



THE COMPANIES ACT 2006

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

ARTICLES of ASSOCIATION

of

YOUTH THEATRE ARTS SCOTLAND

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(as adopted by special resolution passed on 26.6.17)

CONTENTS		
GENERAL	Constitution, defined terms and interpretation, objects, powers, restrictions on use of the company's assets, liability of members	articles 1 to 15
MEMBERSHIP	Membership - categories, qualification, application, cessation of membership, membership subscription	articles 16 to 24
GENERAL MEETINGS AND RESOLUTIONS	Notice of meetings, proceedings, voting, resolutions	articles 25 to 54
DIRECTORS	Number, eligibility, appointment, retiral/re-appointment, disqualification/removal	articles 55 to 64
DIRECTORS	Offices, personal interests, conduct, remuneration and expenses, powers,	articles 65 to 83
DIRECTORS	Proceedings of directors, delegation to committees and office holders, advisory groups	articles 84 to 103
GENERAL	Secretary, minutes, accounts, notices, winding-up, indemnity	articles 104 to 117

Constitution of company

- 1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

Defined terms and interpretation

- 2 In these articles of association, unless the context requires otherwise:-
 - 2.1 “Act” means the Companies Act 2006;
 - 2.2 “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of The Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
 - 2.3 “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - 2.4 “electronic form” has the meaning given in section 1168 of the Act;
 - 2.5 “OSCR” means the Office of the Scottish Charity Regulator;
 - 2.6 “property” means any property, heritable or moveable, real or personal, wherever situated;
 - 2.7 “subsidiary” has the meaning given in section 1159 of the Act;
 - 2.8 “youth theatre” means the engagement of children and young people as active participants in the performing arts, where their participation is central to the motivation of the creative process.
- 3 Any word or expression defined in the Act shall have the same meaning in these articles of association but excluding any statutory modification not in force at the date of incorporation of the company.
- 4 Any reference to a statutory provision shall (subject to article 3) be deemed to include any statutory modification or re-enactment of that provision which is in force from time to time.
- 5 References in these articles to the singular shall be deemed to include the plural.

Objects

6 The company's objects are:

To advance the arts through (a) developing inspiring participatory youth theatre opportunities for young people in Scotland and (b) connecting, supporting and training the professionals who work with them.

7 The company's objects are restricted to those set out in article 6 (but subject to article 8).

8 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 6; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

9 In pursuance of the aims set out in article 6 (but not otherwise) the company shall have the following powers:

9.1 To provide and develop youth theatre arts projects and services and training, and professional development for young people and practitioners, across Scotland.

9.2 To maintain and develop the company's leadership and support role by providing information and advocacy, and sustaining development, for Scotland's youth theatre sector and by serving as a the network organisation for that sector.

9.3 To support participation in youth theatre and the performing arts and their related crafts for the benefit of the public, in particular for youth theatre practitioners, audiences and young people;

9.4 To increase the accessibility of youth theatre and the performing arts for the benefit of the general public, in particular for young people and youth theatre practitioners;

9.5 To improve opportunities for progression through youth theatre for young people and practitioners;

9.6 To help to improve the provision of high quality youth theatre activities for young people and practitioners;

9.7 To develop appreciation and understanding of youth theatre by the general public in Scotland;

- 9.8 To provide beneficial youth theatre training for young people and practitioners;
- 9.9 To support the development of collaborations and partnerships for those involved in or wanting to be involved in youth theatre;
- 9.10 To initiate, promote, conduct, participate in, co-ordinate, monitor and/or assist (whether financially or otherwise), other operations, projects, initiatives and events of all kinds which further any of the objects of the company.
- 9.11 To carry on any other activity which may be appropriately carried on in connection with, or as ancillary to, any of the objects of the company.
- 9.12 To liaise with European, UK, Scottish and local government authorities and agencies, voluntary sector bodies and others.
- 9.13 To promote companies and/or other bodies 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.
- 9.14 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.
- 9.15 To purchase, take on 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.
- 9.16 To improve, manage, enhance, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
- 9.17 To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- 9.18 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.
- 9.19 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.
- 9.20 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.

- 9.21 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 spouse, widow/er, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- 9.22 To oppose or object to any application or proceedings which may prejudice the company's interests.
- 9.23 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 right, privilege or concession.
- 9.24 To enter into any arrangement for co-operation or mutual assistance with any body, whether incorporated or unincorporated.
- 9.25 To effect insurance against risks of all kinds.
- 9.26 To invest funds not immediately required for the purposes of the company's 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, and to dispose of and vary such investments and securities.
- 9.27 To establish and support any association or other unincorporated body which is a charity having objects altogether or in part similar to those of the company and to promote any company or other incorporated body which is a charity formed for the purpose of carrying on any activity which the company is authorised to carry on.
- 9.28 To subscribe and make contributions to or otherwise support charities, 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.
- 9.29 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.
- 9.30 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.

- 9.31 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.
- 9.32 To do anything which may be incidental or conducive to the attainment of any of the objects of the company.

Restrictions on use of the company's assets

- 10 The income and property of the company shall be applied solely towards promoting the company's objects (as set out in article 6).
- 11 No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
- 12 No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
- 13 No benefit (whether in money or in kind) shall be given by the company to any director except:
- 13.1 repayment of out-of-pocket expenses;
- 13.2 reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

Liability of members

- 14 The liability of the members is limited.
- 15 Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
- 15.1 payment of the company's debts and liabilities contracted before he/she ceases to be a member;
- 15.2 payment of the costs, charges and expenses of winding up; and
- 15.3 adjustment of the rights of the contributories among themselves.

Membership

- 16 The membership of the company shall consist of such individuals as are admitted to membership under the articles of association of the company in force from time to time.
- 17 Any individual (other than an individual who is a director of the company) who is a member of the company immediately prior to the time when the resolution adopting these articles is passed shall automatically cease to be a member with effect from that time.
- 18 Membership shall cease on death.
- 19 A member may not transfer his/her membership to any other individual or to any corporate body.

Qualification for membership

- 20 Membership shall be open only to those individuals who are directors of the company.

Application for membership

- 21 Any individual who is a director of the company and wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her; he/she will automatically become a member of the company upon receipt by the company of the signed application for membership.

Cessation of membership

- 22 An individual admitted to membership shall automatically cease to be a member if he/she ceases (for whatever reason) to be a director of the company.
- 23 Any individual who wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed by him/her; on receipt of the notice by the company, he/she shall cease to be a member.

Membership subscription

- 24 For the avoidance of doubt, no member shall be required to pay any membership subscription, whether at the time of admission to membership or on any periodic basis.

General meetings (meetings of members)

- 25 The directors must convene a general meeting if there is a valid requisition by the members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).
- 26 Subject to the provisions of article 25, the directors may convene general meetings whenever they think fit.
- 27 For the avoidance of doubt, the directors shall be under no obligation to convene annual general meetings.

Notice of general meetings

- 28 At least 14 clear days' notice of each general meeting must be given to all the members and directors, and (if auditors are in office at the time) to the auditors.
- 29 The reference to "clear days" in article 28 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 30 A notice calling a meeting shall specify the time, date and place of the meeting; it shall:
- 30.1 indicate the general nature of any business to be dealt with at the meeting;
 - 30.2 if a special resolution (see article 48) (or a resolution requiring special notice under the Act) is to be proposed, also state that fact, giving the exact terms of the resolution; and
 - 30.3 contain a statement informing members of their right to appoint a proxy.
- 31 Notice of every general meeting shall be given:
- 31.1 in hard copy form;
 - 31.2 (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
 - 31.3 (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

- 32 The accidental omission to give notice of a meeting to, or on the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

- 33 No business shall be transacted at any general meeting unless a quorum is present; a quorum shall be 4 members, present in person or represented by proxy.
- 34 If the quorum required under the preceding article is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 35 The Chair 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 fifteen minutes after the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson.
- 36 The chairperson may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her 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.
- 37 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 secret ballot is demanded by the chairperson, or by at least two persons present and entitled to vote (whether as members or as proxies for members) at the meeting.
- 38 If a secret ballot 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 ballot shall be declared at the meeting at which the ballot was demanded.
- 39 Unless a secret ballot is demanded in accordance with article 37, a declaration by the chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Votes of members

- 40 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.

41 A member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):

41.1 shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or

41.2 shall send by electronic means to the company at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require);

providing (in either case) the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or as the case may be, adjourned meeting); in calculating the 48-hour period referred to in the preceding provisions of this article 41, no account shall be taken of any part of a day that is not a working day.

42 An instrument of proxy which does not conform with the provisions of article 41, or which is not lodged or sent in accordance with such provisions, shall be invalid.

43 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

44 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.

45 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot unless notice of such termination was received by the company at the company's registered office before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

46 In the case of an equality of votes, whether on a show of hands or on a ballot, a member of the company who is the chairperson of a general meeting shall be entitled to a second or casting vote.

47 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.

Special resolutions and ordinary resolutions

- 48 For the purposes of these articles (but subject to the provisions of articles 51 to 54), a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 28 to 31; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the total number of votes cast in relation to the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 49 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- 49.1 to alter its name;
- 49.2 to alter any provision of these articles or adopt new articles of association.
- 50 For the purposes of these articles (but subject to the provisions of articles 51 to 54), an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against, and (as applicable) the chairperson’s casting vote) at a general meeting, providing proper notice of the meeting has been given in accordance with articles 28 to 31.

Written resolutions

- 51 A written resolution can be passed by the members of the company (having been proposed by either the members or the directors in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act) and will have effect as if passed by the members of the company in general meeting; a written resolution is passed when the required majority of eligible members have signified their agreement to it by sending to the company (in hard copy or electronic form) an authenticated document which identifies the resolution to which it relates and which indicates the member’s agreement to it (which agreement cannot thereafter be revoked).
- 52 For the purposes of the preceding article:
- 52.1 the reference to “eligible members” is to those members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (a) the date on which copies of the written resolution are sent or submitted to the members in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act; or (b) if copies are sent or submitted to members on different days, the first of those dates);
- 52.2 the reference to “required majority” is to the majority required to pass an ordinary or a special resolution under the Act, as follows:

52.2.1 in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with article 51) by members representing a simple majority of the total voting rights of eligible members;

52.2.2 in order to pass a special resolution by way of written resolution, it must be passed (in accordance with article 51) by members representing not less than 75% of the total voting rights of eligible members and the resolution must specifically state that it was proposed as a special resolution.

53 A resolution to remove a director (under section 168 of the Act) or a resolution to remove an auditor (under section 510 of the Act) cannot be proposed as a written resolution under article 51.

54 For the purposes of article 51, a proposed written resolution will lapse if it is not passed before the end of a period of 28 days beginning with the circulation date (as defined in article 52), and the agreement of any member to a written resolution will be ineffective if signified after the expiry of that period.

Number of directors

55 The maximum number of directors shall be 11; the minimum number of directors shall be 7.

Eligibility

56 A director shall not be eligible for appointment as a director:

56.1 if he/she is prohibited by law from being a director by virtue of any provision of the 2006 Act or becomes prohibited by law from being a director; or

56.2 if he/she is an employee of the company.

Appointment of directors

57 The directors may (subject to articles 55 and 56) at any time appoint any individual (providing he/she is willing to act) to be a director.

58 The directors will:

58.1 adopt an open recruitment policy in attracting candidates for appointment as directors; and

58.2 select the individual or individuals out of those candidates who is/are to be appointed as a director or directors on any given occasion by way of an objective assessment of the candidates' respective skills and experience, tested against a skills matrix which takes account of the balance of skills already represented on the board and the need for any additional skills.

Periodic retirement/re-appointment of directors

- 59 An individual who has held office for a period of three years since he/she was appointed (or, as the case may be) since he/she was last re-appointed shall automatically retire from office on expiry of that period.
- 60 The directors may (subject to article 61) re-appoint a director retiring from office under article 59 for a further three-year period.
- 61 If a director retiring from office under article 59 has held office for a continuous period of six years, he/she will not be eligible for re-appointment until a further period of eighteen months has elapsed.
- 62 An individual who ceases to hold office as a director and is re-appointed as a director within six months shall be deemed to have held office continuously for the purposes of determining the three-year and six-year periods referred to in articles 59 to 61.

Disqualification and removal of directors

- 63 A director shall vacate office if:
- 63.1 he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director or a charity trustee (within the meaning of the Charities and Trustee Investment (Scotland) Act 2005);
- 63.2 he/she is sequestrated;
- 63.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity has continued, or is expected to continue, for a period of more than six months;
- 63.4 he/she becomes an employee of the company;
- 63.5 he/she ceases to be a member of the company;
- 63.6 he/she resigns office by notice to the company;

- 63.7 he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office;
- 63.8 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 77);
- 63.9 he/she is removed from office by resolution of the directors on the grounds that he/she is considered (a) to have been in serious or persistent breach of his/her duties under Section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005 or (b) to be not a “fit and proper person” as described in the relevant guidance issued by HM Revenue and Customs as in force at the time; or
- 63.10 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.
- 64 A resolution under article 63.8 or 63.9 shall be valid only if:
- 64.1 the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;
- 64.2 the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and
- 64.3 at least two-thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Appointments to office

- 65 Directors shall be appointed to hold the office of Chair, and such other offices (if any) as the directors may consider appropriate; the responsibilities of the Chair (and of any such other offices) shall be as determined by the directors from time to time.
- 66 The appointments under the preceding article shall be made at meetings of directors.
- 67 For the purposes of these articles, an “Accounts Sign-off Board Meeting” means a meeting of directors at which the final accounts of the company for a given financial year are approved by the directors.
- 68 Each office shall be held (subject to article 70) until the expiry of a period of three years from the date of appointment; a director whose period of office expires under

this article may be re-appointed to that office under article 65 (providing he/she is willing to act) and will then (subject to article 70) serve for a further three-year term.

69 For the avoidance of doubt, there shall be no limit on the number of three-year terms for which a director may be appointed to a given office.

70 The appointment of any director to an office under article 65 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.

71 If the appointment of a director to any office under article 65 terminates, the directors shall appoint another director to hold the office in his/her place.

Directors' interests

72 Subject to the provisions of the Act, the Charities and Trustee Investment (Scotland) Act 2005, articles 10 to 13 of these articles and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial) and has complied with the code of conduct (as referred to article 77), a director (notwithstanding his/her office):

72.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company;

72.2 may be a party to, or have some other personal interest in, any transaction or arrangement in which the company or any associated company has an interest;

72.3 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and

72.4 shall not, because of his/her office, be accountable to the company for any benefit which he/she derives 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.

73 For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; 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.

- 74 The directors shall procure that a register of directors' interests is maintained in accordance with the provisions in this regard contained in the code of conduct for directors referred to in article 77.

Conduct of directors

- 75 It is the duty of each director of the company to take decisions (and exercise his/her other powers and responsibilities as a director) in such a way as he/she considers, in good faith, will be most likely to promote the success of the company in achieving its objects (as set out in article 6) and will be in the best interests of the company, and irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question.
- 76 Without prejudice to the principle set out in article 75, each of the directors shall have a duty, in exercising functions as a charity trustee, to act in the interests of the company; and, in particular, must:
- 76.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its purposes;
 - 76.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 76.3 in circumstances giving rise to the possibility of a conflict of interest between the company and any party responsible for the appointment of that director, put the interests of the company before that of the other party;
 - 76.4 where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any deliberation or decision of the other directors with regard to the matter in question;
 - 76.5 ensure that the company complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 77 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors from time to time; for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Directors' remuneration and expenses

- 78 No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 68.
- 79 The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings or meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

Powers of directors

- 80 Subject to the provisions of the Act and these articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.
- 81 No alteration to these articles and no direction given by special resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.
- 82 The powers conferred by article 80 shall not be limited by any special power conferred on the directors by these articles.
- 83 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

- 84 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
- 85 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 86 Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson of the meeting shall have a second or casting vote.
- 87 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be 4.
- 88 A director may participate in a meeting of the directors by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the directors participating in the meeting can hear each other; a director participating in a meeting in this manner shall be deemed to be present in person at the meeting.

- 89 The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or he/she may act only for the purpose of filling vacancies or calling a general meeting.
- 90 Unless he/she is unwilling to do so, the Chair shall preside as chairperson at every meeting of directors at which he/she is present; if the Chair is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
- 91 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 92 A resolution in writing which is either signed, or agreed to by electronic means, by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held; it may consist of several documents in the same form each signed by one or more directors.
- 93 A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.
- 94 For the purposes of the preceding article:
- 94.1 an interest of a person who is taken to be connected with a director under section 252 of the Act, shall be treated as a personal interest of the director; and
- 94.2 a director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has a personal interest in that matter.
- 95 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

- 96 The company may (subject to the Charities and Trustee Investment (Scotland) Act 2005) by ordinary resolution, suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 93 to 95.
- 97 If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

Delegation to committees of directors and holders of offices

- 98 The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the Chair or a director holding any other office such of their powers as they consider appropriate.
- 99 Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 100 Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

Advisory groups

- 101 The directors may establish such advisory groups as they consider appropriate to advise them on matters falling within the objects of the company; in relation to any such advisory group the directors shall:
- 101.1 set out in writing its terms of reference and procedural rules;
 - 101.2 determine the composition of its membership;
 - 101.3 appoint/remove its members as the directors may consider appropriate from time to time.
- 102 The directors shall keep the effectiveness of the advisory groups under review; and may vary their terms of reference or disband them as the directors consider appropriate from time to time.
- 103 The powers of an advisory group shall be limited to the issue of reports and recommendations for consideration by the directors; for the avoidance of doubt, no advisory group shall be entitled to issue directions or instructions to the directors, and the question of whether or not to adopt any recommendations issued by an advisory group shall be determined by the board at its absolute discretion.

Secretary

- 104 The directors shall (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of office, remuneration (if any), and other terms and conditions attaching to the appointment of the company secretary shall be as determined by the directors; the company secretary may be removed by the directors at any time.

Minutes

- 105 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounts

- 106 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 107 The directors shall prepare annual accounts, complying with all relevant statutory requirements.

Notices

- 108 Any notice to be given in pursuance of these articles shall be given either in writing or by way of electronic means.
- 109 The company may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address; in the case of a member who/which has notified the company of an electronic address to be used for this purpose, the company may give any notice to that member by way of electronic means.
- 110 A member may give any notice to the company either by sending it by post in a pre-paid envelope addressed to the company at its registered office or by leaving it, addressed to the company secretary, at the company's registered office or (where the company has notified the member of an electronic address to be used for this purpose) by way of electronic means.
- 111 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 112 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by

electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

- 113 A member present or represented at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

Winding-up

- 114 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 instead be transferred to some other charity or charities (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 do articles 10 to 13.

- 115 The charity or charities to which property is transferred under article 114 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.

- 116 To the extent that effect cannot be given to the provisions of articles 114 and 115, the relevant property shall be applied to some other charitable purpose or purposes.

Indemnity

- 117 Every director or other officer or auditor of the company shall be indemnified out of the assets of the company (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted **or** any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

For the avoidance of doubt, the company shall be entitled (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) to purchase and maintain for any director insurance against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).