

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION of
CULTURE & BUSINESS SCOTLAND

Company Number SC406905



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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) "authenticated document" has the meaning given in section 1146 of the Act;
 - (c) "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;
 - (d) "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;
 - (e) "electronic form" has the meaning given in section 1168 of the Act;
 - (f) "OSCR" means the Office of the Scottish Charity Regulator;
 - (g) "property" means any property, heritable or moveable, real or personal, wherever situated
 - (h) "subsidiary" has the meaning given in section 1159 of the Act; and
 - (i) "culture" and "cultural" has the meaning arts, heritage and culture.
- 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 the advancement of the arts, heritage and culture and the promotion of the efficiency of charities through the following activities:-

- (a) The promotion and support of partnership between the culture, public and business sectors, in order to enhance the value of the arts, heritage and culture to social, civic and economic life
 - (b) The promotion and development of the culture sector in Scotland and beyond, by improving skills and knowledge to enable organisational sustainability and entrepreneurship.
 - (c) The promotion of good governance and management and operations amongst culture sector organisations in Scotland and beyond including, but without prejudice to the generality, the provision of training and the promotion of best practice.
- 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 encourage the support of the arts, heritage and culture by business, by central and local government, by individuals and by others able to promote its objects;
 - (b) To carry on any other activities which further any of the above objects;
 - (c) 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;
 - (d) 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;
 - (e) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities;
 - (f) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company;
 - (g) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company;
 - (h) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities;

- (i) 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;
- (j) 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;
- (k) To engage such consultants and advisers as are considered appropriate from time to time;
- (l) To effect insurance of all kinds (which may include officers' liability insurance);
- (m) 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);
- (n) 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;
- (o) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects;
- (p) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities;
- (q) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (r) To oppose, or object to, any application or proceedings which may prejudice the company's interests;
- (s) 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;
- (t) 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.
 - (c) No Director of the company shall be appointed as a paid employee of the company; no Director shall hold any office under the company for which a salary or fee is payable.
 - (d) No benefit (whether in money or in kind) shall be given by the company to any Director except (i) repayment of out-of-pocket expenses or (ii)

reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

Liability of Members

- 9 The liability of the Members is limited. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that they are a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which they cease to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of contributories amongst themselves, such amount as may be required, not exceeding £1.

Members

- 10 Each member of the Company shall be known as a Member. Membership of the Company shall consist of only the Directors of the Company and all persons that are appointed as Directors of the Company in accordance with these presents shall become members of the Company. Membership of the Company, other than the initial subscribers, shall consist of only the Directors of the Company. A person shall not be admitted as a Member of the Company unless permitted by these presents.
- 11 A person shall be deemed to have been admitted as a Member with effect from the date of their appointment as a Director of the Company, as recorded on the relevant Companies House Form AP01 (or its electronic equivalent or replacement for the time being in force).
- 12 Subject to these presents and the provisions of any Rules or Bylaws made pursuant to these presents:-
- 13 a Member may at any time resign from Membership of the Company only when they resign as a Director of the Company by special resolution in accordance with article 25, providing the following procedures have been observed:-
- (i) 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
 - (ii) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.
- (a) any event which terminates the office of the Director for any reason shall automatically terminate membership; and
- (b) Membership shall not be transferable and shall cease on death.

Register of members

- 14 The Directors shall maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership, and the date on which any person ceased to be a member.

General meetings (meetings of members)

- 15 The Directors 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.
- 16 Not more than 15 months shall elapse between one annual general meeting and the next.
- 17 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
 - (c) the election/re-election of Directors, as referred to in articles 42 to 46.
- 18 The Directors may convene an extraordinary general meeting at any time.
- 19 The Directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

- 20 At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting.
- 21 The reference to "clear days" in article 20 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.
- 22 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 25) (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.
- 23 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.

- 24 Notice of every general meeting shall be given
- (a) in hard copy form, or
 - (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

- 25 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 20 to 24; 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.
- 26 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.
- 27 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 20 to 24.

Procedure at general meetings

- 28 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be three individuals entitled to vote (each being a member or a proxy for a member).
- 29 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 chair of the meeting.
- 30 The chair of the company shall (if present and willing to act as chair) preside as chair of each general meeting; If no Chair of the

Company shall have been appointed or if the chair is not present and willing to act as chair within 15 minutes after the time at which the meeting was due to commence, the Directors present at the meeting shall elect from among themselves the person who will act as chair of that meeting.

- 31 The chair of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chair may determine.
- 32 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.
- 33 Any member who wishes to appoint a proxy to vote on their 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 Directors require), signed by them; 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 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).
- 34 An instrument of proxy which does not conform with the provisions of article 33, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 35 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 36 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting and need not be a member of the company.
- 37 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.

- 38 If there are an equal number of votes for and against any resolution, the chair of the meeting shall not be entitled to a casting vote.
- 39 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 chair (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.
- 40 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chair may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Virtual General Meetings

- 41 Notwithstanding the other provisions of these Articles, it shall be competent for any General Meeting of the company, including an Annual General Meeting, required or called pursuant to the Articles to be held wholly or partially using recognised and accessible audio-visual technology. Any quorum requirement under the Articles for attendance in person shall be satisfied by the presence of attendees using such technology in addition to attendees physically present at the meeting (if any). Any voting by show of hands in person shall be competent by a show of hands or verbal assent or dissent clearly communicated using the aforesaid technology. The decision of the Chair of any meeting employing such technology shall be final and binding in relation to pre-registration, registering attendance, voting, use of mute functionality and any other procedural or protocol matters involving the use of technology.

Minimum and maximum number of Directors

- 42 The minimum number of Directors shall be three and the maximum number of Directors shall be 12. The Directors may by ordinary resolution from time to time increase or reduce the number of Directors.

Eligibility

- 43 Directors shall be individual persons who support the objects of the Company and whom the Directors shall deem appropriate to be Directors of the Company and who are appointed under Articles 45 or 46. Each Director shall be a natural person. Institutions,

organisations or other bodies shall not be eligible to become Directors of the Company.

Election, retiral, re-election

- 44 Directors shall be appointed for a term not exceeding three years and shall be eligible for re-appointment for a second term not exceeding three years. In exceptional circumstances, the Directors may agree that a Director can be appointed for a third and final term not exceeding three years. Directors shall then stand down for a period of at least two years but may then be re-appointed as a Director subject to the terms of this clause. Any person appointed as Chair may continue to serve as a Director and Chair regardless of the time they have already served as a Director by the time of their appointment as Chair, but so long as a person appointed as Chair shall not serve as a Director for a period exceeding 12 years, or as Chair for a period exceeding 6 years.
- 45 The members may by ordinary resolution, for which special notice shall not be required, remove a Director at any time and may by a like resolution appoint another person in their place. The members may also by ordinary resolution appoint any person to be a Director whether to fill a vacancy should one arise for any reason or as an additional Director but so that the maximum number of Directors fixed by or in accordance with these Articles is at no time exceeded.
- 46 The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a vacancy should one arise for any reason or as an additional Director but so that the total number of the Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles.

Termination of office

- 47 A Director shall automatically vacate office if:-
- (a) they cease to be a Director through the operation of any provision of the Act or becomes prohibited by law from being a Director
 - (b) they become debarred under any statutory provision from being a charity trustee
 - (c) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months
 - (d) they cease to be a member of the company
 - (e) they become an employee of the company
 - (f) they resign office by notice to the company

- (g) they are absent (without permission of the Directors) from more than three consecutive meetings of the Directors, and the Directors resolve to remove them from office
- (h) they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act
- (i) 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.

Register of Directors

- 48 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.

Office bearers

- 49 The Directors will elect a Chair of the board of Directors and such other office bearers (if any) as they consider appropriate and may at any time revoke such appointment or appointments. The Chair may be elected for an annual or other fixed term. A current appointment may be ended by the Directors and they may fill any vacancy that arises. A serving Chair may resign from that office, whether or not they are resigning as a Director but if the serving Chair ceases to be a Director they shall automatically cease to hold the office of Chair. The Chair of the board of Directors shall be known as the Chair of the Company. If the Chair is not a Director at the time of their appointment, the Directors will take the necessary steps to appoint the Chair as a Director of the Company.
- 50 All of the office bearers, except the Chair, shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election, save that it will be within the power of the Directors to appoint office bearers for such longer period than one year as they think fit and annual re-election will not be necessary in those circumstances subject always to the terms of Article 44.
- 51 A person elected to any office shall cease to hold that office if they cease to be a Director, or if they resign from that office by written notice to that effect.

Powers of Directors

- 52 Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the Directors, who may exercise all the powers of the company.

- 53 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 54 A resolution in writing or in electronic form agreed by a majority of the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, provided that a copy of the resolution is sent to all Directors eligible to vote and a simple majority of Directors have signified their agreement to it in an authenticated document or documents which are received by the company within 28 days of the circulation date. The resolution may consist of several documents in the like form, to each of which one or more of the Directors has signified their agreement.

Personal interests

- 55 A Director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the Directors; they will be debarred (in terms of article 67) from voting on the question of whether or not the company should enter into that arrangement.
- 56 For the purposes of the preceding article, a Director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or Director (or any other party who/which is deemed to be connected with them for the purposes of the Act), has a personal interest in that arrangement.
- 57 Provided
- (a) they have declared their interest
 - (b) they have not voted on the question of whether or not the company should enter into the relevant arrangement and
 - (c) the requirements of article 59 are complied with,
- a Director will not be debarred from entering into an arrangement with the company in which they have a personal interest (or is deemed to have a personal interest under article 56) and may retain any personal benefit which they gain from their participation in that arrangement.
- 58 No Director may serve as an employee (full time or part time) of the company, and no Director may be given any remuneration by the company for carrying out their duties as a Director.
- 59 Where a Director 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 Directors 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 Directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
- 60 The Directors may be paid all travelling and other expenses reasonably incurred by them in connection with the carrying-out of their duties.

Procedure at Directors' meetings

- 61 Any Director may call a meeting of the Directors or request the secretary (if one is appointed) to call a meeting of the Directors.
- 62 Questions arising at a meeting of the Directors shall be decided by a majority of votes; if an equality of votes arises, the Chair of the meeting shall have a casting vote.
- 63 No business shall be dealt with at a meeting of the Directors unless a quorum is present; the quorum for meetings of the Directors shall be 3. Any one or more (including without limitation, all) of the Directors, or the members of a committee, may participate in a meeting of the Directors or such committee:-
- (a) by means of a conference telephone or similar communications equipment or any other suitable electronic means allowing all persons participating in the meeting to communicate with all the other participants; or
 - (b) by a succession of telephone calls to Directors from the Chair of the meeting following disclosure to them of all material points.
- 64 If at any time the number of Directors in office falls below the number fixed as the quorum, the remaining Director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 65 Unless they are unwilling to do so, the chair of the company shall preside as Chairperson at every Directors' meeting at which they are present, or the Vice-Chair if they are present; if the Chair or Vice Chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Directors present shall elect from among themselves the person who will act as Chairperson of the meeting.
- 66 The Directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Directors; for the avoidance of doubt, any such

person who is invited to attend a Directors' meeting shall not be entitled to vote.

- 67 A Director shall not vote at a Directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which they have a personal interest which conflicts (or may conflict) with the interests of the company; they must withdraw from the meeting while an item of that nature is being dealt with.
- 68 For the purposes of article 67, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or Director, have a personal interest in that matter.
- 69 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.
- 70 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 67 to 69.

Conduct of Directors

- 71 Each of the Directors shall, in exercising their functions as a Director 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 Director
 - (ii) where any other duty prevents them from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other Directors 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

- 72 The Directors may delegate any of their powers to any sub-committee consisting of one or more Directors and such other persons (if any) as the Directors may determine; they may also

delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.

- 73 Any delegation of powers under article 72 may be made subject to such conditions as the Directors may impose and may be revoked or altered.
- 74 The rules of procedure for any sub-committee shall be as prescribed by the Directors.

Operation of bank accounts

- 75 The signatures of two out of the signatories appointed by the Directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company; at least one out of the two signatures must be the signature of a Director where the value of the transaction concerned exceeds the operational threshold. The Directors may determine by resolution what the value of the operational threshold should be and may from time to time vary the operational threshold.

Secretary

- 76 The Directors may appoint a company secretary on such terms and conditions as the Directors may determine; any company secretary so appointed may be removed by the Directors at any time.

President and Patrons

- 77 The Directors shall have the power to appoint a President and to appoint Patrons. The President shall be an individual who is committed to the aims of the company and who wishes to be associated with the company and who in the opinion of the Directors should be appointed as the President. Patrons shall be individuals, non-profit making organisations or charitable bodies, commercial or other organisations who wish to be associated with the company and who in the opinion of the Directors should be appointed as Patrons. Neither the President nor the Patrons shall be Members of the company merely by virtue of their admission as President or as a Patron. The President and the Patrons may attend general meetings of the company but may not vote at such meetings. Neither the President nor the Patrons shall be eligible for appointment as Directors. Any President or Patron appointed under this Article shall be appointed by a resolution of the Directors, passed at a properly convened meeting of the Directors. Any appointment shall be for a period of three years, unless the Directors resolve otherwise. An appointment may be extended, renewed or terminated by the Directors in their sole discretion. Any

President or Patron appointed under this Article shall be entitled to resign from the office of President or Patron.

Minutes

- 78 The Directors shall ensure that minutes are made of all proceedings at general meetings, Directors' 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

- 79 The Directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 80 The Directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

Notices

- 81 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 them to the company *or* (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 82 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.
- 83 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

- 84 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.

- 85 For the avoidance of doubt, a body to which property is transferred under article 84 may be a member of the company.
- 86 To the extent that effect cannot be given to article 84 (as read with article 85), the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

- 87 Every Director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which they may sustain or incur in connection with the execution of the duties of their office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by them in defending any proceedings (whether civil or criminal) in which judgement is given in their favour or in which they are acquitted **or** any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
- 88 The Company shall be entitled 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 extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a Director).