

# TURCAN CONNELL

**THE COMPANIES ACT 2006**

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

**ARTICLES OF ASSOCIATION**

**of**

**EUAN'S GUIDE**

**Company Number SC497565**

**Charity Number SC045492**

2022  
DAMC/GMCE/SCVO.PBS

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1. The regulations contained in The Companies (Model Articles) Regulations 2008 or any statutory modification or re-enactment thereof shall not apply.

In these Articles, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

<b>WORDS</b>	<b>MEANINGS</b>
the 2005 Act	the Charities and Trustee Investment (Scotland) Act 2005.
the Act	the Companies Act 2006.
these Articles	these Articles of Association, as originally framed, or as from time to time altered by Special Resolution.
the United Kingdom	Great Britain and Northern Ireland.
month	calendar month.
year	calendar year.
authenticated document	shall have the meaning assigned to it in section 1146 of the Act.
charitable purpose or charitable object	shall have the meaning assigned to it in Article 4.1.
charitable institution	shall have the meaning assigned to it in Article 4.1.
Circulation Date	shall have the meaning assigned to it in Article 29.

Conflicted Trustee	shall have the meaning assigned to it in Article 47.1.
Eligible Member	shall have the meaning assigned to it in Article 29.
in writing	written or produced by any substitute for writing, including by electronic means, or partly one and partly another.
Ordinary Resolution	means a resolution passed in accordance with these Articles by a simple majority.
routine business	shall have the meaning assigned to it in Article 12.
Secretary	any person appointed in accordance with these Articles.
Special Resolution	means a resolution passed in accordance with these Articles by a majority of at least 75%.
Trust	shall mean the company named in Article 2.
Trustees	the Directors.

Any words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

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

References to any Act or any section include references to any statutory modification or re-enactment thereof and any subordinate legislation made under it.

#### COMPANY NAME

- The Trust's name is "Euan's Guide".

#### REGISTERED OFFICE

- The Trust's Registered Office is to be situated in Scotland.

## OBJECTS AND POWERS OF THE TRUST

### 4.1 The objects of the Trust are:-

- (a) to alleviate the disadvantage which people endure through illness, long-term condition or disability and to seek to improve facilities and access for disabled people generally by providing information and services for disabled people, promoting access for disabled people, raising public awareness of the disadvantages disabled people endure as a result of their disability, and carrying out research into aids, adaptations and technology to improve the lives of disabled people; and
- (b) to promote such similar charitable purposes, objects or institutions in such proportions and manner as the Trustees shall think fit. The expressions 'charitable purpose' or 'charitable object' shall mean a charitable purpose under section 7 of the 2005 Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts and a 'charitable institution' shall mean a charity in terms of the 2005 Act which is also regarded as a charity in relation to the application of the Taxes Acts, or a charity under the law of any other jurisdiction which is also regarded as a charity in relation to the application of the Taxes Acts, provided that nothing in these Articles shall authorise an application of the property of the Trust other than in furtherance of a charitable purpose.

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

- (a) to accept, whether or not subject to any trust purposes or conditions, subscriptions, donations, legacies and bequests of any heritable or moveable, real or personal property;
- (b) to invest and deal with the monies of the Trust not immediately required upon such investments, securities or property in such manner as may from time to time be determined;
- (c) to establish and administer such funds as the Trust may require;
- (d) to acquire, hire, hold, dispose of or let property of any kind;
- (e) to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Trust's property or assets (whether present or future), and also by a mortgage, charge, standard security, lien or security to secure and

guarantee the performance by the Trust of any obligation or liability it may undertake or which may become binding on it; power also to lend and advance money or to give credit on any terms and with or without security;

- (f) to draw, accept, endorse, and issue cheques and to operate bank accounts;
- (g) to employ or otherwise engage such officers and staff as may be thought fit and to pay reasonable remuneration to such staff and any technical and professional advisers;
- (h) to issue appeals, hold public meetings, enter into arrangements and take such other steps as may be required for the purpose of procuring contributions to the funds of the Trust in the shape of donations, subscriptions or otherwise;
- (i) to advertise the Trust and undertake any other marketing or fundraising strategies that may seem appropriate;
- (j) to gather, produce and distribute information and to carry out research;
- (k) to make any charitable donation either in cash or assets for the furtherance of the objects of the Trust;
- (l) to undertake and execute charitable trusts; to establish, administer, or support, or aid in the establishment, administration or support of other charities; and to subscribe to, become a member of, or amalgamate or co-operate with, take over, or otherwise acquire or enter into any arrangement with any other charitable institution or any 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 Trust 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 Trust;
- (m) to establish or acquire subsidiary companies;
- (n) to donate, subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Trust;
- (o) to receive, allocate and administer grants, gifts or bequests made available to the Trust for any or all of its objects whether from public funds or from private sources under the terms and conditions referable to such grants, gifts or bequests;
- (p) to insure and arrange insurance cover against any or all losses, damages, risks and liabilities which may affect the Trust or its business, including the indemnification of the Trustees and any of its office bearers, Members, employees, voluntary workers and all others acting within the authority of the Trust against all such risks as the Trust shall think fit and which are incurred in the course of the performance of official duties

including, for the avoidance of doubt, power to purchase Trustee Indemnity Insurance in the terms permitted by the 2005 Act;

- (q) to pay remuneration to Trustees for acting as such, or for services provided under a contract of employment or a contract for services or otherwise, in accordance with the 2005 Act;
- (r) subject to the provisions of Article 64 hereof, to pay such sums or premiums for or towards the reasonable provision of pensions for such employees for the time being of the Trust or their dependants as may be so nominated and as may from time to time be determined;
- (s) to enter into any arrangements with any Government, authority or other organisation that may seem conducive to the attainment of the Trust's objects or any of them and to obtain from any such Government, authority or other organisation any charters, decrees, rights, privileges or concessions which the Trust may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions, and to enter into and carry out joint venture, partnership and similar agreements;
- (t) to apply for or otherwise acquire any patent, trademark, copyright or other intellectual property right;
- (u) to pay out of the funds of the Trust the costs, charges and expenses of and incidental to the formation and registration of the Trust;
- (v) to delegate the administration and management of the Trust or of any asset owned by the Trust or in which it has an interest, and to arrange for any asset owned by the Trust to be held in the name of a nominee;
- (w) to do all such other lawful things as are in the opinion of the Trustees necessary for or as shall further, directly or indirectly, the attainment of the objects of the Trust or any of them.

5. The income and property of the Trust shall be applied solely towards the promotion of its objects as set out in these Articles and no part of such income and property shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of the Trust provided that this shall not prevent the transfer of such income and property by way of a payment in furtherance of charitable purposes in accordance with these Articles to a Member which is itself a charity, a benefit provided to a Member in the capacity of a beneficiary of the Trust or payment of reasonable and proper remuneration for any goods or

services supplied to the Trust. Any Trustee entitled to remuneration or other benefit in money or money's worth from the Trust under these Articles shall be subject to the provisions of the 2005 Act.

## MEMBERS

6. Each member of the Trust shall be known as a Member. The subscribers to the Memorandum of Association of the Trust and all persons that are appointed as Trustees of the Trust in accordance with these presents shall become Members of the Trust. Membership of the Trust, other than the initial subscribers, shall consist of only the Trustees of the Trust. A person shall not be admitted as a Member of the Trust unless permitted by these presents.
7.
  - (a) A person will be deemed to have been admitted as a Member with effect from the date of his appointment as a Trustee of the Trust, as recorded on the relevant Companies House Form AP01 (or its electronic equivalent or replacement for the time being in force).
  - (b) Subject to these presents and the provisions of any Rules or Bylaws made pursuant to these presents:-
    - (i) a Member may at any time resign from Membership of the Trust only when he resigns as a Trustee of the Trust in accordance with Article 36(a);
    - (ii) any event which terminates the office of Trustee for any reason shall automatically terminate Membership; and
    - (iii) Membership shall not be transferable and shall cease on death.

## GENERAL MEETINGS

8. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Trust and subsequently once in every year, on such date (within a period

of not more than fifteen months after the holding of the last preceding Annual General Meeting), at such time and place in Scotland as may be determined by the Trustees. All other General Meetings shall be called General Meetings.

9. The Trustees may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene a General Meeting.
10. An Annual General Meeting and any General Meeting shall be called by fourteen days' notice in writing at the least, exclusive in every case of the day on which the notice is served or deemed to be served and of the day for which it is given. Provided that a General Meeting shall, notwithstanding that it is called by shorter notice than as aforesaid, be deemed to have been duly called if it is so agreed:-
  - (a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
  - (b) in the case of a General Meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 90 per cent of the total voting rights at that meeting of all the Members.

The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at any General Meeting.

11. Every notice calling a General Meeting shall specify the place and the date and hour of the meeting and in the case of an Annual General Meeting shall also specify the meeting as such. If other than routine business is to be transacted, the notice shall specify the general nature of such business and, if any resolution is to be proposed as a Special Resolution, the notice shall contain a statement to that effect and shall give the text of the proposed Special Resolution. The notice must also contain a statement setting out the right of Members to appoint a proxy under the Act and Articles 19 and 23 to 27 inclusive of these Articles.
12. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-
  - (a) considering and adopting the balance sheet and income and expenditure account and reports of the Trustees and the Auditors or Independent Examiners, as appropriate, and other related documents;
  - (b) appointing Auditors or Independent Examiners, as appropriate;

- (c) appointing Trustees in the place of those retiring.

#### PROCEEDINGS AT GENERAL MEETINGS

- 13. No business shall be transacted at any General Meeting unless a quorum is present in person or by proxy when the meeting proceeds to business and remains present throughout the meeting; save as herein otherwise provided three in number of the Members entitled to receive notice of and vote at meetings present in person or by proxy shall be a quorum.
- 14. If within half an hour from the time appointed for the meeting a quorum is not present or if, during the meeting, a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
- 15. The Chairman of the Trust appointed under Article 40 shall preside as Chairman at every General Meeting but, if there is no such Chairman of the Trust or if at any meeting such Chairman shall not be present within fifteen minutes after the time appointed for holding the meeting or is for any reason unable or unwilling to preside, the Trustees present shall choose one of their number to preside.
- 16. 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 the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting (except where the meeting has been adjourned for 14 days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting).
- 17. 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 on the declaration of the result of the show of hands) demanded by:-
  - (a) the Chairman; or

- (b) not less than two Members present in person or by proxy having the right to vote at the meeting; or
- (c) any Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman 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 shall, save in the case of manifest error or misconduct, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

- 18. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. A poll demanded on the election of a Chairman or on the question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.

#### VOTES OF MEMBERS

- 19. Every Member shall have one vote, both on a show of hands and on a poll, which may be given personally or by proxy, and the number of votes ("requisite majority") required to carry a resolution shall be as set out in Article 22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not in any circumstances be entitled to a second or casting vote.
- 20. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting,

or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude to vitiate the resolution.

21. All resolutions of the Members shall be Ordinary Resolutions unless the provisions of these Articles or the Act require a Special Resolution. Without prejudice to the foregoing generality, a Special Resolution shall be required to amend these Articles under section 21 of the Act or to change the Trust's name under section 78 of the Act. Where a resolution requires to be passed as a Special Resolution, the resolution must be specified as such in accordance with Article 11 or Article 30 as applicable.
22. A resolution is passed if it is passed:-
  - i. at a Meeting, by the requisite majority of the votes cast by those Members who, being entitled to do so, vote in favour of the resolution in person or by proxy, and, for the avoidance of doubt, no account shall be taken of abstentions or Members absent from the meeting; or
  - ii. by written resolution, by the requisite majority of Eligible Members signifying their agreement to the resolution in an authenticated document which is received by or on behalf of the Trust within 42 days of the Circulation Date;provided always that proper notice of the meeting and the intention to propose the resolution has been given in accordance with these Articles and the Act, or that the written resolution has been circulated to all Eligible Members in accordance with these Articles and the Act. The requisite majority shall be determined, with reference to Article 1, by whether a resolution is an Ordinary Resolution or Special Resolution.
23. A proxy appointed to attend and vote at any meeting in place of a Member shall have the same right as the Member who appointed him to speak at the meeting and need not be a Member of the Trust himself. A person who is entitled to attend, speak or vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Trust by or on behalf of that person. Unless the Member otherwise directs, where a Member who has submitted a valid proxy notice in respect of a meeting subsequently attends the meeting, the notice of proxy shall become invalid for as long as the Member remains present.

24. An instrument appointing a proxy shall be in writing and shall be signed by the appointor or his attorney. The Trustees may, but shall not be bound to, require evidence of the authority of any such attorney.
25. An instrument appointing a proxy must be left at the Registered Office or at such other place (if any) as is specified for that purpose in the notice convening the meeting and is left not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which it is to be used (or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, or, where the poll is held within forty-eight hours of being demanded, at the time at which it was demanded) and in default shall not be treated as valid.
26. An instrument appointing a proxy may be in the usual common form, or in such other form as the Trustees may accept, and shall be deemed to confer authority to demand or join in demanding a poll. An instrument appointing a proxy may specify how the proxy is to vote (or that the proxy is to abstain from voting) on one or more resolutions, and unless it indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
27. A vote given by proxy shall be valid notwithstanding the death or loss of mental capacity of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, loss of mental capacity or revocation shall have been received by the Trust at the Registered Office before the commencement of the meeting or adjourned meeting or poll at which the vote is given. Any revocation of a notice of proxy must be in writing and is subject to the same requirements to which the notice of proxy is subject.

#### WRITTEN RESOLUTIONS

28. Subject to the provisions of the Act, a written resolution shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held. Any resolution that may be passed validly at a General Meeting may be passed as a written resolution except:

- (a) a resolution under the Act to remove a Trustee before his period of office expires; and
  - (b) a resolution under the Act to remove an Auditor before his period of office expires.
29. A written resolution must be sent or submitted in hard copy or electronic form to every Member who is entitled to vote on the resolution (“Eligible Member”) at the time that the first copy of the resolution is sent or submitted to a Member for his agreement (“the Circulation Date”) and must be sent to all Eligible Members:
- (a) at the same time, so far as is reasonably practicable; or
  - (b) by submitting a copy or copies in turn to each Eligible Member (provided it is possible to do so without undue delay); or
  - (c) partly by one method and partly by the other.
- The resolution must be accompanied by a statement advising the Member how to signify his agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. In accordance with sections 291 and 293 of the Act, the accidental failure to comply fully with this Article shall not invalidate a written resolution, if passed.
30. Where a written resolution requires to be passed as a Special Resolution in accordance with Article 21, the resolution must specify it as such. A written resolution is passed when the requirements of Article 22 are satisfied.

#### APPOINTMENT AND RETIREMENT OF TRUSTEES

31. Subject as hereinafter provided, the minimum number of Trustees shall be five, of whom at least one shall be resident in Scotland. The maximum number of Trustees shall be nine. The Members may by Ordinary Resolution from time to time increase or reduce the number of Trustees. Trustees shall be individual persons who support the objects of the Trust and whom the Members or the Trustees shall deem appropriate to be Trustees of the Trust and who are appointed under Article 32.2, 33 or 34. Each Trustee shall be a natural person. Institutions, organisations or other bodies shall not be eligible to become Trustees of the Trust.
- 32.1 Subject to these Articles and in particular Article 32.2 below, the Trustees shall be appointed for an initial term not exceeding 4 years and shall be eligible for re-appointment for any number of subsequent terms not exceeding 4 years. Trustees shall not be required to stand down in between terms of appointment. Euan MacDonald and Kiki MacDonald are to be

known as “Founding Trustees” and shall not be subject to the provisions relating to rotation of Trustees contained in this clause or clause 32.2 below, but shall for all other purposes be subject to these Articles as if references to the Trustees included a reference to the Founding Trustees, unless the context requires otherwise.

32.2 The first Trustees shall be those persons notified to Companies House on form IN01 as the first directors (“the First Trustees”) and shall be appointed for an initial term not exceeding 4 years. One half of the First Trustees (or, if their number is not divisible by two, at least one half of them) shall retire after 3 years. The remaining First Trustees shall retire after 4 years. In each case, they shall then be eligible for re-appointment for any number of subsequent terms not exceeding 4 years. The order of the First Trustees to retire under this Article shall be agreed between the affected Trustees, failing which it shall be determined by lot.

33. The Members may by Ordinary Resolution, for which special notice shall not be required, remove a Trustee at any time and may by a like resolution appoint another person in his place. The Members may also by Ordinary Resolution appoint any person to be a Trustee either to fill a vacancy should one arise for any reason or as an additional Trustee but so that the maximum number of Trustees fixed by or in accordance with these Articles is at no time exceeded. The Members may not remove or appoint new or additional Founding Trustees.

34. The Trustees shall have power at any time and from time to time to appoint any person to be a Trustee either to fill a vacancy should one arise for any reason or as an additional Trustee, but so that the total number of the Trustees shall not at any time exceed the maximum number fixed by or in accordance with these Articles. The Trustees may not so appoint new or additional Founding Trustees.

#### ALTERNATE TRUSTEES

35. A Trustee may not appoint an alternate Trustee or anyone to act on his behalf at meetings of the Trustees.

#### DISQUALIFICATION OF TRUSTEES

36. The office of a Trustee shall be vacated in any of the following events, namely:-

- (a) if he resigns by notice in writing to the Trust at the Registered Office unless after the resignation there would be fewer than two Trustees remaining in office; or
- (b) if he shall enter into an arrangement with his creditors or become apparently insolvent; or
- (c) if a registered medical practitioner who is treating the Trustee gives a written opinion to the Trust stating that the Trustee has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months; or
- (d) if he is prohibited by law from being a Trustee or ceases to be a Trustee by virtue of any provision of the Act, or if he is disqualified from acting as a charity trustee in terms of the 2005 Act; or
- (e) if he shall for more than nine months have been absent without permission of the Trustees from meetings of the Trustees held during that period and the Trustees resolve that his office be vacated; or
- (f) if, in the opinion of the other Trustees, he shall have acted in such a way as would bring the Trust into disrepute and in all the circumstances his removal from office is justified to preserve the reputation of the Trust; or
- (g) if he is removed from office by resolution of the other Trustees on the ground that he is considered to have been in serious or persistent breach of his duties under section 66(1) or (2) of the 2005 Act; or
- (h) if he is removed from office under Article 33 of these Articles; or
- (i) if he is removed from office under the Act.

#### PROCEEDINGS OF THE TRUSTEES

37. The Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless otherwise specifically provided by these Articles, questions arising at any meeting shall be determined by a majority of votes, and in the case of an equality of votes the Chairman shall have a second or casting vote. Any member of the board of Trustees may, and the Secretary (if one is appointed) on the requisition of a Trustee shall, at any time summon a meeting of the Trustees. It shall not be necessary to give notice of a meeting of the board of Trustees to any member thereof for the time being absent from the United Kingdom.

38. Subject to Article 48, the quorum necessary for the transaction of the business of the Trustees may be fixed by the Trustees and unless so fixed at any other number shall be not less than three Trustees. A Trustee shall not be counted in the quorum when any decision is made about a matter upon which that Trustee is not entitled to vote pursuant to Article 48. A meeting of the Trustees at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Trustees for as long as a quorum remains present.
39. The continuing Trustees may act notwithstanding any vacancies, but, if and so long as the number of Trustees is reduced below the minimum number fixed by or in accordance with these Articles, the continuing Trustee or Trustees may act for the purpose of filling such vacancies or of summoning General Meetings of the Trust, but for no other purpose.
40. The Trustees will elect a Chairman of the board of Trustees and such other office bearers (if any) as they consider appropriate and may at any time revoke such appointment or appointments. A person elected to any such office shall automatically cease to hold that office if he ceases to be a Trustee or if he resigns from that office by written notice to that effect. The Chairman of the board of Trustees shall be known as the Chairman of the Trust. If no Chairman of the Trust shall have been appointed, or if at any meeting the Chairman shall not be present within fifteen minutes after the time appointed for holding the same or is for any reason unable or unwilling to preside, the Trustees present may choose one of their number to be Chairman of the meeting.
41. A resolution in writing agreed by a majority of the Trustees entitled to receive notice of a meeting of the Trustees or, as the case may be, of a meeting of a committee of Trustees and to vote upon the resolution shall be as effective as a resolution passed at a meeting of the Trustees or, as the case may be, a committee of the Trustees, duly convened and held, provided that a copy of the resolution is sent to all Trustees eligible to vote and a simple majority of Trustees have signified their agreement to the resolution in an authenticated document or documents which are received by the Trust within 42 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 Trustees has signified their agreement.

42. The Trustees may delegate any of their powers to a committee consisting of such number of Trustees and/or of such other persons (if any) as the Trustees shall at a meeting of Trustees think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Trustees. Any regulations imposed under this Article may be revoked or altered by the Trustees.
43. The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees; provided that no resolution of any committee shall be effective unless a majority of the members of the committee at the meeting are Trustees or unless such resolution is approved by the Trustees. All proceedings of committees must be reported promptly to the Trustees.
44. All acts done by any meeting of the Trustees or any committee, or by any person acting as a Trustee or as a member of a committee, shall, as regards all persons dealing in good faith with the Trust, notwithstanding that there was some defect in the appointment or continuance in office of any Trustee or member of a committee or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee or a member of a committee and had been entitled to vote.
45. The Trustees or any committee may agree to invite additional persons to attend and speak at meetings of the Trustees or committee meetings (as the case may be) for special purposes or to co-opt additional persons to be *de facto* members of any committee, but such additional persons shall not have the right to vote. The Trustees or any committee may seek advice from such persons as it or they shall think fit.
46. Any one or more (including without limitation, all) of the Trustees or the members of a committee may participate in a meeting of the Trustees 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 Trustees from the Chairman of the meeting following disclosure to them of all material points.

Participating by such means shall constitute presence in person at a meeting. Such meeting shall be deemed to have occurred either (i) at the place where most of the Trustees participating are present or, if there is no such majority, (ii) at the place where the Chairman of the meeting is present.

#### CONFLICTS OF INTEREST

47.1 A Trustee shall be deemed to be a Conflicted Trustee in relation to a matter if:-

- (a) the proposed transaction or arrangement under consideration by the Trust is or includes the provision of remuneration by the Trust to that Trustee, or to a person connected to him in terms of the 2005 Act, for services provided to or on behalf of the Trust;
- (b) he has any other interest, direct or indirect (including but not limited to any personal financial interest), in any proposed transaction or other arrangement under consideration by the Trust; or
- (c) a person, firm, or limited company with whom or with which he is deemed to be connected in terms of the Act has an interest, direct or indirect, (including but not limited to any personal financial interest), in any proposed transaction or other arrangement under consideration by the Trust;

unless

- (i) the proposed transaction or arrangement is not one which falls within the scope of Article 47.1(a) and is such that it cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (ii) the only benefit to him is the payment by the Trust of a premium for indemnity insurance for the Trust; or
- (iii) he is not aware of his interest, or he is not aware of the proposed transaction or arrangement in question, and it is not a matter of which he ought reasonably to be aware.

47.2 A Conflicted Trustee must declare the nature and extent of his interest, unless the other Trustees are already aware of it or ought reasonably to be aware of it. Such declaration must be made before the proposed transaction or arrangement has been entered into by the Trust, or, where it relates to an existing transaction or arrangement, as soon as is reasonably practicable, and must be made:-

- (a) at a Trustees' meeting at or before the time discussion begins on the matter;
- (b) by notice in writing to the other Trustees in accordance with the Act; or
- (c) by general notice in accordance with the Act.

If the declaration proves to be or becomes inaccurate or incomplete, a further declaration must be made.

48.1 Subject to Articles 49 – 50, where a Trustee is a Conflicted Trustee, he must declare the nature and extent of his interest in terms of Article 47.2 and the interest must then be dealt with as follows:-

- (a) Other than providing any information requested, the Conflicted Trustee must then take no part in any discussions of the Trustees, may be required by the Chairman to withdraw from the meeting for that item, shall not be counted in the quorum for that part of the meeting, and shall take no part in any vote on the matter;

or

- (b) The non-conflicted Trustees may then (if they form a quorum under Article 38 or 48.2 and are satisfied that it is in the best interests of the Trust to do so), by resolution passed in the absence of the Conflicted Trustee, authorise the Conflicted Trustee to:
  - (i) continue to participate in deliberations leading to the making of a decision and/or to vote; or
  - (ii) disclose to a third party information confidential to the Trust; or
  - (iii) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a person connected to him of any payment or material benefit from the Trust; or
  - (iv) refrain from taking any action required to remove the conflict;

subject always to the terms of the 2005 Act and the Act.

48.2 For the purposes of Article 48.1, if a conflict of interest arises for a Trustee and there are insufficient non-conflicted Trustees of the Trust to form a quorum to vote on the matter, the quorum for the purpose of that decision only shall consist of all non-conflicted Trustees of the Trust notwithstanding the terms of Article 38.

49.1 Subject to Article 49.2, all business transacted by a meeting of Trustees, or by a committee of Trustees, shall be validly transacted notwithstanding the participation in any vote of a Trustee:

- (a) who was disqualified from holding office;

- (b) who had previously retired or who had been obliged by these Articles to vacate office;  
or
- (c) who was not entitled to vote or be counted in the quorum on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- (i) the vote of that Trustee; and
- (ii) that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

49.2 Article 49.1 does not permit a Conflicted Trustee or a connected person to keep any benefit that may be conferred upon him by a resolution of the Trustees or of a committee of Trustees if, but for Article 49.1, the resolution would have been void, or if the Conflicted Trustee has not complied with Article 47.2.

50. The Members may, by ordinary resolution, suspend or relax to any extent (either generally or in relation to any particular matter) the provisions of Articles 47 to 49, subject always to the 2005 Act and the Act.

#### POWERS OF THE TRUSTEES

51. The business of the Trust shall be managed by the Trustees who may pay all expenses incurred in promoting and registering the Trust, and may exercise all such powers of the Trust as are not, by the Act or by these Articles, required to be exercised by the Members in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulation being not inconsistent with the aforesaid provisions as may be prescribed by the Members in general meeting; but no regulation made by the Members in general meeting shall invalidate any prior act of the Trustees which would have been valid if that regulation had not been made.

52. All cheques, and all receipts for moneys paid to the Trust, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine.

53. The Trustees shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Trustees;
- (b) of the names of the Trustees present at each meeting of the Trustees and of any committee of the Trustees or established by the Trustees;
- (c) of all resolutions and proceedings at all meetings of the Trust, and of the Trustees and of the committees of or established by the Trustees.

#### SECRETARY, PRESIDENT AND PATRONS

- 54.1 If the Trustees desire that a Secretary shall be appointed to the Trust, such Secretary shall be so appointed for such term, at such remuneration and upon such conditions as the Trustees may think fit.
- 54.2 The Trustees shall have the power to admit a President and to admit Patrons. The President shall be an individual who is committed to the aims of the Trust and who in the opinion of the Trustees should be appointed as the President. The Patrons shall be individuals, non-profit making organisations or charitable bodies, commercial or other organisations who wish to be associated with the Trust and who in the opinion of the Trustees should be appointed as Patrons. Neither the President nor the Patrons shall be Members of the Trust merely by virtue of their admission as President or as a Patron. The President and the Patrons may attend general meetings of the Trust but may not vote at such meetings. The President and the Patrons shall not be eligible for appointment as Trustees.
- 54.3 Any Secretary, President or Patron appointed under this Article may be removed by the Trustees.

#### THE SEAL

55. The Trust shall not have a Common Seal.

#### ACCOUNTS

56. Accounting records sufficient to show and explain the Trust's transactions and otherwise complying with the Act and the 2005 Act shall be kept at the Registered Office, or at such other place within Scotland as the Trustees think fit, and shall at all times be open to inspection

by the Trustees. Members of the public shall have the right to request and receive a copy of the most recent statement of account of the Trust where it is reasonably requested in accordance with the 2005 Act. Subject to that, no other person shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the Trustees.

#### AUDIT/INDEPENDENT EXAMINATION

57. Auditors or Independent Examiners, as appropriate, shall be appointed and their duties regulated in accordance with the provisions of the 2005 Act.

#### NOTICES

58. Any notice or document may be served by the Trust on any Member in hard copy or in electronic form as permitted by the Act by:-
- (a) handing it to the Member personally;
  - (b) delivering it by hand to the Member's address;
  - (c) sending it by e-mail to the Member's e-mail address;
  - (d) by sending it by post with postage pre-paid, addressed to the Member's address; or
  - (e) sending or supplying it in any other way in which the Act provides for documents or information to be sent or supplied by the Trust, including publication on the Trust's website in accordance with the Act.

For the purpose of this Article, a Member's address shall be his address in the Register of Members or such other address as he may supply to the Trust for the giving of notices to him, and any notice served in accordance with this Article shall be deemed to have been duly served notwithstanding that such Member be then dead or bankrupt and whether or not the Trust have notice of his death or bankruptcy. Where an individual is both a Trustee and Member of the Trust, any notice so served shall be deemed to have been duly served on him as both Trustee and Member.

59. A Member whose address in the Trust's Register of Members is outside the United Kingdom and who has not supplied to the Trust either an address for service within the United Kingdom or an email address, shall not be entitled to receive any notice from the Trust.

60. Any notice or document served under Article 58 shall be deemed to have been served:-
- (a) immediately on being handed to the Member personally;
  - (b) at the expiration of 24 hours after being delivered by hand to the relevant address, sent by email to the Member's email address, or sent by Registered or first class post to the Member's address;
  - (c) at the expiration of 48 hours after being sent by second class post to the Member's address;
  - (d) when the Member receives or is deemed to have received notification of the material's availability on the Trust's website in accordance with the Act, the deemed receipt of which notice shall be determined in accordance with this Article with reference to the means by which the Member was notified of the material's availability, save that if the material is not then available on the website, the notice will only be deemed to have been received when the material is so available; or
  - (e) if earlier, as soon as the Member acknowledges receipt.
61. In proving service, it shall be sufficient to show that:
- (a) the email containing the notice or document was properly addressed and sent;
  - (b) the letter containing the notice or document was properly addressed, stamped and posted or delivered; or
  - (c) receipt of service was acknowledged.
62. Subject to these Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

#### INDEMNITY

63. Subject to the provisions of the Act and of these Articles, a Trustee, Auditor, Independent Examiner, Secretary or other officer of the Trust shall be entitled to be indemnified by the Trust against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

#### LIABILITY OF MEMBERS

64. The liability of the Members is limited. Every Member of the Trust undertakes to contribute to the assets of the Trust in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Trust contracted before the time at which he ceases 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.

#### WIND UP OR DISSOLUTION

65. If upon the winding up or dissolution of the Trust 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 Trust (except in furtherance of a charitable purpose and in accordance with these Articles to a Member that is itself a charity), but shall be given or transferred to some other charitable institution or institutions having objects similar to the Trust and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Article 5 hereof, such institution or institutions to be determined by the Members of the Trust at or before the time of the dissolution, and, if and so far as effect cannot be given to the foregoing provisions, then to some charitable object.