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24/08/2019 #2
COMPANIES HOUSE

REFORM SCOTLAND
COMPANY NUMBER: SC336414

Written resolution of Reform Scotland (the **Company**) circulated on:

15 August 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below (the **Resolution**) is passed as a special resolution of the Company.

SPECIAL RESOLUTION

THAT the regulations set out in the attached document be adopted as the articles of association of the Company in substitution for its existing articles of association.

AGREEMENT

Please read the notes overleaf before signifying your agreement to the Resolution. The undersigned, being entitled to vote on the Resolution on the circulation date, hereby irrevocably agree to the Resolution:

Isobel Jane D'Inverno
Isobel Jane D'Inverno

19/8/19
Date

.....
Andrew Sinclair Dunlop

.....
Date

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated and returning the signed version either by hand or by post to Balfour+Manson LLP, 56-66 Frederick Street, Edinburgh EH2 1LS, for the attention of ARG.
2. If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless you indicate your agreement to the Resolution within 28 days of the circulation date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

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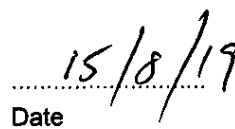
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THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION

OF

REFORM SCOTLAND

COMPANY NUMBER: SC336414

(adopted by special resolution passed on 15 August 2019)

1. DEFINITIONS AND INTERPRETATION

- 1.1 The name of the Company is **REFORM SCOTLAND** (the **Company**).
- 1.2 The registered office of the Company is to be in Scotland.
- 1.3 In these presents the words standing in the first column of the Table hereinafter contained shall have the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act 2006 and every statutory modification and re-enactment thereof for the time being in force
These Articles	These Articles of Association, and the regulations of the Association from time to time in force
The Company	The above-named Company
The Office	The registered office of the Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or producing words in visible form
Clear days	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which is it given or on which it is to take effect
Public Policy	The economic and social implications of government policy and the operation of markets, in particular in

	relation to the performance and management of the economy, the provision of public services and the structure and size of national and local government, both in Scotland and elsewhere
Charitable purpose	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
Charitable institution, charitable association or charitable trust	a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts

1.4 In these presents, unless the context requires otherwise:

- (a) words importing the singular number only shall include the plural number, and vice versa;
- (b) words importing the masculine gender only shall include the feminine gender; and
- (c) words importing persons shall include corporations.

1.5 Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

2. OBJECTS AND POWERS

2.1 The Company's objects are to advance the education of the public by research into matters of public policy and to disseminate the useful results of such research to the public at large.

2.2 The Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- (A) To carry out research using robust and objective research methods.
- (B) To publish and disseminate research papers on a range of Public Policy issues.

- (C) To arrange seminars, lectures and other public events on Public Policy and related topics.
- (D) To issue briefing notes and updates on Public Policy issues.
- (E) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections.
- (F) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company.
- (G) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company.
- (H) To borrow or raise money on such terms and on such security as may be thought fit.
- (I) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (J) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (K) To do all such other things as are incidental to the attainment or furtherance of the said objects or any of them.

2.3 In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

2.4 The Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

3. LIMITATION ON PRIVATE BENEFITS

3.1 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by

way of profit to members of the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:-

- (A) of reasonable and proper remuneration to any member, office holder or servant of the Company for any services rendered to the Company;
 - (B) of interest at a rate not exceeding Six Per Cent., per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Company or of the Board;
 - (C) to any member of the Board for out-of-pocket expenses; or
 - (D) to a company of which a member of the Company or of the Board may be a member holding not more than one hundredth part of the capital of such company.
- 3.2 No addition, alteration or amendment shall be made to or in the provisions of these Articles which would have the effect that the Company shall cease to be a company to which Section 62 of the Act applies.

4. MEMBERSHIP

- 4.1 The liability of the members is limited.
- 4.2 Every member of the Company undertakes to contribute such amount as may be required (not exceeding One Pound) to the assets of the Company if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases 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.
- 4.3 The persons named in the register of members of the Company on the date of adoption of these Articles and such other persons as the Board shall admit to membership in accordance with the Articles shall be the members of the Company. No person shall be admitted as a member of the Company unless he is approved by the Board and pays such subscription fee (if any) as may from time to time be determined by the Board. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Board require executed by him.

- 4.4 A member may at any time withdraw from the Company by giving at least seven days' notice to the Company. Membership shall not be transferable and shall cease on death.

5. GENERAL MEETINGS

- 5.1 The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation or in the following years.
- 5.2 All General Meetings other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 5.3 The Board may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 303 of the Act.
- 5.4 Twenty-one clear days' notice in writing at the least of every General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of the business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
- 5.5 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election of members of the Board, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 6.2 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save in the case that the Company is a single member Company or as herein otherwise provided, two members personally present shall be a quorum.
- 6.3 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine.
- 6.4 The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Company who shall be present to preside.
- 6.5 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at any adjourned meeting.
- 6.6 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman, or by at least two members present in person or by proxy, or by a member or members present in person or by proxy

and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll is so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

- 6.7 Subject to the provisions of Article 7, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
- 6.8 No poll shall be demanded on the election of a Chairman of a meeting, or on any question or adjournment.
- 6.9 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 6.10 Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

7. VOTES FOR MEMBERS

- 7.1 Subject as hereinafter provided, every member shall have one vote.
- 7.2 Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
- 7.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

- 7.4 Votes may be given either personally or by proxy. On a show of hands a members present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 323 of the Act. A proxy need not be a member.
- 7.5 The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
- 7.6 The instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 7.7 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 7.8 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

I [] of [] a member of [] hereby appoint [] of [] and failing him [] of [] as my proxy to vote for me and on my behalf at the [Annual/Extraordinary] General meeting of the Company to be held on [] and at []

Signed on []

The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll.

8. BOARD OF MANAGEMENT

- 8.1 Until otherwise determined by a General Meeting or unless the Company is a single member Company, the number of the members of the Board shall not be less than 2 nor more than 25.
- 8.2 Any member of the Company who is willing to act as a member of the Board, and is permitted by law to do so, may be appointed to be a member of the Board (a) by ordinary resolution, or (b) by a decision of the Board, provided that the prescribed maximum number be not thereby exceeded.
- 8.4 No person who is not a member of the Company shall in any circumstances be eligible to hold office as member of the Board.

9. POWERS OF THE BOARD

- 9.1 The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, may determine what memberships subscriptions, annual subscriptions and other fees (if any) shall be payable by members and may exercise all such powers of the Company, and so on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Act or Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- 9.2 The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

10. SECRETARY

- 10.1 Subject to the provisions of the Act the Secretary shall be appointed by the Board for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Board may from time to

time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

11. THE SEAL

- 11.1 The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

12. DISQUALIFICATION OF MEMBERS OF THE BOARD

- 12.1 The office of a member of the Board shall be vacated:-

- (a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (b) If he becomes incapable by reason of illness or injury.
- (c) If he ceases to be a member of the Company.
- (d) If by notice in writing to the Company he resigns his office.
- (e) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of the Company.

13. PROCEEDINGS OF THE BOARD

- 13.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless the Company is a single member company or unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes.
- 13.2 A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.

- 13.3 The Board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.
- 13.4 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
- 13.5 The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. In addition, the Board may invite any person, not being a member of the Board, to be a member of any such committee, provided that a majority of the members of such committee shall at all times be members of the Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
- 13.6 All acts bona fide done by any meeting of the Board or of any Committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
- 13.7 The Board shall have the power to invite individuals to become Members of the Advisory Board of the Company. The Members of the Advisory Board, collectively called "the Advisory Board", shall not have any powers unless and to the extent that the Board shall vest in them any appropriate powers. The Advisory Board shall meet on such occasions as the Board shall determine.
- 13.8 The Board shall cause proper minutes to be made of all appointments of office holders made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board and of the Advisory Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the

next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

- 13.9 A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

14. ACCOUNTS

- 14.1 The Board shall cause accounting records to be kept in accordance with the requirements of the Act.
- 14.2 The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the office holders of the Company.
- 14.3 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection of members not being office holders of the Company, and no member (not being an office holder) shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
- 14.4 At the Annual General Meeting in every year the Board shall lay before the Company an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Company together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting at which they are to be laid be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General Meetings by statute or otherwise in the manner in which notices are hereinafter directed to be served.

15. AUDIT

- 15.1 In accordance with the provisions of the Act once at least in every year the accounts of the Company shall be examined in the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 15.2 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Board being treated for all purposes as the Directors mentioned in those provisions.

16. NOTICES

- 16.1 A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
- 16.2 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
- 16.3 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid first class letter.

17. DISSOLUTION

- 17.1 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be transferred either to some other charitable institution (whether or not a member of the Company), such charitable institution or institutions to be determined by the members of the Company at or before the time of dissolution.