



THE COMPANIES ACT 1985
as amended by THE COMPANIES ACT 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
SCOTTISH SCULPTURE WORKSHOP

1. INTERPRETATION

In these regulations:

"the Act" means the Companies Act 1985 as amended by the Companies Act 1989 including any statutory modification or re-enactment thereof for the time being in force.

"the articles" means the articles of the company.

"clear days" in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"executed" includes any mode of execution.

"office" means the registered office of the company.

"secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.

2. MEMBERS

The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company.

3. CATEGORIES OF MEMBER & QUALIFICATIONS FOR MEMBERSHIP

- 3.1 Membership is open to Directors of the Board of Trustees only, who as individuals share and practice the objectives of the company.

RESTRICTIONS ON MEMBERSHIP

4. No employee of the company may become a member.
5. The directors shall be entitled at their discretion to refuse to admit any person to membership notwithstanding that he or she fulfils one or more of the qualifications under article 3 and is not debarred from membership by article 4.

APPLICATION FOR MEMBERSHIP

6. No person shall become a member of the company unless
 - (a) that person has completed an application for membership in a form approved by the directors, and
 - (b) the directors have approved the application
7. A person applying for admission as a member shall lodge such evidence in support of the application as the directors require.
8. Each application for membership shall be considered by the directors at the first meeting of directors which is held after receipt by the company of the written application (and, if appropriate, supporting evidence) required under the preceding two articles.
9. The directors shall notify each applicant in writing of their decision as to whether or not to admit him or her to membership within seven days after the meeting at which the application is considered.
10. All directors must be members of the company.

CESSATION OF MEMBERSHIP

11. A member of the company shall cease to be a member of the company on death or if they become unable to undertake their duties due to ill health or resigns membership by notice in writing sent to or left with the secretary at the office or resigns as Director by notice in writing sent to or left with the secretary.
12. A person admitted to membership shall automatically cease to be a member if he or she becomes an employee of the company.
13. The directors shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before any final decision is made.

WITHDRAWAL FROM MEMBERSHIP

14. Any person who wishes to withdraw from membership, shall lodge with the company a written and signed notice of retiral (in such form as the directors require); on receipt of such notice by the company, membership will cease. An individual admitted to membership on the basis of nomination by a qualifying body shall automatically cease to be a member if that body withdraws his/her nomination by way of notice to the company to that effect.

GENERAL MEETINGS

15. All general meetings other than annual general meetings shall be called extraordinary general meetings.
16. An extraordinary general meeting shall be convened by the directors on

requisition by members (under section 368 of the Act) or on requisition by a resigning auditor (under section 392(2) of the Act).

17. Subject to the preceding article and to the requirements under section 366 of the Act as to the holding of annual general meetings, the directors may convene general meetings whenever they think fit;

NOTICE OF GENERAL MEETINGS.

18. An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by at least twenty-one days' notice; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.
19. A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.
20. A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
21. Notice of every general meeting shall be given (either 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, by way of electronic communications) to all the members and directors and (if auditors are in office at the time) to the auditors.
22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. No business shall be transacted at any meeting unless a quorum is present; four persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall be a quorum.
24. If the quorum required under the preceding article is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
25. The convener (or, in his/her absence, the vice convener) shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if neither the convener nor the vice-convener is present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson; if there is only one director present and willing to act he or she shall be chairperson.

26. If no director willing to act as chairperson is present within half an hour after the time appointed for holding the meeting, the members present shall elect one of their number to be chairperson.
27. The chairperson may with the consent of the 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.
28. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
29. Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
30. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by the chairperson or by at least two members having the right to vote at the meeting and a demand by a person as proxy for a member shall be deemed to be a demand by such member.
31. Unless a poll is demanded in accordance with the preceding article, a declaration by the chairperson 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 minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
32. The demand for a poll may before the poll is taken, be withdrawn but only with the consent of the chairperson; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn.
33. If a poll is demanded in accordance with article 38, it shall be taken at once by means of a secret ballot of all the persons present and entitled to vote (whether as

members or as proxies for members) conducted in such manner as the chairperson may direct; the result of such poll shall be declared at the meeting at which the poll was demanded.

34. A resolution in writing signed by all the members shall be as effectual as if it had been passed at a general meeting duly convened and held; it may consist of several documents in the same form each signed by one or more members.

VOTES OF MEMBERS

35. Every member shall have one vote which may be given either personally or (whether on a show of hands or on a poll by proxy)
36. A member who wishes to appoint a proxy to vote on her/his behalf at any meeting (or adjourned meeting)
- (a) shall lodge with the company, at the registered office not less than 48 hours before the time for holding the meeting (or, as the case may be adjourned meeting), a written instrument of proxy (in such form as the directors require), signed by her/him; or
 - (b) shall send to the company at such address as may have been notified to the members by the company for that purpose, an electronic communication containing the appointment of a proxy, providing such electronic communication is received by the company at such address not less than 48 hours before the time for holding the meeting.
 - (c) An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform to the preceding provisions of this article, or which is not lodged or sent in accordance with such provisions, shall be invalid.
37. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
38. 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.
39. A vote given, or poll demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a poll had terminated prior to the giving of such vote or demanding of such poll unless notice of such termination was received by the company at the office before the commencement of the meeting or adjourned meeting at which the vote was given or the poll demanded.
40. In the case of an equality of votes, whether on a show of hands or on a poll, the

chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

41. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

MAXIMUM AND MINIMUM NUMBER OF DIRECTORS

42. The maximum number of directors (other than alternate directors) shall (unless otherwise determined by special resolution) be eight and (unless otherwise determined by special resolution) the minimum number of directors shall be four.

APPOINTMENT, RETIRAL, RE-APPOINTMENT

43. Any person appointed as a director at a annual general meeting shall also be appointed as a member.
44. At a annual general meeting the company may by ordinary resolution appoint as a director any member in respect of whom a written notice of willingness to accept such an appointment has been received in compliance with the preceding article.
45. The directors may at any time appoint any member (providing he or she is willing to act) to be a director either to fill a vacancy or as an additional director.
46. At the first annual general meeting all the directors shall retire from office.
47. At each annual general meeting (other than the first):
 - a) all directors who have been appointed by the directors since the date of the last annual general meeting shall retire from office and
 - b) all directors who have served for a term of three years in total shall retire from office and
 - c) all directors who have served for a total of six years, shall retire from office and shall not be entitled to re-appointment. For three years.
48. The company may at any annual general meeting by ordinary resolution reappoint any director who retires from office at the meeting under articles 47 (a) and 47 (b) (providing he or she is willing to act); if any such director is not re-appointed, he or she shall retain office until the meeting appoints someone in her or his place or if it does not do so, until the end of the meeting

DISQUALIFICATION AND REMOVAL OF DIRECTORS

49. A director shall vacate office if:
- (a) s/he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director.
 - (b) s/he becomes bankrupt or apparently insolvent
 - (c) s/he becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (d) s/he becomes an employee of the company
 - (e) s/he ceases to be a member of the company
 - (f) s/he resigns office by notice to the company or
 - (g) he or she is absent (without permission of the directors) from more than three successive meetings of directors held in any period of one year or more and the directors resolve to remove her/him from office.

APPOINTMENTS TO EXECUTIVE OFFICE

50. Directors shall be appointed to hold the offices of convener, vice convener, treasurer and such other executive offices as the directors may consider appropriate; each such office shall be held, subject to article 49, until the conclusion of the annual general meeting which next follows appointment.
51. The appointment to executive office under the preceding article shall, subject to article 23, be made at a meeting of directors held as soon as reasonably practicable after the incorporation of the company and thereafter at a meeting of directors held immediately after each annual general meeting.
52. A director whose period of executive office expires under article 47 (b) may be re-appointed to such office (providing he or she is willing to act).
53. The appointment of any director to executive office shall terminate if he or she ceases to be a director or if he or she resigns from such executive office by notice to the company.
54. If the appointment of any director to executive office terminates under the preceding article, the directors shall, at a meeting of directors held as soon as reasonably practicable after such termination, appoint another director to hold such office in her/his place; a director so appointed shall (subject to article 53) hold such executive office until the conclusion of the first annual general meeting which follows such appointment.

DIRECTORS' INTERESTS

55. Subject to the provisions of the act and clause IV of the memorandum of association and provided that he or she has disclosed to the directors the nature and extent of any material interests of his/hers, a director notwithstanding her/his office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested; and
 - (c) shall not, by reason of his/her office, be accountable to the company for any benefit which he or she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.
56. For the purpose of the preceding article:
- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified, and
 - (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of his/hers.

DIRECTORS' REMUNERATION AND EXPENSES

57. No director shall be entitled to remuneration, whether in respect of his/her office as director or as holder of any executive office under the company.
58. The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings, meetings of committees of directors or meetings of general committees (as defined in article 92) or otherwise in connection with the discharge of their duties.

POWERS OF DIRECTORS

59. Subject to the provisions of the act, the memorandum of association and the articles and to any directions given by special resolution, the business of the

company shall be managed by the directors who may exercise all the powers of the company.

60. No alteration of the memorandum of association of these articles and no direction given by special resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.
61. The powers conferred by article 59 shall not be limited by any special power conferred on the directors by the articles. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
62. The directors may, by power of attorney or otherwise, appoint any person to be an agent of the company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of his/her powers.

PROCEEDINGS OF DIRECTORS

63. Subject to the provisions of the articles, the directors may regulate their proceedings, as they think fit.
64. Any director may call a meeting of the directors or request the Secretary to call a meeting of the directors.
65. Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.
66. A director who is also an alternate director shall be entitled in the absence of her/his appointer to a separate vote on behalf of her/his appointer in addition to her/his own vote.
67. The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed at any other number, shall be the nearest whole number representing two thirds of the total number of directors (but such that alternate directors shall not be counted in determining the total number of directors); a person (other than a director) acting as alternate director shall, if her/his appointer is not present, be counted in the quorum.
68. The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, he or she may act only for the purpose of filling vacancies or of calling a general meeting.
69. Unless he or she is unwilling to do so, the convener shall preside as chairperson at every meeting of directors at which he or she is present.

70. If the convener is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the vice convener shall act as chairperson; if the vice convener is not willing to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
71. All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
72. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held; it may consist of several documents in the same form each signed by one or more directors.
73. A resolution signed by an alternate director need not also be signed by his/her appointer; a resolution signed by a director who has appointed an alternate director need not be signed by the alternate director in that capacity.
74. Except as otherwise provided by the articles, a director shall not vote at meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless the interest or duty arises only because the case falls within either or both of the following paragraphs:
 75. the resolution relates to the giving to the director of a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by the director for the benefit of, the company or any of its subsidiaries, or
 76. the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part (and whether alone or jointly with others) under a guarantee or indemnity or by the giving of security.
77. For the purposes of the preceding article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company) connected with a director shall be treated as an interest of the director; an interest of the appointer of an alternate director shall be treated as an interest of the alternate director.

78. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.
79. The company may by special resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of the directors or at a meeting of a committee of directors.
80. Where proposals are under consideration concerning the appointment of two or more directors to executive offices with the company the proposals may be divided and considered in relation to each director separately; provided he/she is not for another reason precluded from voting, each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his/her own appointment.
81. If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; the chairperson's ruling in relation to any director other than her/himself shall be final and conclusive.
82. The directors may invite or allow any person to attend and speak, but not to vote, at any meeting or meetings of the directors or of any committee of the directors.

ALTERNATE DIRECTORS

83. A director (other than an alternate director) may, if so permitted by resolution of the directors, appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by her/him.
84. An alternate director shall, subject to the following article, be entitled to be given notice of all meetings of directors and of all meetings of committees of directors and meetings of general committees of which his/her appointer is a member, to attend and speak at any such meeting at which the director appointing her/him is not personally present and generally to perform all the functions of the appointer as a director in his/her absence.
85. No notice of a meeting of directors, a meeting of a committee of directors or a meeting of a general committee need be given to an alternate director who is absent from the United Kingdom.
86. An alternate director shall not be entitled to receive any remuneration from the company for his/her services as an alternate director.
87. An alternate director shall, subject to the following article, cease to be an alternate director if his/her appointer ceases to be a director.

88. If a director retires (by rotation or otherwise) but is re-appointed at the meeting at which he or she retires, any appointment of an alternate director made by her/him which was in force immediately prior to the retirement shall continue after his/her re-appointment.
89. An appointment or removal of an alternate director may be effected by notice given to the company at the office signed by the director making or revoking the appointment or may be effected in any other manner approved by the directors.
90. An alternate director shall alone be responsible for her/his own acts and defaults; an alternate director shall not be deemed to be the agent of the director appointing him/her.
91. References in the articles to directors shall, unless the context otherwise requires, be construed as including alternate directors.

DELEGATION TO COMMITTEES OF DIRECTORS AND HOLDERS OF EXECUTIVE OFFICE

92. The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the convener or any director holding any other executive office such of their powers as they consider desirable to be exercised by her/him.
93. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
94. Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

DELEGATION TO GENERAL COMMITTEES

95. For the purposes of the articles, "general committee" means a committee appointed by the directors whose constitution complies with article 96.
96. The directors may, subject to articles 100, 101, 102, delegate to any general committee all such powers as the directors may think fit; any such delegation shall be made collaterally with, and not to the exclusion of, the directors' powers and may be revoked or altered.
97. The members of a general committee shall include at least one director and a majority of the other members of the committee shall be members of the company. The remaining members of the committee need not be members of the company.
98. The director included among the members of a general committee (or if more than

one director is included among the members of the committee, the director appointed to such office at a meeting of directors) shall hold office as convener of the committee.

99. Each general committee shall regulate its proceedings in accordance with the directions issued by the directors and shall give effect to any instructions or decision on matters of principle issued or made by the directors.
100. Unless otherwise determined by special resolution, the following matters shall be excluded from delegation to any general committee:
 - (a) any introduction of a new policy or any change in policy which could have a significant impact on the company or which would fall within the responsibility of another committee or conflict with the declared policy of another committee;
 - (b) any matter involving expenditure not in accordance with the financial regulations of the company;
 - (c) any capital building project;
 - (d) the appointment or dismissal of any employee of the company.
 - (e) All contracts with third parties in connection with the discharge of the functions of a general committee shall be entered into by the convener of the committee or, in her/his absence, by some other director of the company; no member of a general committee (other than a director) shall contract, or hold her/himself out as contracting, on behalf of the company.
101. All acts done by a general committee shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the committee or that any member of the committee was not qualified to act as such, be as valid as if every such person had been duly appointed and was so qualified.
102. A resolution in writing signed by all the members of a general committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held; it may consist of several documents in the same form each signed by one or more members of the committee.
103. A resolution signed by an alternate director appointed by a director who is a member of a general committee need not also be signed by her/his appointer; a resolution signed by a member of a general committee who has appointed an alternate director need not be signed by the alternate director in that capacity.

SECRETARY

104. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

105. The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors, meetings of committees of directors and meetings of general committees; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present.

ACCOUNTS

106. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

AUDITORS

107. Auditors of the company shall be appointed and their duties regulated in accordance with the Act.

NOTICES

108. Any notice to be given in pursuance of these articles shall be in writing; the company may give such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address; alternatively, in the case of a member who has notified the company of an address to be used for the purpose of electronic communications, the company may give any notice to that member by way of an electronic communication.
109. Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty-four 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.
110. Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any electronic communication was 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.
111. A member present at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

WINDING-UP

112. If the company is wound up, the liquidator shall transfer the assets of the company to an appropriate body in accordance with the provisions of the memorandum of association.

INDEMNITY

113. Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 309A, 309B and 310 of the Act) out of the assets of the company against any loss or liability which he or she may sustain or incur in connection with the execution of his/her duties of office including, without prejudice to that generality (but only to the extent permitted by sections 309A, 309B and 310 of the Act), any liability incurred in defending any proceedings, whether civil or criminal, in which judgment is given in her/his favour or in which he or she is acquitted or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.