out the full name and address of each member, the date on which she was admitted to membership, and the date on which any person ceased to be a member.

### **Withdrawal from membership**

- 21 Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, she shall cease to be a member.



### **Expulsion from membership**

- 22 Any person may be expelled from membership by special resolution (see article 35), providing the following procedures have been observed:-
- (a) 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
  - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

### **Termination/transfer**

- 23 Membership shall cease on death.  
24 A member may not transfer membership to any other person.

### **General meetings (meetings of members)**

- 25 The trustees shall convene an Annual General Meeting in each year (but excluding the year in which the company is formed); the first Annual General Meeting shall be held not later than 18 months after the date of incorporation of the company.
- 26 Not more than 15 months shall elapse between one Annual General Meeting and the next.
- 27 The business of each Annual General Meeting shall include:-
- a a report by the Chair on the activities of the company
  - b consideration of the annual accounts of the company
- 28 the election/re-election of trustees, as referred to in articles 55 – 59. The trustees may convene an Extraordinary General Meeting at any time.
- 29 The trustees must convene an Extraordinary General Meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

### **Notice of general meetings**

- 30 At least 14 clear days' notice must be given of an Annual General Meeting or Extraordinary General Meeting.
- 31 The reference to "clear days" in article 30 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 32 A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 35) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

- 33 A notice convening an Annual General Meeting shall specify that the meeting is to be an Annual General Meeting; any other general meeting shall be called an Extraordinary General Meeting.
- 34 Notice of every general meeting shall be given
- a. in hard copy form
  - b. in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
  - c. (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.

#### **Special resolutions and ordinary resolutions**

- 35 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an Annual General Meeting or Extraordinary General Meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 30 - 34; 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.
- 36 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- a. to alter its name
  - b. to alter any provision of these articles or adopt new articles of association.
- 37 For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at an Annual General Meeting or Extraordinary General Meeting, providing proper notice of the meeting has been given in accordance with articles 30 - 34.
- 38 A resolution (whether ordinary, special or otherwise) in writing signed by all the members entitled to attend and vote at a general meeting shall be as effectual as if it had been passed at a general meeting. Such a resolution may consist of several documents in the same form, each consented to and signed by or on behalf of each member. Such consent and signature may be evidenced by letter, electronic mail, facsimile or otherwise as the trustees may from time to time permit. A written resolution may not be used for a resolution to remove a trustee or Auditor before the expiration of her or its term of office.

#### **Procedure at general meetings**

- 39 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be one third

of individuals entitled to vote (to the nearest round number, rounded down) (each being a member or a proxy for a member).

40 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

41 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the trustees present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

42 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.

43 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.

44 Any member who wishes to appoint a proxy to vote on her behalf at any meeting (or adjourned meeting):

a shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the trustees require), signed by her; or

b shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the trustees 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).

45 An instrument of proxy which does not conform with the provisions of article 44, or which is not lodged or sent in accordance with such provisions, shall be invalid.

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

47 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed her to speak at the meeting and must be a member of the company.

48 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

49 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

50 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson

(or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

- 51 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

#### **Maximum number of trustees**

- 52 The maximum number of trustees shall be 18 (eighteen). Of that number, no more than two shall be directors who were co-opted under the provisions of articles 57 - 58.
- 53 The minimum number of trustees shall be four.

#### **Eligibility**

- 54 A person shall not be eligible for election/appointment as a trustee under articles 55 or 56 unless she is a member of the company. A person appointed as a trustee under article 58 need not be a member of the company, but on appointment will become a member of the company.

#### **Election, retiral, re-election**

- 55 At each Annual General Meeting, the members may (subject to articles 52-53) elect any member (providing she is willing to act) to be a trustee in accordance with procedures which the trustees shall, from time to time recommend.
- 56 At each annual general meeting, one third (rounded down if necessary to a whole number) of the trustees shall retire from office - but shall then be eligible for re-election. The trustees to retire shall be those who have been longest in office since they were last elected or re-elected. As between persons who were last elected / re-elected on the same date, the question of which of them is to retire shall be determined by some random method.
- 57 The trustees may at any time appoint any member (providing she is willing to act) to be a trustee (subject to articles 52 - 53).
- 58 The trustees may at any time appoint any non-member who is willing to act as a trustee on the basis that she has experience and/or skills which could be of assistance to the trustees.
- 59 Trustees co-opted under articles 57 - 58 shall at the first Annual General Meeting after appointment retire from office but shall then be eligible for re-election.

#### **Termination of office**

- 60 A trustee shall automatically vacate office if:-

- a she ceases to be a trustee through the operation of any provision of the Act or becomes prohibited by law from being a trustee
- b she becomes debarred under any statutory provision from being a charity trustee
- c she becomes, in the reasonable opinion of the remainder of the trustees, incapable for medical reasons of fulfilling the duties of her office and such incapacity is reasonably expected to continue for a period of more than six months
- d she ceases to be a member of the company, unless she has been appointed under article 58.
- e she becomes an employee of the company
- f she resigns office by notice to the company
- g she is absent (without permission of the trustees) from more than three consecutive meetings of the trustees, and the trustees resolve to remove her from office
- h she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

#### **Register of trustees**

- 61 The trustees shall maintain a register of trustees, setting out full details of each trustee, including the date on which she became a trustee, and also specifying the date on which any person ceased to hold office as a trustee.

#### **Office Bearers**

- 62 The trustees shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.
- 63 All of the office bearers shall cease to hold office at the conclusion of each Annual General Meeting, but shall then be eligible for re-election.
- 64 A person elected to any office shall cease to hold that office if she ceases to be a trustee, or if she resigns from that office by written notice to that effect.

#### **Powers of trustees**

- 65 Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the trustees, who may exercise all the powers of the company.
- 66 A meeting of the trustees at which a quorum is present may exercise all powers exercisable by the trustees.

#### **Personal interests**

- 67 A trustee who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must

- declare that interest at a meeting of the trustees; she will be debarred (in terms of article 80) from voting on the question of whether or not the company should enter into that arrangement.
- 68 For the purposes of the preceding article, a trustee shall be deemed to have a personal interest in an arrangement if any partner or other close relative of hers or any firm of which she is a partner or any limited company of which she is a substantial shareholder or trustee (or any other party who/which is deemed to be connected with her for the purposes of the Act), has a personal interest in that arrangement.
- 69 Provided
- a she has declared her interest
  - b she has not voted on the question of whether or not the company should enter into the relevant arrangement and
  - c the requirements of article 71 are complied with,
- a trustee will not be debarred from entering into an arrangement with the company in which she has a personal interest (or is deemed to have a personal interest under article 68) and may retain any personal benefit which she gains from her participation in that arrangement.
- 70 No trustee may serve as an employee (full time or part time) of the company, and no trustee may be given any remuneration by the company for carrying out her duties as a trustee.
- 71 Where a trustee provides services to the company or might benefit from any remuneration paid to a connected party for such services, then
- a the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
  - b the trustees must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
  - c less than half of the trustees must be receiving remuneration from the company (or benefit from remuneration of that nature).
- 72 The trustees may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the trustees, general meetings, or meetings of committees, or otherwise in connection with the carrying out of their duties.

#### **Procedure at trustees' meetings**

- 73 Any trustee may call a meeting of the trustees or request the secretary (if any) to call a meeting of the trustees.
- 74 Trustee meetings shall be held at least 5 times each year.
- 75 Questions arising at a meeting of the trustees shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 76 The quorum for meetings of the trustees shall be 5 (five) trustees. A meeting of 3 or 4 trustees may deal with business arising but any decisions not supported by a minimum of 3 trustees will not take effect unless and until a total of 5 trustees have participated in the making of the decision(s).

- 77 If at any time the number of trustees in office falls below the number fixed as the quorum, the remaining trustee(s) may act only for the purpose of filling vacancies or of calling a general meeting or may proceed to conduct other business which must subsequently be ratified by enough additional trustees to constitute a quorum.
- 78 Unless she is unwilling to do so, the chair of the company shall preside as chairperson at every trustees' meeting at which she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the trustees present shall elect from among themselves the person who will act as chairperson of the meeting.
- 79 The trustees may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the trustees; for the avoidance of doubt, any such person who is invited to attend a trustees' meeting shall not be entitled to vote.
- 80 A trustee shall not vote at a trustees' meeting (or at a meeting of a committee) on any resolution concerning a matter in which she has a personal interest which conflicts (or may conflict) with the interests of the company; she must withdraw from the meeting while an item of that nature is being dealt with.
- 81 For the purposes of article 80, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of hers or any firm of which she is a partner or any limited company of which she is a substantial shareholder or trustee, has a personal interest in that matter.
- 82 A trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which she is not entitled to vote.
- 83 The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 80 – 82.
- 84 All acts done and all decisions made by the trustees or by any sub-committee thereof shall be valid, notwithstanding that there was a defect in the appointment of any trustee.
- 85 Except where specifically provided for by the articles, the trustees may regulate their proceedings as they think fit. The trustees may invite or request the attendance at any meeting or part of any meeting of any person or representative of any body, or any employee of the company.

#### **Conduct of trustees**

- 86 Each of the trustees shall, in exercising her functions as a trustee of the company, act in the interests of the company; and, in particular, must
- a seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects.
  - b act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
  - c in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party

- i put the interests of the company before that of the other party, in taking decisions as a trustee
- ii where any other duty prevents her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other trustees with regard to the matter in question
- d ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

#### **Delegation to sub-committees**

- 87 The trustees may delegate any of their powers to any sub-committee consisting of one or more trustees and such other persons (if any) as the trustees may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
- 88 Any delegation of powers under article 87 may be made subject to such conditions as the trustees may impose and may be revoked or altered.
- 89 The rules of procedure for any sub-committee shall be as prescribed by the trustees.

#### **Operation of bank accounts**

- 90 The signatures of two out of the signatories appointed by the trustees shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company.

#### **Secretary**

- 91 The trustees may (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and such conditions of appointment shall be as determined by the trustees; the company secretary may be removed by them at any time.

#### **Minutes**

- 92 The trustees shall ensure that minutes are made of all proceedings at general meetings, trustees' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

#### **Accounting records and annual accounts**

- 93 The trustees shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 94 The trustees shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory



- provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
- 95 No member shall (unless she is a trustee) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the trustees or as authorised by ordinary resolution of the company.

### Notices

- 96 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by her to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 97 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.
- 98 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

### Winding-up

- 99 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.
- 100 For the avoidance of doubt, a body to which property is transferred under article 99 may be a member of the company.
- 101 To the extent that effect cannot be given to article 99 (as read with article 100, the relevant property shall be applied to some charitable purpose or purposes.

### Indemnity

- 102 Every trustee or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which she may sustain or incur in connection with the execution of the duties of her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the

Act), any liability incurred by her in defending any proceedings (whether civil or criminal) in which judgement is given in her favour or in which she is acquitted or any liability in connection with an application in which relief is granted to her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

- 103 The Company shall be entitled to purchase and maintain for any trustee insurance against any loss or liability which any trustee or other officer of the company may sustain or incur in connection with the execution of the duties of her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a trustee).

These Article of Association were adopted by the Company at a Special General Meeting on 1<sup>st</sup> October 2010, by Special Resolution, due notice having been given and at least 75% of members present and voting being in favour of the resolution.

..... Chair of Meeting

..... Date