

THE COMPANIES ACTS 1985 – 2006

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

**ARTICLES OF ASSOCIATION
OF
VOLUNTEER DEVELOPMENT SCOTLAND LIMITED
SC106743**

Adopted 23rd November 2022

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ARTICLES of ASSOCIATION

Of

**VOLUNTEER DEVELOPMENT SCOTLAND LIMITED
(the Company)
(Co. No SC106743)**

(Adopted by special resolution on 23rd November 2022)

Overarching Provisions

1. The name of the Company is “Volunteer Development Scotland Limited”.
2. The registered office of the Company will be situated in Scotland.

Charitable Objects

3. This article shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the Company such that any activity which would otherwise be permitted by the terms of any article may be carried on only if that activity furthers a purpose which is regarded as charitable as defined in the purposes of the Charities and Trustees Investment (Scotland) Act 2005 (the “**2005 Act**”) and section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force). Subject to that over-riding qualification, the Company’s objects are:-

To encourage, stimulate and support volunteering principally in Scotland, and in carrying out this object to advance education, to relieve poverty, sickness and distress and in general to benefit the community.

Powers

- 4.1 In pursuance of those aims (but not otherwise) the Company shall have the following powers:-
 - a) To promote and organise co-operation in the achievement of the above purposes and to that end bring together representatives of voluntary organisations, statutory authorities and business sector bodies engaged in the furtherance of the above purposes.

- b) To advise in relation to, prepare, organise and/or conduct seminars, conferences, exhibitions and training courses, and educational and training events and programmes of all kinds.
- c) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings and display materials.
- d) To advise in relation to, commission and/or conduct research projects and programmes and to publish and promote the findings of such research.
- e) To provide other information, advisory and support services which further the aims of the Company.
- f) To liaise with central government authorities and agencies, local authorities, local enterprise agencies, local economic development companies, educational establishments, charitable/community benefit bodies and others, all with a view to furthering the aims of the Company.
- g) To carry on any activity which may be advantageously carried on in connection with any of the objects of the Company.
- h) To promote companies whose activities may further one or more of the above objects or may generate income to support the activities of the Company, acquire and hold shares, stocks, debentures and other interests in such companies and carry out, in relation to any such company which is a subsidiary of the Company, all such functions as may be associated with a holding company.
- i) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the Company.
- j) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the Company.
- k) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the Company.
- l) To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the Company.
- m) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- n) To borrow money and give security for the payment of money by, or the performance of other obligations of, the Company or any other person.
- o) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

- p) To remunerate any individual in the employment of the Company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the Company and the partner, relatives and dependents of any such individual; and to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- q) To pay training and other allowances to unemployed trainees.
- r) To promote any private Act of Parliament, Provisional Order and other authority to enable the Company to carry out its objects, alter its constitution, and achieve any other purpose which may promote the Company's interests; and 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 obtain from any such organisation, government or authority any charter, right, privilege or concession.
- t) To enter into any arrangement for sharing profit, co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- u) To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- v) To effect insurance against risks of all kinds including indemnity insurance for Trustees.
- w) To invest funds not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirements) and to dispose of and vary such investments and securities.
- x) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the Company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the Company is authorised to carry on.
- y) To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the Company.
- z) To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the Company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the Company is authorised to amalgamate.
- aa) To transfer all or any part of the undertaking, property and rights of the Company to any body, incorporated or unincorporated, with which the Company is authorised to amalgamate.

- bb) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the Company or with the furtherance of its objects.
- cc) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the Company.
- dd) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the Company, whether by way of subscriptions, grants, loans, donations or otherwise.
- ee) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- ff) To do anything which may be incidental or conducive to the attainment of any of the objects of the Company.

And it is declared that in this article where the context so admits, “property” means any property, heritable or moveable, real or personal, wherever situated.

4.2 Subject to article 4.3,

- a) the income and property of the Company shall be applied solely towards promotion of its objects as set out in article 3 of these articles of association;
- b) no part of the income or property of the Company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the members of the Company;
- c) no Trustee shall be appointed to any office under the Company in respect of which a salary or fee is payable and no benefit in money or money’s worth shall be given by the Company to any Trustee except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the Company.

4.3 The Company shall, notwithstanding the provisions of article 4.2, be entitled:

- a) to pay interest at a rate not exceeding a commercial rate on money lent to the Company by any Trustee or member of the Company;
- b) to pay rent at a rate not exceeding the open market rent for premises let to the Company by any Trustee or member of the Company; and
- c) to purchase assets from, or sell assets to, any Trustee or member of the Company providing such purchase or sale is at market value.

Asset Lock

- 5.1 If on the winding-up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the members of the Company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the Company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does article 4.2 of these articles of association.
- 5.2 The body or bodies to which property is transferred under article 5.1 shall 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 may acquire jurisdiction.
- 5.3 To the extent that effect cannot be given to the provisions of articles 5.1 and 5.2, the relevant property shall be applied to some other charitable object or objects.

Membership

6. The subscribers to the memorandum of association and such other individuals and bodies as are admitted to membership under the articles of association of the Company in force from time to time shall be the members of the Company.
7. Membership shall cease on death or, in the case of a member which is a corporate body, on the administration, liquidation, receivership or dissolution of that body.
8. A member may not transfer their membership to any other person.
9. Where an unincorporated voluntary association operating a member organisation changes its legal status to become an incorporated body, the Company shall recognise the incorporated body as the successor in membership to such association without any requirement for the incorporated body to be separately admitted as a member.
10. The liability of the members is limited.
11. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of debts and liabilities of the Company contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required but not exceeding one pound (£1).

Qualifications for membership

12. Subject to articles 13, 14, 15 and 16, membership shall be open to:
 - a) any individual who supports the aims of the Company;
 - b) any incorporated body which wishes to support the aims of the Company; and

- c) any individual nominated by an unincorporated body which wishes to support the aims of the Company.
13. No employee of the Company may become a member and a person admitted to membership shall automatically cease to be a member if they become an employee of the Company.
14. The Trustees shall be entitled at their discretion to refuse to admit any individual/body to membership even if they are qualified for membership under article 12 and are not debarred from membership by article 13.
15. The Trustees shall be bound to refuse to admit an applicant nominated by an unincorporated body if, at the time when the application is considered, another individual nominated by that body is entered as a current member in the register of members.
16. An individual or body, once admitted to membership, will (subject to article 7) remain a member unless and until their membership is terminated under articles 21, 22, 23 or 24.

Application for membership

17. Any individual/body who/which wishes to become a member shall lodge with the Company a written application for membership (in such form as the Trustees require), signed by them or (in the case of an application by a corporate body) signed by the appropriate officers of that body; in the case of an individual applying for membership on the basis of nomination by an unincorporated body, the application shall also be signed by the appropriate officers of that body.
18. Members shall not be required to pay an annual membership subscription.
19. Each application for membership shall be considered by the Trustees at the first meeting of the Trustees, which is held after receipt by the Company of the written application.
20. The Trustees shall, within a period of seven days after the meeting at which an application for membership is considered, notify the applicant in writing of the Trustees' decision as to whether or not to admit them to membership.

Withdrawal from membership

21. Any individual/body who/which wishes to withdraw from membership shall lodge with the Company a written notice of retiral (in such form as the Trustees require), signed by them or (in case of a corporate body) signed by the appropriate officers of that body; on receipt of the notice by the Company they shall cease to be a member.
22. An individual admitted to membership on the basis of nomination by an unincorporated body shall cease to be a member on receipt by the Company of notice withdrawing their nomination, signed by the appropriate officers of that body.

Expulsion from membership

23. The Trustees may, by resolution passed at any meeting of Trustees, expel any member for good and sufficient reason, providing the following procedures have been observed:
- a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - b) the member concerned shall be entitled to be heard on the resolution at the meeting of Trustees at which the resolution is proposed, prior to the resolution being put to the vote; and
 - c) at least two thirds (to the nearest round number) of the Trustees then in office vote in favour of the resolution.
24. An individual or body expelled from membership under article 23 shall cease to be a member with effect from the time at which the relevant resolution is passed by the board of Trustees.

General meetings

25. Not more than 15 months shall elapse between one annual general meeting and the next.
26. The Trustees must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act); the Trustees may convene a general meeting at any time.
27. The business of each annual general meeting shall include:
- a) consideration of the annual report from the Trustees on the activities of the Company;
 - b) consideration of the annual accounts of the Company;
 - c) the appointment of Trustees in accordance with these articles.

Notice of general meetings

28. At least 21 clear days' notice must be given of an annual general meeting or general meeting. The reference to "clear days" in these articles shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
29. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (see article 34) (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.
30. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.

31. Notice of every general meeting shall be given to all the members and Trustees and to the auditors.
32. If a special resolution, as defined in article 34 below, or a resolution requiring special notice under the Act is to be proposed, at least 42 days clear notice must be given of the annual general meeting or general meeting at which the special resolution is to be proposed.
33. If pursuant to article 45 the Trustees determine that a general meeting shall be held wholly or partly by means of electronic facility or facilities, the notice shall:
 - a) include a statement to that effect;
 - b) specify the means, or all different means, of attendance and participation thereat; and
 - c) state how it is proposed that persons attending or participating in the meeting electronically should communicate during the meeting.

Special resolutions and ordinary resolutions

34. For the purposes of these articles, a “special resolution” means a resolution passed by a majority of not less than 75% in accordance with the provisions of the Act.
35. 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) (subject to the provisions of the Act and the 2005 Act) to alter the Company’s objects; and / or
 - c) (subject to the provisions of the Act and the 2005 Act) to alter any provision of these articles or adopt new articles of association.
36. For the purposes of these articles, an “ordinary resolution” means a resolution passed by a simple majority in accordance with the provisions of the Act.

Proceedings at general meetings

37. No business shall be transacted at any meeting unless a quorum is present; 25 members, present in person (including by electronic means in accordance with article 45) (and in the case of a corporate body, represented by an authorised representative), shall be a quorum.
38. If the quorum required under article 37 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.
39. The Chair of Volunteer Development Scotland shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if the Chair is not present and willing to

act as chairperson within half an hour of the time appointed for holding the meeting, any Vice-Chair of the Company shall act as chairperson if they are willing to do so. If the Chair is not so present and there is more than one Vice-Chair present and willing to act as chairperson, the Trustees present shall elect one of the Vice-Chairs to act as chairperson.

40. If neither the Chair nor a Vice-Chair is present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the Trustees present shall elect one of their number to act as chairperson; if there is only one Trustee present and willing to act, they shall be chairperson.
41. The Chair, and all Trustees (including any of them who is not a member), shall be entitled to attend and speak at any general meeting.
42. The chairperson may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests them to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.
43. Subject to article 45, a resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a poll is demanded by the chairperson or by at least 2 members present in person (or, in the case of a corporate member, present via an authorised representative) at the meeting.
44. If a poll is demanded in accordance with the preceding article, it shall be taken at once and shall be conducted in such manner as the chairperson may direct; the result of the poll shall be declared at the meeting at which the poll was demanded.
45. The Trustees may resolve to enable persons entitled to attend and participate in a general meeting to do so (wholly or partly) by simultaneous attendance and participation by means of electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy or by means of an electronic facility or facilities (as so determined by the Trustees) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chairperson of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility or facilities) are able to:
 - a) participate in the business for which the meeting has been convened;
 - b) hear all persons who speak at the meeting; and
 - c) be heard by all other persons attending and participating in the meeting.
46. Where a vote on a resolution at a meeting is put to a poll, votes submitted to the Company in advance of the meeting by proxy shall be included in the votes on such resolution.

Written resolutions

47. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- a) a copy of the proposed resolution has been sent to every eligible member;
 - b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified their agreement to the resolution; and
 - c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
48. A resolution in writing may comprise several copies to which one or more members have signified their agreement.
49. In the case of a member that is an organisation (whether incorporated or unincorporated), its officers or authorised representatives may signify their agreement to any resolution.

Votes of members

50. Every member shall, whether an individual or an organisation, have one vote.
51. In the case of an equality of votes at a general meeting, 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 they have.
52. A member who/which wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting) shall lodge with the Company, at the Company's registered office or electronically by such means as the Trustees shall determine, 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 Trustees require), signed by them or, in the case of a corporate body, signed by the appropriate officers of that body; an instrument of proxy which does not conform with the preceding provisions or which is not lodged in accordance with such provisions shall be invalid.
53. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
54. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who/which appointed them to speak at the meeting and need not be a member of the Company.
55. A member which is a corporate body may authorise any individual to act as their representative at any general meeting of the Company; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which they represent as that body could exercise if they were an individual member.
56. A vote given, or poll demanded, by proxy or by the authorised representative of a corporate member shall be valid notwithstanding that the authority of the person voting or demanding

a poll has 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 Company's registered office or electronically by such means as the Trustees shall determine, before the commencement of the meeting or adjourned meeting at which the vote was given or the poll demanded.

57. 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.
58. Notwithstanding the requirements set out in these articles and in the Act to address the voting of members on ordinary and special resolutions of the Company, the Trustees may make such arrangements as they see fit to facilitate the holding of polls of the members in respect of matters which do not require formal resolution in terms of these articles or in terms of the Act. Such polls may be conducted of the members in general meeting or of the members outwith a general meeting, provided always that where a poll is being conducted outwith a general meeting:
- a) such polls are communicated to all members of the Company entitled to vote on such poll;
 - b) reasonable arrangements are put in place to allow all members to participate in such polls (which may include by electronic communication); and
 - c) voting is on the basis of one member one vote.

Categories of Trustee

59. For the purposes of these articles:

"Member Trustee" means a Trustee appointed or re-appointed from Volunteer Development Scotland's membership; and

"External Trustee" means a Trustee appointed or re-appointed from outwith Volunteer Development Scotland's membership.

60. Save in respect of the specific responsibilities of any office to which a Trustee may be appointed, each Member Trustee and External Trustee shall have the same responsibilities, duties and rights as each other Trustee of the Company and there shall be no distinction between such Trustees save as regards their method of appointment and termination as set out in these articles.

Number of Trustees

61. The maximum number of Trustees shall be 15, of whom a minimum of at least half shall be Member Trustees.

Appointment of Trustees

62. The Trustees may co-opt any person to fill any casual vacancy as a Trustee, subject always to the terms of these articles. Any requirements relating to composition of the Board and Trustee categories must be observed when co-opting. Any person co-opted as a Trustee shall hold office until the next annual general meeting and shall be eligible to be re-appointed as a Member Trustee or an External Trustee pursuant to the terms of articles 63 - 69 of these articles with effect from such meeting.
63. Except in the case of Trustees co-opted to fill a casual vacancy, all Member and External Trustees shall be appointed following an appointment process with effect from the next occurring annual general meeting, in accordance with the procedures set out in these articles and as may otherwise be determined by the Trustees from time to time.
64. Each Trustee appointed with effect from an annual general meeting shall serve a term of office until the third annual general meeting following the meeting from which they were appointed (a **Term**).
65. The Board shall establish a Governance Committee of the Board which shall be responsible for assessing candidates for appointment as Member Trustees and for identifying and assessing candidates for appointment as External Trustees.
66. Trustee recruitment and recommendations by the Governance Committee will be based on merit and an individual's skills and experience.
67. The Governance Committee shall recommend to the members and Trustees all individuals wishing to stand for appointment as External and Member Trustees who the Governance Committee at their discretion have determined to have met the required standard.
68. Except in the case of a Trustee who is co-opted to the Board to fill a casual vacancy, every Trustee:
- 68.1 shall be eligible to serve a maximum of two consecutive Terms (excluding any period during which they served as a co-opted Trustee in advance of their appointment from an annual general meeting), in accordance with articles 68.2 and 68.3 below;
- 68.2 at the third annual general meeting after the date on which they were appointed as a Trustee must stand down but may offer themselves for re-appointment as a Member Trustee or External Trustee (as appropriate); and
- 68.3 at the sixth annual general meeting after the date on which they were appointed as a Trustee must stand down and may not offer themselves for re-appointment.
69. Those persons recommended by the Governance Committee for appointment as either Member Trustees or External Trustees shall be put to the members for approval by such means as the Board shall determine and thereafter shall be appointed by resolution of the Trustees.

Disqualification and removal of Trustees

70. A Trustee shall vacate office if:

- a) they cease to be a Trustee by virtue of any provision of the Act or becomes prohibited by law from being a Trustee;
- b) they are sequestrated;
- 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 6 months;
- d) they become an employee of the Company;
- e) (in the case of a Member Trustee) they cease to be a member of the Company or, in the case of a Trustee nominated by a corporate body who is a member, that body ceases to be a member of the Company;
- f) they resign office by notice to the Company;
- g) they are absent (without permission of the Trustees) from more than three successive meetings of Trustees and the Trustees resolve to remove them from office;
- h) they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act;
- i) they are or become disqualified from being a charity trustee pursuant to section 69 of the 2005 Act; have been suspended or removed as a charity trustee pursuant to section 34 of the 2005 Act; or have been the subject of any direction issued by Office of the Scottish Charity Regulator pursuant to section 28 and/or section 31 of the 2005 Act;
- j) following an investigation carried out in accordance with the terms of the Company's document setting out the standards of good practice and guidance regarding Trustees' responsibilities, they are found to be or have been in serious or persistent breach of any duties imposed on charity trustees pursuant to section 66 of the 2005 Act;
- k) they are or have been in serious or persistent breach of the Company's document setting out the standards of good practice and guidance regarding Trustees' responsibilities and, as a result of such breach, two thirds of the other Trustees vote in favour of the Trustee's removal from office at a meeting of the Trustees convened for that purpose;
- l) they are involved in a formal arrangement with all of their creditors;
- m) they are sentenced to prison for a month or more or have been convicted of a crime of dishonesty for which the rehabilitation period in terms of the Rehabilitation of Offenders Act 1974 has not expired or for which rehabilitation is excluded in terms of the said Act;
- n) they are involved in any legal proceedings in any court or tribunal by or against the Company;

- o) they have been removed from a charity under section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990; or
- p) they have had a Disqualification Order made against them under the Company Directors Disqualification Act 1986.

Appointments to offices of the Board

- 71. Subject to articles 72 to 76, Trustees shall be appointed to hold the offices of Chair, up to 2 Vice Chairs, Treasurer (if appointed) and any other offices which the Trustees may consider appropriate.
- 72. The Trustees will appoint office bearers from the Trustees appointed in accordance with the provisions of these articles, in accordance with procedures as may be determined by the Trustees from time to time. Notwithstanding the foregoing, at any time where any of the offices of Chair, Vice Chair(s), Treasurer and any other offices which the Trustees may consider appropriate are vacant, the Trustees shall be entitled to advertise for and appoint a suitably qualified person as a Trustee and to hold such office as a co-opted Trustee or to recommend such person to be appointed as a Member Trustee or an External Trustee (as appropriate) in accordance with the other provisions of these articles.
- 73. Each office shall be held for three years or, if later, until the third annual general meeting after their date of appointment; a Trustee whose period of office expires under this article may (subject to article 74) be re-appointed to that office under article 72 (providing they are willing to act).
- 74. A Trustee may hold an office under article 72 for a maximum of two terms, after which they shall not be eligible for re-appointment unless they are subsequently reappointed as a Trustee in accordance with the provisions of article 68.
- 75. The appointment of any Trustee to an office under article 72 shall terminate if they cease to be a Trustee or if they resign from that office by notice to the Company.
- 76. If the appointment of a Trustee to any office under article 72 terminates, the Trustees shall appoint another Trustee to hold the office in their place.
- 77. The CEO of the Company from time to time (or other most senior employee of the Company by whatever name called) shall be entitled to attend and speak at meetings of the Board and at general meetings of the Company, but shall not be entitled to participate in any vote of the Board or of the members.

Personal interests

- 78. Subject to the provisions of the Act and of article 4 and provided that they have disclosed to the other Trustees the nature and extent of any personal interest which they have (unless immaterial), a Trustee (notwithstanding their office):
 - a) may be a party to, or have some other personal interest in, any transaction or arrangement with the Company or any associated company;

- b) may be a party to, or have some other personal interest in, any transaction in which the Company or any associated company has an interest;
 - c) may be a Trustee or secretary of, or employed by, or have some other personal interest in, any associated company; and
 - d) shall not, because of their office, be accountable to the Company for any benefit which they derive from any such office or employment or from any such transaction or arrangement or from any interest in any such company and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.
79. For the purposes of the preceding article, an interest of which a Trustee has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs; the references to “associated company” shall be interpreted as references to any subsidiary of the Company or any other company in which the Company has a direct or indirect interest.

Trustees’ remuneration and expenses

80. No Trustee shall be entitled to any remuneration, whether in respect of their office as Trustee or as holder of any office under article 72.
81. The Trustees may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of Trustees, general meetings or meetings of committees of Trustees or otherwise in connection with the carrying-out of their duties.

Powers of Trustees

82. Subject to the provisions of the Act, the 2005 Act and these articles and to any directions given by ordinary resolution, the business of the Company shall be managed by the Trustees who may exercise all the powers of the Company.
83. A meeting of Trustees at which a quorum (under article 88) is present may exercise all powers exercisable by the Trustees.

Proceedings of Trustees

84. Subject to the provisions of these articles, the Trustees may regulate their proceedings as they think fit.
85. Any Trustee may call a meeting of the Trustees or request the secretary to call a meeting of the Trustees.
86. Questions arising at a meeting of Trustees 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.
87. The Trustees shall meet at least 4 times a year.

88. The quorum 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 six; notwithstanding the preceding provisions of this article, a quorum shall not be deemed to be constituted (subject to article 88) unless at least one of the office-bearers referred to in article 71 is present at the meeting.
89. If there are no office-bearers present at a meeting of Trustees and it is considered by the Trustees present that there would be a risk of serious prejudice to the Company's interests if consideration of a particular matter due to be considered at that meeting were postponed, the quorum for the transaction of business shall be deemed to be satisfied if six Trustees are present notwithstanding that no office-bearers are present.
90. The continuing Trustees or a sole continuing Trustee may act notwithstanding vacancies but if the number of remaining Trustees is less than the number fixed as the quorum, they or they may act only for the purpose of filling vacancies or of calling a general meeting.
91. Unless they are unwilling to do so, the Chair shall preside as chairperson at every meeting of Trustees at which they are present; if the Chair is unwilling to act as chairperson or is not present within thirty minutes after the time appointed for the meeting, a Vice-Chair shall preside as chairperson of the meeting if they are willing to do so. If the Chair is not so present and there is more than one Vice-Chair present and willing to act as chairperson, the Trustees present shall elect one of the Vice-Chairs to act as chairperson. and if there is no Vice-Chair willing to preside as chairperson or present the Trustees present may appoint one of their number to be chairperson of the meeting.
92. The Trustees may allow any person who they consider reasonably appropriate to attend and speak at any meeting of the Trustees (for example, Company staff, unpaid advisers etc.); for the avoidance of doubt, the observers shall be entitled to attend and speak at meetings of Trustees but shall not be entitled to vote.
93. For the avoidance of doubt, individuals attending meetings of Trustees under the preceding article shall not be deemed to be Trustees for the purposes of these articles or any statutory provision.
94. A Trustee shall not vote at a meeting of Trustees or at a meeting of a committee of Trustees on any resolution concerning a matter in which they have, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the Company.
95. For the purposes of the preceding article, an interest of a person who is taken to be connected with a Trustee for any purpose of the Act (excluding any statutory modification not in force as at the date of adoption of these articles), shall be treated as a personal interest of the Trustee.
96. A Trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
97. The Company may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of article 95.

98. The Trustees may agree to confirm decisions by telephone, electronic communication (including by email or text) or by written resolution as alternatives to confirming decisions at Trustees' meetings or meetings of sub-committees as applicable.
99. A Trustee may participate in a meeting of Trustees or sub-committee by means of electronic communication (including, but not limited to Zoom and Teams), provided that those participating in the meeting are able to communicate interactively with all other parties participating in the meeting. Participation in this manner is deemed to constitute presence in person at the meeting for the purpose of establishing a quorum.

Sub-committees and working groups

100. The Trustees may delegate any of their powers to any sub-committee consisting of one or more Trustees and such other persons (if any) as the Trustees may determine; they may also delegate to the chair of Volunteer Development Scotland (or the holder of any other post) such of their powers as they may consider appropriate.
101. Any delegation of powers under article 98 may be made subject to such conditions as the Trustees may impose and may be revoked or altered.
102. The rules of procedure for any sub-committee shall be as prescribed by the Trustees.
103. The Trustees, at their entire discretion, shall have the power to select, remove and replace the members of any such sub-committees, who may or may not be Trustees.

Register of Trustees / trustee interests

104. The Trustees shall maintain one or more registers of Trustees, setting out full details of each Trustee, including the date on which they became a Trustee, and specifying the date on which any person ceased to hold office as a Trustee and containing details of Trustees' interests.

Duties of Trustees

105. The Trustees shall carry out their duties and exercise their powers always in the best interests of the Company in pursuance of the Company's objects, and in particular, in accordance with the terms of the Act and the 2005 Act in relation to duties of company directors and charity trustees respectively.
106. The Trustees shall observe any code of conduct or such other internal regulations as the Company may from time to time prescribe and in particular, shall:
- 106.1 promote the practice of good governance
- 106.2 provide leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;

- 106.3 set the Company's strategic aims, ensure that the necessary financial and human resources are in place for the organisation to meet its objectives, and review performance;
- 106.4 work effectively with other Trustees and be open and accountable to the Company's members;
- 106.5 develop and promote a collective vision of the Company's purpose, culture, behaviours and values that it wishes to promote; and
- 106.6 behave at all times with integrity and avoid any conflict between their personal interests and those of the Company.

Secretary

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

Minutes

- 108. The Trustees shall ensure that minutes are made and retained of all proceedings at general meetings, meetings of the Trustees, and meetings of committees of Trustees; a minute of a meeting of Trustees or of a committee of Trustees shall include (or make reference to a separate document containing) the names of the Trustees present and as far as possible, shall be agreed at the next meeting of Trustees or committee as appropriate.

Accounts

- 109.1 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 Trustees or by ordinary resolution passed at a general meeting.
- 109.2 Accounting records shall be kept in accordance with all statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Company; such accounting records shall be open to inspection at all times by any Trustee of the Company.
- 109.3 The Company's auditors shall make a report to the members on the annual accounts examined by them, copies of which are to be laid before the Company in general meeting.

Notices

- 110. Any notice to be given in pursuance of these articles shall be in writing; the Company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at their registered address or by leaving it at that address, or by sending it by facsimile or electronic transmission.

111. 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.

Winding-up

112. If the Company is wound up, the liquidator shall give effect to the provisions of article 5.

Indemnity and Insurance

113. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer of the Company shall be indemnified 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 including, without prejudice to that generality, 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 in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company. This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
114. The Trustees may decide to purchase and maintain insurance, at the expense of Volunteer Development Scotland, for the benefit of any relevant officer in respect of any relevant loss

Interpretation

115. In these articles “the Act” means the Companies Act 2006; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.
116. References in these articles to the singular shall be deemed to include the plural.
117. “Trustee” means a director of the Company, and includes any person occupying the position of director, by whatever name called. Each director of the Company is a charity trustee as defined by s106 of the 2005 Act. Unless expressly provided otherwise or the context requires differently, references to “Trustees” in these articles shall include each of External Trustees and Member Trustees (including co-opted Trustees of each category).