

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company Number **616061**

The Registrar of Companies for Scotland, hereby certifies that

**THE ASSOCIATION OF THE FRIENDS OF ST. JOHN'S**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Scotland

Given at Companies House, Edinburgh, on **12th December 2018**



\* NSC616061B \*



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



Companies House

# IN01

**Application to register a company**



S7KNK36R

Received for filing on the: **12/12/2018**

*Company Name in full:* **THE ASSOCIATION OF THE FRIENDS OF ST. JOHN'S**

*I confirm that the above proposed company meets the conditions for exemption from the requirements to have a name ending with 'Limited' or permitted alternatives*

*Company Type:* **Private company limited by guarantee**

*Situation of Registered Office:* **Scotland**

*Proposed Registered Office Address:* **7 BATH STREET  
EDINBURGH  
MIDLOTHIAN  
EH15 1EZ**

*Sic Codes:* **90040  
91012**

*Principal activity description:* **Operation of arts facilities  
Archives activities**

*I wish to adopt the following model articles with additional and/or amended provisions:* **Private (Ltd by Guarantee)**



***Company Director***      **2**

Type:	Person
Full Forename(s):	MS DIANA CATHERINE
Surname:	CAIRNS #
Service Address:	

## EH15

**Country/State Usually Resident:** **SCOTLAND**

*Date of Birth:* **\*\*/03/1959** *Nationality:* **BRITISH**  
*Occupation:* **NONE**

*The subscribers confirm that the person named has consented to act as a director.*

***Company Director*** 3

Type:	Person
Full Forename(s):	PROFESSOR RICHARD
Surname:	DEMARCO
Service Address:	23A LENNOX STREET EDINBURGH MIDLOTHIAN EH4 1PY

**Country/State Usually Resident:** **SCOTLAND**

*Date of Birth:* **\*\*/07/1930** *Nationality:* **BRITISH**

*Occupation:* **NONE**

*The subscribers confirm that the person named has consented to act as a director.*

***Company Director***      **4**

Type:	Person
Full Forename(s):	MRS ROSE IRENE
Surname:	NIMMO
Service Address:	7 BATH STREET EDINBURGH MIDLOTHIAN EH15 1EZ
Country/State Usually Resident:	SCOTLAND

*Date of Birth:* **\*\*/02/1957** *Nationality:* **SCOTTISH**

*Occupation:* **NONE**

*The subscribers confirm that the person named has consented to act as a director.*

***Company Director***      **5**

Type:	Person
Full Forename(s):	MRS TERRY ANN
Surname:	NEWMAN
Service Address:	1 MILKHALL COTTAGES HOWGATE PENICUIK MIDLOTHIAN SCOTLAND EH26 8PX
Country/State Usually Resident:	UNITED KINGDOM

*Date of Birth:* **\*\*/04/1944** *Nationality:* **BRITISH**

*Occupation:* **NONE**

*The subscribers confirm that the person named has consented to act as a director.*

## ***Persons with Significant Control (PSC)***

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### **Statement of no PSC**

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**The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company**

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## **Election to keep information on the public register**

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The subscribers have elected to keep Register of Directors Usual Residential Addresses information on the public register

## ***Statement of Guarantee***

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I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

***Name:***                    **STEPHEN IAN HAWKINS #**

***Address***

**EH15**

***Amount Guaranteed***    **1.00**

***Name:***                    **DIANA CATHERINE CAIRNS #**

***Address***

**EH15**

***Amount Guaranteed***    **1.00**

***Name:***                    **ROSE IRENE NIMMO**

***Address***                    **7 BATH STREET  
EDINBURGH  
EH15 1EZ**

***Amount Guaranteed***    **1.00**

***Name:***                    **RICHARD DEMARCO**

***Address***                    **23A LENNOX STREET  
EDINBURGH  
EH4 1PY**

***Amount Guaranteed***    **1.00**

***Name:***                    **TERRY ANN NEWMAN**

***Address***                    **1 MILKHALL COTTAGES HOWGATE  
PENICUIK  
MIDLOTHIAN  
EH26 8PX**



## ***Statement of Compliance***

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*I confirm the requirements of the Companies Act 2006 as to registration have been complied with.*

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## ***Authorisation***

*Authoriser Designation:* **subscriber**

*Authenticated* **YES**

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~~NOT~~  
COMPANY ~~HAVING~~ A SHARE CAPITAL

Memorandum of association of [REDACTED] THE ASSOCIATION  
OF THE FRIENDS OF ST. JOHN'S

Each subscriber to this memorandum of association wishes to form a company under the  
Companies Act 2006 and agrees to become a member of the company [REDACTED]  
[REDACTED]

<u>Name of each subscriber</u>	<u>Authentication by each subscriber</u>
STEPHEN HAWKINS	<i>[Signature]</i>
DIANA CAIRNS	Diana Cairns
ROSE I. NIMMO	Rose I. Nimmo
RICHARD DEMARCO	Richard DEMARCO
TERRY ANN NEWMAN	Terry Ann NEWMAN

Dated

12.12.18.

THE COMPANIES ACT 2006

*Company limited by guarantee  
and not having a share capital*

**ARTICLES of ASSOCIATION**

**of**

**The Association of the  
Friends of St. John's**

<b>1</b>	<b>NAME</b>
	The name of the company is "[The Association of the Friends of St. John's]" (the "Company").
<b>2</b>	<b>REGISTERED OFFICE</b>
	The registered office of the Company is situated in Scotland.
<b>3</b>	<b>DEFINITIONS AND INTERPRETATION</b>
	<p>In these articles:</p> <p>"2005 Act" means the Charities and Trustee Investment (Scotland) Act 2005;</p> <p>"2006 Act" means the Companies Act 2006;</p> <p>"AGM" means an annual general meeting of the Company;</p> <p>"Articles" means the articles of association of the Company;</p> <p>"Associate" has the meaning given in article 14.1;</p> <p>"Charity" shall have the meaning given in section 106 of the 2005 Act;</p> <p>"Clear Days", in relation to notice of a meeting, means a period excluding the day on which notice is given and the day on which the meeting is held;</p> <p>"Co-opted Director" has the meaning given in article 26.1;</p> <p>"Community" has the meaning given in article 4;</p> <p>"Director" has the meaning given in section 250 of the 2006 Act;</p> <p>"Elected Director" has the meaning given in article 24.1;</p> <p>"GM" means a general meeting of the Company;</p> <p>"Individual" means a natural person;</p> <p>"Interim Board" means the board of Directors of the Company at the point of incorporation;</p> <p>"Junior Member" has the meaning given in article 8.1.2;</p> <p>"Member" has the meaning given in section 112 of the 2006 Act;</p> <p>"Minute Secretary" has the meaning given in article 33.2;</p> <p>"Organisation" means a body corporate, unincorporated association or other combination of persons;</p> <p>"Ordinary Member" has the meaning given in article 8.1.1;</p> <p>"OSCR" means the Office of the Scottish Charity Regulator or its successor;</p> <p>"Principal Officer" has the meaning given in article 33.4;</p> <p>"Property" means money and all other property, heritable or moveable, real or personal and wherever situated; and</p> <p>"Purposes" has the meaning given in article 4.</p>
3.1	Words in the singular include the plural and words in the plural include the singular, and <i>vice versa</i> .
3.2	The Articles supersede any model articles. Any words or expressions defined in the 2006 Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.
3.3	Any reference in the Articles to an act, regulation or other legislation shall include a reference to any statutory modification or re-enactment thereof for the time being in force.

<b>4</b>	<b>PURPOSES</b>
	The Company has been formed to benefit the community of interest which aims to conserve and develop the former St. John's Primary School as an arts space, archive and community resource. (the "Community"), with the following purposes (the "Purposes"):
4.1	to: (a) provide (or advance the accessibility of) arts, heritage and culture with the object of improving the conditions of life for the community
4.2	to advance citizenship;
4.3	to advance the provision of educational opportunities in the Community, increasing awareness of the arts, environment, culture, heritage and history; and
4.4	to advance environmental protection or improvement, including: (a) the preservation of buildings or sites of architectural, historic or other importance to the Community.
4.5	To promote the advancement of knowledge of the historical significance of industry, the arts and community in Portobello through a historic and living archive.
4.6	The Company may add to, remove or alter the statement of the Company's objects in this article; on any occasion when it does so, it must give notice to the Registrar of Companies and the amendment will not be effective until that notice is registered on the Register of Companies.
<b>5</b>	<b>POWERS</b>
	The powers of the Company are set out in Schedule 1 and are to be used only in furtherance of the Purposes.
<b>6</b>	<b>GENERAL STRUCTURE OF THE COMPANY</b>
	The Company is composed of:
6.1	<b>Members</b> (composed of Ordinary Members and Junior Members);

6.2	<b>Associates; and</b>
6.3	<b>Directors</b> (composed of Elected Directors and Co-Opted Directors, following the first GM).
<b>7</b>	<b>MEMBERSHIP</b>
7.1	The Members shall consist of the subscribers to the memorandum of association and Individuals and Organisations who agree to become Members and are registered as such in the register of members.
7.2	The Company shall have not fewer than 20 Members at any time.
7.3	In the event that the number of Members falls below 20, the Directors may not conduct any business other than taking steps to ensure that sufficient Members are admitted to enable the Company to comply with article 7.2.
<b>8</b>	<b>Membership Criteria</b>
8.1	Membership of the Company is open to:
8.1.1	Individuals aged 16 or over who (and Organisations which) are members of the Community (" <b>Ordinary Members</b> "; and
8.1.2	Individuals aged between 12 and 15 who are members of the Community (" <b>Junior Members</b> ") (such Members not being eligible to serve as Directors).
8.2	If an Individual or Organisation ceases to fulfil the criteria within article 8.1.1 or 8.1.2, that Individual or Organisation must inform the Company. The Company may choose to reclassify a Junior Member as an Ordinary Member.
<b>9</b>	<b>Applications for Membership</b>
9.1	No Individual or Organisation may become a Member unless that Individual or Organisation has submitted a written application for membership in the form prescribed by the Directors and the Directors have approved the application. An application submitted by an Organisation must be signed on behalf of that Organisation.
9.2	The Directors shall consider applications promptly. The Directors shall assess each application to determine whether the applicant meets the criteria for becoming an Ordinary Member or Junior Member.
<b>10</b>	<b>Register of Members</b>
	The Directors shall cause a register of members to be maintained in accordance with section 113 of the 2006 Act.
<b>11</b>	<b>Notices and Other Communications</b>

11.1	The Company may serve a notice on a Member in hard copy (addressed to the address given for that Member in the register of members, and posted or hand-delivered) or electronic form (faxed or e-mailed). A notice is deemed to have been served on the day following the day on which it is hand-delivered, posted faxed or e-mailed.
11.2	The Company may communicate with a Member by electronic means (including fax and e-mail) unless the Member has requested that communications from the Company be sent in hard copy. The Company may publish notifications by means of a website provided the Company has advised Members of this and taken reasonable steps to notify Members who have informed the Company that they do not have internet access.
<b>12</b>	<b>Membership Subscriptions</b>
12.1	Membership shall be free unless and until determined by ordinary resolution.
<b>13</b>	<b>Cessation of Membership</b>
	A Member shall cease to be a Member if:
13.1	that Member sends a written notice of resignation to registered office of the Company;
13.2	that Member no longer fulfils the membership criteria within article 8;
13.3	a resolution that that Member be expelled (where that Member's conduct, in their/its capacity as a Member, has been detrimental to the effective functioning of the Company) is passed by special resolution at a GM (notice of which shall state: (a) the full text of the resolution proposed; and (b) the grounds on which it is proposed) at which the Member is entitled to be heard;
13.4	in the case of an Individual:
13.4.1	that Individual becomes insolvent or apparently insolvent or makes any arrangement with their creditors; or
13.4.2	that Individual has died (membership of a company limited by guarantee not being transferable); or
13.5	in the case of an Organisation, that Organisation goes into receivership or liquidation, or is dissolved or otherwise ceases to exist (membership of a company limited by guarantee not being transferable).
<b>14</b>	<b>ASSOCIATES</b>
14.1	Individuals and Organisations wishing to support the Purposes who are not members of the Community may become associates of the Company (" <b>Associates</b> "). Associates may attend and speak at GMs but may not participate in such meetings for voting or quorum purposes.

14.2	No Individual or Organisation may become an Associate unless that Individual or Organisation has submitted a written application to become an Associate in the form prescribed by the Directors and the Directors have approved the application. An application submitted by an Organisation must be signed on behalf of that Organisation.
14.3	The Directors shall consider applications promptly. The Directors shall assess each application to determine whether the applicant meets the criteria for becoming an Associate.
14.4	The Directors shall cause a register of associates to be maintained containing:
14.4.1	the names and addresses of the Associates;
14.4.2	the date on which each Individual or Organisation was registered as an Associate; and
14.4.3	the date at which any Individual or Organisation ceased to be an Associate.
14.5	An Associate shall cease to be an Associate if:
14.5.1	that Associate sends a written notice of resignation to the Company;
14.5.2	that Associate becomes a member of the Community;
14.5.3	a resolution that that Associate be expelled from being an Associate (where that Associate's conduct, in their/its capacity as Associate, has been detrimental to the effective functioning of the Company) is passed by special resolution at a GM (notice of which shall state: (a) the full text of the resolution proposed; and (b) the grounds on which it is proposed) at which the Associate is entitled to be heard;
14.5.4	in the case of an Individual: (a) that Individual becomes insolvent or apparently insolvent or makes any arrangement with their creditors; or (b) that Individual has died; or
14.5.5	in the case of an Organisation, that Organisation goes into receivership or liquidation, or is dissolved or otherwise ceases to exist.
15	<b>GENERAL MEETINGS (Meetings of the Members)</b>
	The Directors may call a GM at any time and must call a GM within 28 days of a valid requisition. To be valid, such requisition must be signed by at least 5% of the Members, must clearly state the purposes of the meeting, and must be delivered to the registered office of the Company. The requisition may consist of several documents in like form each signed by one or more of the Members.
16	<b>Annual General Meeting</b>
16.1	The Directors shall convene one GM a year as an AGM. An AGM need not be held during the calendar year during which the Company is incorporated, provided an AGM is held



	within 18 months of the date of incorporation. Thereafter, not more than 15 months shall elapse between one AGM and the next.
16.2	The business of each AGM shall include: (a) a report by the Chairperson on the activities of the Company (b) the election of Elected Directors; (c) consideration of the accounts of the Company; (d) a report of any auditor required under the 2006 Act; and (e) the appointment of any auditor required under the 2006 Act.
<b>17</b>	<b>Notice of General Meetings</b>
17.1	At least 14 Clear Days' notice of each GM shall be given to each Member, Associate and Director, and any company secretary, auditor and/or honorary patron appointed for the time being. Where section 312 of the 2006 Act requires special notice of a resolution to be given to the Members, the Company must give notice at least 28 days before the GM at which it is moved.
17.2	Notice of an AGM shall be accompanied by a copy of the accounts for the period since the last accounting reference date (or, in the case of the first AGM, the period since incorporation) and proper reports of the Directors.
17.3	The notice shall specify the place, the date and the time of the GM, the general nature of any business, and the full text of any special resolutions proposed in terms of article 21.3.
17.4	An accidental failure to give notice of a resolution or GM to (or the non-receipt of such notice by) any Member entitled to receive notice thereof shall not affect the validity of the resolution passed or the meeting held (or the validity of anything done at that meeting).
<b>18</b>	<b>Quorum</b>
18.1	The quorum for a GM shall be the greater of: (a) eleven Members; or (b) 10% of the Members, present either in person or by proxy.
18.2	No business shall be transacted at a GM unless a quorum is present.
18.3	If a quorum is not present within 15 minutes of the time at which the GM was due to start (or if during a GM a quorum ceases to be present) the GM shall be adjourned until such place, date and time as is fixed by the chairperson of the GM.
18.4	The Directors may make arrangements in advance of a GM to allow Members (or their proxies) and Associates to participate remotely provided:
18.4.1	all participating may communicate with each other during the meeting; and
18.4.2	provided all Members (or their proxies) may vote during the meeting.

<b>19</b>	<b>Voting</b>
19.1	The chairperson of the GM shall endeavour to achieve consensus where possible but, if necessary, questions arising shall be decided by being put to a vote.
19.2	Each Member shall have one vote, to be exercised in person or by proxy, on a show of hands.
19.3	A secret ballot may be demanded by: (a) the chairperson of the GM; or (b) at least two Members present at the GM, before a show of hands and must be taken immediately and in such manner as the chairperson of the GM directs. The result of a secret ballot shall be declared at that GM.
<b>20</b>	<b>Proxies</b>
20.1	Whilst the attendance of Members at GMs is encouraged, a Member may appoint a proxy to attend a GM on behalf of that Member. A proxy appointed to attend and vote at a GM on behalf of a Member need not be a Member and shall have the same rights as the Member who appointed them to speak and vote at the GM.
20.2	An instrument appointing a proxy shall be in the form set out in Schedule 2 of the Articles and shall be valid for 12 months from the date on which it is signed. An instrument appointing a proxy (or a certified copy thereof), accompanied by a copy of any power of attorney or other authority under which it is signed, shall be lodged at the registered office of the Company at least 48 hours before the GM to which it relates.
<b>21</b>	<b>Resolutions of the Members</b>
21.1	An ordinary resolution may be passed on a show of hands at a GM by a simple majority of the Members voting (in person or by proxy). An ordinary resolution may be passed as a written resolution provided it is passed by members representing a simple majority of the total voting rights of the Members.
21.2	Certain resolutions must be passed as special resolutions, including resolutions: (a) to amend the Articles (including the Purposes); (b) to change the name of the Company; (c) to expel a Member or Associate; and (d) to wind-up the Company.
21.3	A special resolution may be passed on a show of hands at a GM by not less than 75% of the Members voting (in person or by proxy). A special resolution may be passed as a written resolution provided it is passed by members representing not less than 75% of the total voting rights of the Members.
<b>22</b>	<b>Written Resolutions</b>
22.1	Resolutions under sections 168 (removal of a Director) and 510 (removal of an auditor) of the 2006 Act may not be passed as written resolutions.
22.2	Written resolutions have effect as if passed by the Company in general meeting.

22.3	Resolutions must be sent to all Members at the same time (the "Circulation Date") in hard copy (posted or hand-delivered) or electronic form (faxed or e-mailed), or by means of a website.
22.4	Written resolutions must be accompanied by a statement informing the Member: (a) how to signify agreement to the resolution; (b) how to return the signed resolution to the Company (in hard copy (posted or hand-delivered) or electronic form (faxed or e-mailed)); (c) the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the Circulation Date); and (d) that they will not be deemed to have agreed to the resolution if they fail to reply.
22.5	A written resolution may consist of several documents in the same form, each signed by or on behalf of one or more Members.
22.6	Once a Member has signed and returned a written resolution in agreement thereto, that Members' agreement is irrevocable.
22.7	The Members may require the Company to circulate a written resolution. The resolution must be requested by at least 5% of the Members. Requests must be in hard copy (posted or hand-delivered) or electronic form (faxed or e-mailed), must identify the resolution and may be accompanied by a statement not exceeding 1,000 words which the Company will also be required to circulate.
22.8	Unless the resolution requested in accordance with article 22.7 is covered by section 292(2) of the 2006 Act, the Company must circulate the resolution (along with the guidance set out in article 22.4) and any accompanying statement within 21 days, and may require the requesting Members to cover the expenses it incurs circulating the resolution.
23	<b>DIRECTORS</b>
23.1	The minimum number of Directors shall be five and the maximum number of Directors shall be twelve unless a special resolution is passed to increase the maximum number of Directors. <b>At all times, the majority of Directors shall be Ordinary Members.</b>
23.2	The Directors: (a) shall set the strategy and policy of the Company; (b) shall, where no employees or managers are appointed, be responsible for the day-to-day management of the Company; (c) shall hold regular meetings between each AGM, meeting as often as necessary to despatch all business of the Company; (d) shall monitor the financial position of the Company; (e) shall direct and manage the affairs and Property of the Company; (f) shall generally control and supervise the activities of the Company; (g) may, on behalf of the Company, do all acts which may be performed by the Company (other than those required to be performed by the Members at a GM); (h) may exercise the powers of the Company; and (i) may not also be paid employees of the Company.

23.3	The Directors shall cause a register of Directors and a register of Directors' residential addresses to be maintained in accordance with sections 163 to 166 of the 2006 Act.
23.4	Following incorporation, the board shall be composed of the Individuals named as directors in the application to register a company submitted to Companies House (being subscribers to the memorandum of association aged 16 or over) and any Co-opted Directors appointed by those directors prior to the first GM (together, the "Interim Board").
23.5	The Interim Board shall retire at the first GM, which shall be held as soon as practicable following incorporation, but shall remain eligible for re-election (the period of office between the date of incorporation and the date of the first GM not being regarded as a "term of office" for the purposes of article 24.6).
<b>24</b>	<b>Elected Directors</b>
24.1	At the first GM and subsequent AGMs the Members may appoint Individual Ordinary Members (or Individuals who have applied to become Ordinary Members) as Directors ("Elected Directors").
24.2	Elected Directors must be nominated by at least two Members. Such nominations must contain confirmation from the nominee that they are willing to act as an Elected Director and must be delivered to the registered office of the Company at least seven days before the GM.
24.3	Each Member has one vote for each vacancy in the Elected Directors on the board.
24.4	Provided the first GM is not also the first AGM, there shall be no changes in the Directors at the first AGM (except to fill any vacancies left following the first GM or caused by retirements since the first GM).
24.5	At the second and subsequent AGMs, one-third of the Elected Directors (rounding upwards if this is not a whole number) shall retire from office at the close or adjournment of that meeting.

24.6	A retiring Director shall be eligible for re-election after one term of office. A retiring Director shall not be eligible for re-election after two consecutive terms of office until a period of one year in which they have not been a Director has passed.
24.7	The Elected Director(s) to retire at an AGM shall be those who have been longest in office since their election/re-election (unless other Elected Director(s) have agreed to retire at that AGM). As between Individuals who were appointed as Elected Directors on the same date, the Elected Director(s) to retire shall be agreed between the Individuals appointed on the same date or determined by lot.
<b>25</b>	<b>Co-opted Directors</b>
25.1	Subject to article 23.1, the Directors may appoint Individuals as Directors to ensure a spread of skills and experience within the board ("Co-opted Directors") and may remove a Co-opted Director at any time.
25.2	A Co-opted Director shall retire at the AGM following their appointment unless re-appointed by the Directors.
25.3	For the avoidance of doubt, a Co-opted Director may attend and vote at board meetings (subject to article 28).
<b>26</b>	<b>Termination of Director's Appointment</b>
26.1	A Director shall cease to be a Director if:
26.1.1	that Director sends a written notice of resignation to registered office of the Company, or retires at GM or AGM;
26.1.2	that Director becomes prohibited from being: a director of a limited company by reason of any order made under the Company Directors Disqualification Act 1986;
26.1.3	that Director becomes a paid employee of the Company or holds an office within the Company for which they receive payment;
26.1.4	being an Elected Director, that Director ceases to be an Ordinary Member;
26.1.5	being a Co-opted Director, that Director is removed from office by the Directors in accordance with article 26.1;
26.1.6	that Director is removed from office under section 168 of the 2006 Act;
26.1.7	that Director becomes incapable of fulfilling the duties of a Director as the result of a medical condition and such incapacity, certified by two medical practitioners where necessary, is expected to continue for more than six months; or
26.1.8	that Director is absent (without permission of the Directors) from over three consecutive board meetings, and the Directors resolve to remove them from office.

<b>27</b>	<b>Directors Interests</b>
27.1	If a Director is interested in a proposed arrangement with the Company or connected with a person (as defined by section 252 of the 2006 Act) who is so interested, that Director must declare that interest to the other Directors at a board meeting (in accordance with section 177(2) of the 2006 Act), by notice in writing (in accordance with section 184 of the 2006 Act) or by giving general notice (in accordance with section 185 of the 2006 Act).
27.2	When a Director becomes aware (or ought reasonably to have become aware) that he is interested in an existing arrangement with the Company or connected with a person (as defined by section 252 of the 2006 Act) who is so interested, that Director has a duty to declare that interest to the other Directors as soon as reasonably practicable, whether at a board meeting (in accordance with section 182(2) of the 2006 Act), by notice in writing (in accordance with section 184 of the 2006 Act) or by giving general notice (in accordance with section 185 of the 2006 Act).
27.3	The Directors shall cause a register of Directors interests to be maintained, where declarations made are recorded and declarations made by notice in writing (in accordance with section 184 of the 2006 Act) are kept.
27.4	Where a Director has an interest in a transaction or arrangement which the Company proposes to enter into, that Director may not participate in a proposed meeting for quorum or voting purposes, unless the Members pass an ordinary resolution permitting that Director to participate in that proposed meeting for quorum and voting purposes.
27.5	Where a Director declares an interest (other than in relation to a transaction or arrangement covered under article 28.4) at a board meeting, the chairperson of that board meeting shall determine whether that Director may: <ul style="list-style-type: none"> <li>(a) participate in that meeting for quorum and voting purposes,</li> <li>(b) participate in discussions at that board meeting, or</li> <li>(c) be present while the matter is discussed.</li> </ul>
<b>28</b>	<b>Conduct of Directors</b>
	Each Director shall, in exercising their functions as a Director, act in the interests of the Company and, in particular, must:
28.1	Seek, in good faith, to ensure that the Company acts in a manner which is in accordance with the Purposes;
28.2	Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
28.3	In circumstances giving rise to the possibility of a conflict of interest between the Company and another party:
28.3.1	put the interests of the Company before that of the other party, in taking decisions as a Director;

28.3.2	where any other duty prevents him or her from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other Directors with regard to the matter in question;
29	<b>Quorum at Board Meetings</b>
	The quorum for board meetings is 50% of the Directors, at least 50% of whom are Elected Directors. No business shall be dealt with at a board meeting unless a quorum is present.
30	<b>Board Meetings</b>
30.1	Board meetings may take place in person or by telephone conference call, video conference call or by any other collective electronic means approved from time to time by the Directors. The Directors participating must determine where and when the meeting is to be treated as having taken place for the purposes of article 31.5.
30.2	A Director may (and any company secretary, at the request of a Director, shall) summon a meeting of the Directors, by causing notice to be served on the other Directors, to be held at a place, date and time which is convenient for a majority of the Directors. Directors must receive at least seven Clear Days' notice of board meetings, unless the Directors unanimously agree in writing to dispense with such notice on a specific occasion. Such notice should be accompanied by the agenda and any papers relevant to the matters to be discussed.
30.3	The chairperson of the board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to a vote, each Director present, who is a member, having one vote. In the event of an equal number of votes for and against any resolution at a board meeting, the chairperson of the board meeting shall have a casting vote.
30.4	The Directors may delegate any of their powers to sub-committees consisting of at least one Director, such other person or persons as they think fit, and such other persons as they delegate to that sub-committee to appoint. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Directors. The meetings and proceedings of any such sub-committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to the Directors.
30.5	The Directors shall cause minutes to be made of: (a) the appointment of officers by the Directors; and (b) the proceedings at GMs, board meetings and sub-committee meetings, including the names of those present and all business transacted at such meetings. Minutes of a meeting which bear to have been signed by the chairperson thereof or the chairperson of a subsequent meeting, shall be sufficient evidence without any further proof of the facts therein stated.
30.6	The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action. No alteration of the 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.
30.7	A resolution may be passed where all Directors (or, in the case of a sub-committee, all sub-committee members), indicate their agreement in writing and such resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors (or of such sub-committee) duly convened and constituted.
30.8	The Directors may act notwithstanding any vacancy in the board, but where the number of Directors falls below the minimum number specified in article 23.1, the Directors may not conduct any business other than to appoint sufficient Directors to enable the Company to comply with article 23.1.
30.9	The Directors may allow any person to attend and speak, but not vote, at meetings of the board or sub-committees.
30.10	The Directors may from time to time promulgate, review and amend any Ancillary Regulations, Guidelines and/or Policies, subordinate at all times to the Articles, as it deems necessary and appropriate to provide additional explanation, guidance and governance to Members/Directors.
<b>31</b>	<b>CHAIRPERSON</b>
31.1	The Directors must appoint: (a) an Elected Director to chair board meetings and general meetings (the “Chairperson”), and (b) an Elected Director to chair board meetings and general meetings in the event that the Chairperson is not present and willing to do so (the “Vice Chairperson”), at a board meeting immediately after each AGM or following the resignation of the existing Chairperson/Vice-Chairperson.
31.2	In the event that: (a) the Chairperson is not present and willing to act within 15 minutes of the time at which the GM/board meeting is due to start, or no Chairperson is currently appointed; and (b) the Vice-Chairperson is not present and willing to act within 15 minutes of the time at which the GM/board meeting is due to start, or no Vice-Chairperson is currently appointed, the Directors present must appoint an Elected Director to chair the GM/board meeting.
<b>32</b>	<b>OTHER OFFICERS</b>
32.1	The Directors may appoint a company secretary for such term and upon such terms and conditions as they think fit. The company secretary may be removed by the Directors at any time.
<del>32.2</del>	The Directors may appoint a minute secretary who will minute the matters set out in article 31.5 for such term and upon such terms and conditions as they think fit (the “Minute Secretary”). The minute secretary may be removed by the Directors at any time.



32.3	<p>The Directors may appoint a treasurer for such term and upon such terms and conditions as they think fit. The treasurer may be removed by the Directors at any time. The treasurer may be required to attend board and sub-committee meetings but:</p> <p>(a) may not participate in such meetings for voting or quorum purposes unless they are also a Director;</p> <p>(b) may not attend meetings (or parts of meetings) at which their remuneration or employment is to be discussed; and</p> <p>(c) (if the treasurer is not a Director) may not attend meetings at which confidential matters are to be discussed.</p>
32.4	<p>The Directors may appoint an employee of the Company as principal officer of the Company ("Principal Officer") upon such terms and conditions, and with such job title, as they think fit.</p> <p>The Principal Officer may be required to attend board or sub-committee meetings but:</p> <p>(a) may not participate in such meetings for voting or quorum purposes;</p> <p>(b) may not attend meetings (or parts of meetings) at which their remuneration or employment is to be discussed; and</p> <p>(c) may not attend meetings at which confidential matters are to be discussed.</p>
32.5	<p>The Directors may propose a resolution to appoint an honorary patron. Such resolution may be passed by the Members at a GM. The honorary patron may be appointed for a period determined by the Members or for an unspecified period until the Members resolve to terminate their appointment. The honorary patron may attend and speak at GMs but may not participate in such meetings for voting or quorum purposes unless they are also a Member.</p>
33	<b>PSC REGISTER</b>
	<p>The Directors shall cause a register of any relevant persons with significant control to be maintained in accordance with section 790M of the 2006 Act.</p>
34	<b>FINANCES</b>
	<p>The Directors shall determine:</p>
34.1	<p>which banks or building societies the bank accounts of the Company shall be opened with;</p>
34.2	<p>how bank accounts shall be maintained and operated; and</p>
34.3	<p>how cheques and other negotiable instruments, and receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed.</p>
35	<b>ACCOUNTS</b>
35.1	<p>The Directors shall cause accounting records to be kept in accordance with the requirements of the 2006 Act, and other relevant legislation.</p>
35.2	<p>Unless the Directors determine otherwise, accounting records shall be maintained by any treasurer and overseen by any Principal Officer. The accounting records shall be kept at</p>

	such place as the Directors think fit and must at all times be open to inspection by the Directors.
35.3	The Directors shall ensure that the accounts of the Company are prepared and examined and/or audited in accordance with all relevant statutory requirements and, for the avoidance of doubt, an audit (within the meaning of the 2006 Act) shall not be required in a case where the Company is exempt from audit under the 2006 Act.
<b>36</b>	<b>ALTERATIONS TO THE ARTICLES</b>
36.1	A resolution to amend the Articles must be passed in accordance with article 21.3.
<b>37</b>	<b>INDEMNITY</b>
	Without prejudice to any other indemnity, and in accordance with the 2006 Act, the Directors, employees and members of any sub-committee, company secretary or Treasurer, may be indemnified out of the Company's Property against any loss or liability (including the costs of successfully defending court proceedings) which they may sustain or incur on behalf of the Company or in connection with the activities of the Company.
<b>38</b>	<b>APPLICATION OF PROFITS</b>
	No part of the income or Property of the Company shall be paid or transferred (directly or indirectly) to the Members, Directors or any other officer, whether by way of dividend, bonus or otherwise, except in accordance with article 40. The income and Property of the Company shall be applied solely towards promoting the Purposes. Any surplus income or Property of the Company shall be applied for the benefit of the Community.
<b>39</b>	<b>PAYMENTS TO DIRECTORS/MEMBERS</b>
	Subject to the 2006 Act, and the Articles, Directors and Members are entitled to the following, if the Directors so determine:
39.1	repayment of out-of-pocket expenses (provided they have obtained the prior consent of the Directors);
39.2	reasonable remuneration in return for specific services actually rendered to the Company (in the case of a Director, such services must not be of the management nature normally carried out by a Director of a company);
39.3	payment of interest at a rate not exceeding the commercial rate on money lent to the Company;
39.4	payment of rent at a rate not exceeding the open market rent for property let to the Company;
39.5	to sell property to the Company provided such sale is at or below market value;

39.6	to purchase property from the Company provided such sale is at or above market value; and
39.7	payment by way of any indemnity, where appropriate, in accordance with article 38.
<b>40</b>	<b>DISSOLUTION</b>
40.1	A resolution to wind-up the Company must be passed in accordance with article 21.3.
40.2	If on the winding-up of the Company any Property remains after satisfaction of its debts and liabilities, such Property shall be given or transferred:
40.2.1	to another community transfer body or Charity approved by not less than 75% of the Members (in accordance with article 21.3);
40.2.2	to a community body (as defined by section 34 of the Land Reform (Scotland) Act 2003) or crofting community body (as defined by section 71 of the Land Reform (Scotland) Act 2003) approved by: (a) not less than 75% of the Members (in accordance with article 21.3); and (b) the Scottish Ministers; or
40.2.3	(in the event that no community body or crofting community body is approved by the Scottish Ministers) to the Scottish Ministers or to such Charity as the Scottish Ministers may direct.
<b>41</b>	<b>LIMIT OF LIABILITY</b>
	The liability of each Member is limited to £1, being the amount which each Member undertakes to contribute to the property of the Company in the event that it is wound up while they are/it is a Member or within one year after they cease/it ceases to be a Member, for payment of: (a) its debts and liabilities contracted before they cease/it ceases to be a Member, (b) the costs, charges and expenses of winding up, and (c) adjustment of the rights of the contributories among themselves.

## Schedule 1 - Powers

<b>1</b>	The order in which these Powers are listed and the terms of the sub-headings are of no significance in terms of their respective priority and they shall be deemed to be of equal importance:
<b>2</b>	<b>General</b>
2.1	To encourage and develop a spirit of voluntary or other commitment by (or co-operation with) individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others. and any groups or groupings thereof, willing to assist the Company to achieve the Purposes.
2.2	To promote and carry out research, surveys and investigations; and to promote, develop and manage initiatives, projects and programmes.
2.3	To provide advice, consultancy, training, tuition, expertise and assistance.
2.4	To prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops; to collect, collate, disseminate and exchange information; and to prepare, produce, edit, publish, exhibit and distribute articles, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium.
<b>3</b>	<b>Property</b>
3.1	To purchase, take on lease, hire or otherwise acquire any property suitable for the Company.
3.2	To construct, convert, improve, develop, conserve, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature; and manage and operate (or arrange for the professional or other appropriate management and operation of) the Property.
3.3	To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the Property.
3.4	To establish and administer a building fund(s) or guarantee fund(s) or endowment fund(s).
<b>4</b>	<b>Employment</b>
	To employ, contract with, train and pay such staff (whether employed or self-employed) as are considered appropriate for the proper conduct of the activities of the Company.
<b>5</b>	<b>Funding and Financial</b>
5.1	To take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Company.
5.2	To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely, conditionally or in trust.

5.3	To borrow or raise money for the Purposes, and to give security in support of any such borrowings by the Company and/or in support of any obligations undertaken by the Company.
5.4	To set aside funds not immediately required as a reserve or for specific purposes.
5.5	To invest any funds which are not immediately required for the activities of the Company in such investments as may be considered appropriate, which may be held in the name of a nominee Company under the instructions of the Directors, and to vary and dispose of such investments.
5.6	To make grants or loans of money and to give guarantees.
<b>6</b>	<b>Development</b>
6.1	To establish, operate and administer (and/or otherwise acquire) any separate trading company or association.
6.2	To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any organisation.
6.3	To enter into contracts to provide services to or on behalf of others.
<b>7</b>	<b>Insurance and Protection</b>
7.1	To effect insurance of all kinds (which may include indemnity insurance in respect of Directors and employees).
7.2	To oppose or object to any application or proceedings which may prejudice the interests of the Company.
<b>8</b>	<b>Ancillary</b>
8.1	To pay the costs of forming the Company and its subsequent development.
8.2	To carry out the Purposes as principal, agent, contractor, trustee or in any other capacity.
8.3	To do anything which may be incidental or conducive to the Purposes.

## Schedule 2- Form of Instrument Appointing Proxy

### The Association of the Friends of St. John's

I<sup>1</sup>, .....

residing at .....

being a Member of the above Company hereby

appoint.....,

of .....

and, failing him or her, .....

of .....

as my proxy to vote on my behalf at the annual general meeting of the Company to

be held on .....

and at any adjournment thereof.

I hereby instruct my proxy to vote in favour of/against the following resolution/s:

Signed the ..... day of .....

*Signature of member appointing proxy* .....

<sup>1</sup> In the event that the member appointing a proxy is an Organisation, this will need to be amended e.g. "We, [NAME OF COMPANY], incorporated in Scotland under the Companies Acts (no. [NUMBER]) and having its registered office at [ADDRESS]". References to "I" will need to be replaced with "We" and references to "my" will need to be replaced with "our".