

Company Number: SC 346142
Scottish Charity No: SC 040314

The Companies Acts 1985-1989

Company limited by Guarantee and
not having a share capital

MEMORANDUM AND ARTICLES OF ASSOCIATION OF

Transition Town Forres Ltd

Including amendments approved by all members on
22nd December 2008 And amendments approved
18th February 2012, 5th July 2021 and 3rd September 2021

Incorporated the 24th of July 2008

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The Companies Acts 1985-1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Memorandum of Association of Transition Town Forres Ltd

1. The name of the Company is Transition Town Forres Ltd (hereinafter referred to as "the Company").

2. The Company's registered office is situated in Scotland.

3. The objects for which the Company is established are:

a) the advancement of community development,

b) the advancement of environmental protection and improvement, including the promotion of sustainable development, which is defined by the 1987 United Nations Bruntland Commission report 'Our Common Future' as "development that meets the needs of the present without compromising the ability of future generations to meet their own needs"

c) the advancement of education,

d) the promotion of health,

in the Forres area.

In furtherance of these objects but not otherwise, the Company shall have the following powers:

4.1 To provide such support as is charitable in law to groups and individuals.

4.2 To arrange and conduct research, preparations and organisation for the promotion and implementation of training courses, exhibitions, lectures, seminars, conferences, other meetings and other activities conducive to the promotion of the objects of the Company and the preparation, production, editing, publication, exhibition and distribution of articles, pamphlets, books and other publications, tapes, motion and still pictures of any medium, music and drama of any medium and other materials conducive to the promotion of the

objects of the Company.

4.3 To employ and organise the training of all such officers, employees and others as may be required for the purposes of the Company to assist in achieving its objects.

4.4 To establish, subsidise, promote, co-operate or federate with or become affiliated to, act as trustees or agents for, or manage or lend money or provide other assistance to, or subscribe and make contributions to or otherwise support any recognised or registered charitable association, trust, society or other recognised or registered charitable body corporate or unincorporated and having primary objects wholly or partly similar to those of the Company, or otherwise connected with the activities of the Company or with the furtherance of any of its objects.

4.5 To establish, operate and administer and/or otherwise acquire separate trading companies or associations, whether charitable or not.

4.6 To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any land, property and rights which may be advantageous for the purposes of the activities of the Company.

4.7 To construct, convert, alter, demolish, improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the Company.

4.8 To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the Company, wheresoever situated.

4.9 To manage and operate or arrange for the professional management and operation of properties, lands and estates whether owned by the Company or not and the entering into and carrying out of agreements in relation thereto with statutory and other bodies, individuals, unincorporated associations, firms, corporate bodies and others and any groups thereof in furtherance of the objects of the Company.

4.10 To provide services generating income to further the objects of the Company.

4.11 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.

4.12 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

4.13 To establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds in furtherance of the objects of the Company.

4.14 To employ and train personnel in all aspects of the Company's objects and to remunerate any individual in the employment of the Company and to establish, maintain and contribute to, or co-operate with others in establishing, maintaining and contributing to, any pension or superannuation fund or scheme 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 wife, widow, relatives and dependants of any such individual; and to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.

4.15 To promote any private Act of Parliament, Provisional Order and other authority to enable the Company to carry out its objectives, alter its constitution, and achieve any other purpose which may promote the Company's interests, and to oppose or object to any Parliamentary Bill, Local Authority Notice or Order, or any planning proposal, designation, application, notice or order, whether issued by or on behalf of or by the authority of Parliament, any Government or statutory agency or any organisation, whether incorporated or unincorporated, any association, other bodies, individuals or generally any application or proceedings which may prejudice the Company's interests.

4.16 To enter into any arrangement with any organisation, government, authority or other body which may be advantageous for the purposes of the activities of the Company and to obtain from any such organisation, government, authority or other body any charter, right, privilege or concession.

4.17 To enter into partnership or any other arrangement for sharing profit, co- operation or mutual assistance with any charitable body, whether incorporated or unincorporated.

4.18 To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.

4.19 To effect insurance against risks of all kinds.

4.20 To invest monies of the Company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such a manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirements) and to dispose of and vary such investments and securities.

4.21 To subscribe for, take, purchase or otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the Company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any company, association or other body with which the Company is authorised to amalgamate.

4.22 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.

4.23 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.

4.24 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, subcontractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.

4.25 To do anything which will further the attainment of any of the objects of the Company.

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

5.

5.1 Subject to clause 5.2,

(a) the income and property of the Company shall be applied solely towards the promotion of its objects as set out in clause 3 of this Memorandum of Association;

(b) no part of the income and property of the Company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the members of the Company;

(c) no member of the Board of Trustees of the Company shall be appointed to any office under the Company in respect of which a salary or fee is payable; and

(d) no benefit in money or money's worth shall be given by the Company to any member of the Board of Trustees for their services as a Trustee, except repayment of out-of-pocket expenses.

5.2 The Company shall, notwithstanding the provisions of clause 5.1, be entitled:

- (a) to pay reasonable and proper remuneration to any member of the Company or of its Board of Trustees in return for services actually rendered to the Company (other than those carried out normally or habitually by any Trustee, officer or employee of the Company) and to reimburse any out-of-pocket expenses incurred by any such person on behalf of the Company in furtherance of its objects;

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

The liability of members is limited.

Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up.

8.

8.1 The winding-up of the Company may take place only on the decision of not less than three-fourths of the members of the Company to be taken only at an Extraordinary General Meeting called specifically (but not necessarily exclusively) for the purpose.

8.2 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, but shall be given or transferred to some other charitable company, institution or organisation having objects similar to or encompassing those of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as the Company being wound up. The expression 'charitable purpose' shall mean a charitable purpose under section 7 of the Charities and Trustees Investment (Scotland) Act 2005 which is also regarded as charitable purpose in relation to the appli-

cation of the Taxes Acts.

8.3 To the extent that effect cannot be given to the provisions of clause 8.2, the relevant property shall be applied to some other charitable object or objects as shall be determined by ordinary resolution of the members of the Company at or before the time of dissolution or, failing such determination, by the Board of Trustees.

WE, the Subscribers to this memorandum of Association, wish to be formed into a Company pursuant to this memorandum.

Names and Addresses of Subscribers

Full Name NICHOLAS ROBERT ANDERSON Signed 

Address MUIR OF LOGIE

FORRES

Date

20/6/08

IV36 2QG

Full Name JOHN ALEXANDER GRANT Signed 

Address MIDDLEFIELD FARM,

FORRES, MORAY,

IV36 3TN

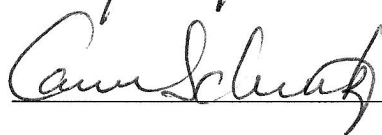
Date

16/06/08.

Full Name

CARIN SCHWARTZ

Signed



Address

APIN INGRID ELISABETH
1 PILMUIR ROAD

FORRES

Date

16/6/2008

IV36 1HD

Full Name

MICHAEL STRETCH

Signed



Address

76 THE PARK, FINDHORN

FORRES, MORAY

Date

18/6/08

SCOTLAND IV36 3TY

Full Name

Fabio V Nhami

Signed

Fabio V Nhami

Address

CLOVER, ALVES,

FORRES, IV36 2RA

Date

24/6/08

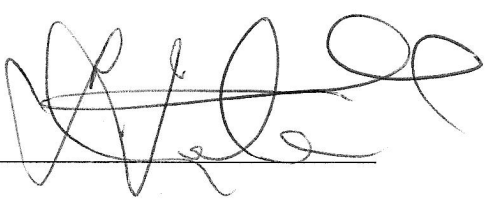
MORAY, SCOTLAND

Signed in the presence of:

Full Name

PATRICIA FENTON

Signed



Address

16 WOODSIDE PARK

FORRES,

Date

24/6/08

MORAYSHIRE IV36 2GT.

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

**Articles of Association of
Transition Town Forres Ltd**

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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

2. In these articles of association, unless the context requires otherwise:-
 - (a) "board" means the directors;
 - (b) "charity" means a body which is either a Scottish charity, 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;
 - (c) "charitable purpose" means a charitable purpose under section 7 of the Scottish Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - (d) "community body" means a community body within the meaning of section 34 of the Land Reform (Scotland) Act 2003 (as amended by section 37 of the Community Empowerment (Scotland) Act 2015) which is also regarded as a community body for the purposes of section 49(2)(h) of the Land Reform (Scotland) Act 2016;
 - (e) "community transfer body" means a community transfer body within the meaning of section 77 of the Community Empowerment (Scotland) Act 2015 (as read with section 19 of the Community Empowerment (Scotland) Act 2015);

- (f) "Companies Act" means the Companies Act 2006;
 - (g) "crofting community body" means a crofting community body within the meaning of section 71 of the Land Reform (Scotland) Act 2003 (as amended by section 62 of the Community Empowerment (Scotland) Act 2015);
 - (h) "OSCR" means the Office of the Scottish Charity Regulator;
 - (i) "Part 3A community body" means a Part 3A community body with the meaning of section 97D of the Land Reform (Scotland) Act 2003 (as inserted by section 74 of the Community Empowerment (Scotland) Act 2015);
 - (j) "Part 5 community body" means a Part 5 community body within the meaning of section 49 of the Land Reform (Scotland) Act 2016;
 - (k) "property" means any property or other asset (which may include rights or interests in land and intellectual property);
 - (l) "Scottish Charities Act" means the Charities and Trustee Investment (Scotland) Act 2005;
 - (m) "Scottish charity" means a "Scottish charity" within the meaning of section 13 of the Scottish Charities Act;
 - (n) "subsidiary" has the meaning given in section 1159 of the Companies Act;
 - (o) "sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own needs.
3. Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

4. The company has been formed to benefit principally the community of Forres, Ward 8 Moray, as defined by the Local Government Boundary Commission and the Boundary Commission for Scotland as at June 2021 ("the Community") with the following objects:

(1) The advancement of Education raising awareness of the issues associated with Climate Change and how to transition to a low-carbon sustainable lifestyle with issues such as food energy, transport and waste;

(2) The advancement of Environmental Protection and Improvement taking practical actions that will reduce our carbon footprint and dependence on fossil fuels and **help** build a resilient local economy. Delivering sustainable programmes of activity involving the local community around issues such as food, energy, skills, transport and waste;

(3) The advancement of Citizenship and Community development, fostering community resilience through engagement, volunteering and community support projects;

(4) The advancement of Health, creating promoting and supporting actions that cultivate connection with ourselves, others and the natural world and help create a healthy culture at all levels

But only to the extent that the above purposes are consistent with furthering the achievement of sustainable development.

5. The company's objects are restricted to those set out in article 4 (but subject to article 6).

6. The company may (subject to article 66) add to, remove or alter the statement of the company's objects in article 4; 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

7. The company has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

8. In particular, (but without limiting the range of powers available under the Scottish Charities Act) the company has power:

(a) To register any interest in land and to exercise any right to buy under Part 2 of the Land Reform (Scotland) Act 2003.

(b) To exercise any right to buy under Part 3A of the Land Reform (Scotland) Act 2003.

- (c) To exercise any right to buy under Part 5 of the Land Reform (Scotland) Act 2016.
- (d) To make any participation request under Part 3 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request.
- (e) To make any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request.

Restrictions on use of the company's assets

- 9. The income and property of the company shall be applied solely towards promoting the company's objects (as set out in article 4); and in particular (but without limiting the generality of that provision) any surplus funds or assets of the company must be applied for the benefit of the Community.
- 10. 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.
- 11. 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.
- 12. No benefit (whether in money or in kind) shall be given by the company to any director except:
 - (a) repayment of out-of-pocket expenses; or
 - (b) reasonable payment in return for particular services (out-with the ordinary duties of a director) actually rendered to the company.
- 13. Notwithstanding the provisions of articles 11 and 12, the company may make any payment to any individual who is a member or director of the company, where that payment is made in direct furtherance of the objects of the company.

Liability of members

14. Each member undertakes that if the company is wound up while they are a member (or within one year after they cease to be a member), they will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
- (a) payment of the company's debts and liabilities contracted before they cease to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

General structure

15. The structure of the company consists of:-
- (a) The MEMBERS - comprising (i) Ordinary Members (who have the right to participate in the annual general meeting (and any other general meeting) and have important powers under the articles of association and the Companies Act; in particular, the Ordinary Members elect people to serve as directors and take decisions in relation to changes to the articles themselves), (ii) the Associate Members and (iii) the Junior Members; and
 - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

MEMBERS

Categories of Members

16. For the purposes of these articles:-
- (a) "Ordinary Member" means a member who fulfils the qualifications set out in article 19; "Ordinary Membership" shall be interpreted accordingly;
 - (b) "Associate Member" means a member admitted under article 20 (as read with article 21); "Associate Membership" shall be interpreted accordingly;

- (c) "Junior Member" means a member admitted under article 22; "Junior Membership" shall be interpreted accordingly
17. Associate Members and Junior Members are not eligible to stand for election as Member Directors (as defined in article 96), nor are they eligible to vote at any general meeting.

Qualifications for membership

18. The members of the company shall consist of the subscribers to the memorandum of association and such other individuals and organisations as are admitted to membership under articles 19 to 32.
19. Ordinary Membership shall (subject to articles 24 and 28) be open to any person aged 16 years or over who:
- (a) is resident in the Community (as defined in article 4) and;
 - (b) is entitled to vote at a local government election in a polling district that includes the Community or part of it.
20. Associate Membership shall (subject to articles 24, 25 and 26) be open to:
- (a) individuals who do not fulfil the qualifications under paragraphs (a) and (b) of article 19 but support the objects and activities of the company; and
 - (b) (subject to article 21) organisations (wherever they have their principal office or place of business or their main area of operation) that support the objects and activities of the company.
21. In the case of an organisation which is not a corporate body, the organisation itself cannot be a member of the company; instead, membership shall be open to an individual nominated by that organisation (where the organisation would qualify for membership under article 20), but on the basis that no more than one individual nominated by each organisation under this article 21 can be a member of the company at any given time.
22. Junior Membership shall (subject to article 24) be open to those individuals aged between 12 and 15 (whether or not they are resident in the Community) who support the objects and activities of the company.

23. An individual, once admitted to Ordinary Membership, shall automatically cease to be a member if they cease to fulfil any of the qualifications for Ordinary Membership set out in article 19 (but will then be able to apply for admission as an Associate Member if they so wish).

Application for membership

24. Any individual who wishes to become a member (in a personal capacity) must (subject to article 40) sign, and lodge with the company, a written application for membership, specifying the category of membership for which they are applying.
25. Any organisation which is a corporate body and wishes to become an Associate Member must (subject to article 40) lodge with the company a written application for membership, signed on its behalf by an appropriate officer of that organisation.
26. Any individual nominated under article 21 by an organisation which is an unincorporated body who wishes to become an Associate Member must (subject to article 40) lodge with the company a written application for membership, signed by that individual and also signed by an appropriate officer of the organisation which is nominating that individual for membership.
27. The company shall (subject to article 40) supply a form for applying for membership to any individual or organisation on request.
28. An individual applying for Ordinary Membership shall, if the company so requests, supply such evidence as the company may reasonably request to demonstrate that they fulfil the qualifications set out in article 19.
29. At the first board meeting which is held after receipt of an application for membership, the board shall review the application (together with any evidence supplied under article 28) to determine whether the applicant fulfils the qualifications for membership set out in articles 19, 20 or 22 (as the case may be).
30. If, on the basis of the review carried out under article 29, the applicant fulfils the qualifications for membership, the board shall (subject to article 31) admit the applicant to membership; and, within a reasonable time after the meeting, shall notify the applicant of the outcome of the application.

31. The board do not require to admit an applicant to membership (even if they fulfil the qualifications for membership) if:
- (a) the effect of admitting them would be that the requirement under article 33 that at least three quarters of the members must be members of the community was no longer met; or
 - (b) they were expelled from membership under article 46 at any time in the past; or
 - (c) in the case of an individual applying for membership on the basis of nomination by an unincorporated body, any other individual previously nominated for membership by that organisation was expelled from membership under article 46 at any time in the past (unless a special resolution of the nature referred to in article 47 has been passed in relation to that unincorporated body).
32. For the avoidance of doubt, in determining whether or not any individual or organisation fulfils the qualifications for membership, the board shall adhere to a transparent process which enshrines the principles of equal treatment and non-discrimination.

Minimum number of members

33. The minimum number of members is 20; and at least three quarters of the members must, at all times, be members of the community.
34. The expression "members of the community" in article 33 shall be taken to be a reference to Ordinary Members.
35. In the event that either or both of the requirements under article 33 cease to be met through a reduction in the number of members or through a reduction in the proportion of members of the community included within the membership, the board may not conduct any business other than to ensure the admission of sufficient members (or, as the case may be, Ordinary Members) to ensure that those requirements are met once more.

Re-registration

36. The board may at any time request all members, or all members within a given category, to confirm that they wish to remain in membership of the company.

37. Any request under article 36 must be issued:
- (a) in hard copy form; or
 - (b) (where the member to whom notice is given has notified the company of an email address to be used for the purpose of communications from the company) by way of email;

and must refer to the possible consequences (under article 38) of failing to confirm, within the period allowed for under article 38, that the member wishes to remain in membership.

38. If the company does not receive confirmation from any member, within four weeks after the issue to that member of a request under article 36, that they wish to remain in membership of the company, the board may, by resolution to that effect, expel that individual or organisation from membership.
39. Subject to article 40, any confirmation under articles 37 and 38 must be:
- (a) in hard copy form, signed by the relevant individual (or, in the case of an organisation which is a corporate body, signed on its behalf by an appropriate officer of that organisation), and sent or delivered to the company; or
 - (b) sent by way of email to the company, at the email address supplied by the company to the members for this purpose.

Arrangements involving the company's website

40. The board may, if they consider appropriate, introduce arrangements under which an individual or organisation can apply for membership and/or an individual or organisation may confirm that they wish to remain a member, by accessing the company's website (and, where applicable, links from the company's website), and completing and submitting forms electronically.
41. The board shall ensure that any arrangements introduced under article 40 incorporate appropriate security measures and reserve the right for the company to request signed hard copy documentation and/or evidence of eligibility in any case where the board consider that to be appropriate.

Register of members

42. The board shall maintain a register of members, setting out the full name and address of each member, the date on which each member was admitted to membership, the category of membership into which the member falls, and the date on which any individual or organisation ceased to be a member.
43. Where an individual was admitted to Associate Membership on the basis of nomination by an organisation which is not a corporate body, the entries against that individual's name in the register of members shall include details of the organisation which nominated that individual for membership.

Withdrawal from membership

44. Any individual or organisation who/which wishes to withdraw from membership shall lodge with the company a written notice to that effect, signed by that individual or (in the case of a corporate body) signed on its behalf by an appropriate officer of that body; on receipt of the notice by the company, that individual or organisation shall cease to be a member.
45. An organisation which has nominated an individual for membership under article 21 may withdraw its nomination at any time, by way of notice to the company to that effect, signed by an appropriate officer of that organisation; on receipt of the notice by the company, that individual will automatically cease to be a member.

Expulsion from membership

46. Any individual or organisation may be expelled from membership by special resolution (see article 63), providing the following procedures have been observed:-
 - (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - (b) the member concerned (or, in the case of a corporate body, an individual authorised by it) shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.
47. Where an individual who was admitted to membership on the basis of nomination by an unincorporated organisation (i.e. an organisation which is not a corporate body) is expelled from membership under article 46, no other individual nominated for membership by that organisation will be eligible for mem-

bership unless and until a special resolution to that effect is passed.

Termination/transfer

48. Membership shall cease:
- (a) in the case of an individual, on death;
 - (b) in the case of an organisation which is a corporate body, on the liquidation, winding-up, dissolution or striking-off of that organisation; or
 - (c) in the case of an individual admitted to membership on the basis of nomination by an organisation which is not a corporate body, if that organisation is wound up or dissolved.
49. A member may not transfer their membership to any other individual or organisation.

GENERAL MEETINGS

General meetings (meetings of members)

50. The board shall convene an annual general meeting in each year (but excluding the year in which the company is formed).
51. The first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
52. Not more than 15 months shall elapse between one annual general meeting and the next.
53. The business of each annual general meeting shall include:
- (a) a report by the chair on the activities of the company;
 - (b) consideration of the annual accounts of the company;
 - (c) the election/re-election of Member Directors, as referred to in articles 102 to 107.
54. Subject to articles 50 and 55, the board may convene a general meeting at any time.
55. The board must convene a general meeting if there is a valid requisition by members (under section 303 of the Companies

Act) or a requisition by a resigning auditor (under section 518 of the Companies Act).

Notice of general meetings

56. At least 14 clear days' notice must be given of any general meeting.
57. The reference to "clear days" in article 56 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 email, the day after it was sent), and also the day of the meeting, should be excluded.
58. A notice calling a meeting shall specify the time of the meeting, and (subject to article 60) the place where the meeting is to be held; and
 - (a) it shall indicate the general nature of the business to be dealt with at the meeting;
 - (b) if a special resolution (see article 63) (or a resolution requiring special notice under the Companies Act) is to be proposed, it shall also state that fact, giving the exact terms of the resolution; and
 - (c) it shall notify the Ordinary Members of their right to appoint a proxy.
59. If members and directors are to be permitted to participate in the meeting by way of audio and/or an audio-visual link, the notice (or notes accompanying the notice) shall:
 - (a) set out details of how to connect and participate via (in the case of participation by way of audio) dial-in details, or (in the case of participation by way of an audio-visual link) that link; and
 - (b) for the benefit of those members who do not have access to a computer or to an adequate internet connection, draw members' attention to (i) the ability to participate in the meeting via audio only means, (ii) the ability of Ordinary Members to appoint the chairperson of the meeting as proxy, and to direct the chairperson on how they should vote in relation to each resolution to be proposed at the meeting, or (iii) (where attendance in person is to be permitted) the ability to attend and vote in person at the meeting.

60. If participation in the meeting is to be by way of audio and/or audio-visual links – with no intention for the meeting to involve attendance in person by two or more members in one place – the requirement under article 58 to specify the place of the meeting in the notice calling the meeting shall not apply (except to the extent that this remains a requirement under the Companies Act).
61. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
62. Notice of every general meeting shall be given to all the members and directors, and (if auditors are in office at the time) to the auditors:
- (a) in hard copy form; or
 - (b) (where the individual or organisation to whom notice is given has notified the company of an email address to be used for the purpose of communications from the company) by way of email; or
 - (c) (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 Companies Act) by means of a website.

Special resolutions and ordinary resolutions

63. For the purposes of these articles, 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 56 to 62.
64. For the avoidance of doubt, the reference in article 63 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.
65. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Companies Act allow the company, by special resolution,
- (a) to alter its name; or

- (b) to alter any provision of these articles or adopt new articles of association.
66. If the company is a Scottish charity, amendments to the objects of the company (as set out in article 4) will require the prior approval of OSCR; and OSCR's prior approval is also required in relation to any change of name.
67. If:
- (a) the company is a community body (as defined in article 2) and (i) it has registered a community interest in land under Part 2 of the Land Reform (Scotland) Act 2003 and remains so registered, or (ii) has bought land under Part 2 of the Land Reform (Scotland) Act 2003 any part of which remains in its ownership; or
 - (b) the company is a Part 3A community body or Part 5 community body (in each case, as defined in article 2) and has bought land under Part 3A of the Land Reform (Scotland) Act 2003 or Part 5 of the Land Reform (Scotland) 2016 any part of which remains in its ownership,

the company must give written notice to the Scottish Ministers of any amendments to the articles of association of the company as soon as possible after such amendments take effect.

68. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 56 to 62.

Procedure at general meeting

69. The board may, if they consider appropriate (whether on the basis of concerns relating to health risks associated with large gatherings, or otherwise) make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual links, providing:
- (a) the means by which members and directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to

represent – for all, or a significant proportion, of the members - a barrier to participation;

- (b) the notice calling the meeting contains the information required under article 58; and
 - (c) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and directors who participate via the audio or audio-visual links are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and directors (if any) who are attending in person (and vice versa).
70. A general meeting may involve two or more members or directors participating via attendance in person while other members and/or directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
71. For the avoidance of doubt, an individual participating in a general meeting (whether as a member, as a proxy for a member, as the authorised representative of a member which is a corporate body, as a director, or as the chairperson of the meeting) via an audio or audio-visual link shall be deemed to be present (or, as the case may be, in attendance) at the meeting.
72. Where a general meeting is to involve participation solely via audio and/or audio-visual links, the board shall encourage any individuals participating in that general meeting who do not have access to a computer or to an adequate internet connection to dial-in to the meeting via audio means, failing which the board shall take reasonable steps to encourage such individuals to participate in the meeting through:
- (a) (in the case of Ordinary Members) the submission of a proxy form (which may appoint the chairperson of the meeting as proxy, and with the proxy form being completed in a manner which directs the chairperson on whether to vote in favour of, or against, each of the resolutions to be proposed at the meeting); and/or
 - (b) the submission of questions and/or comments, which (subject to article 73) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.

73. The requirements under paragraph (b) of article 72 shall not apply if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.
74. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall (subject to article 75) be 10 Ordinary Members, either present or represented by proxy.
75. A quorum shall not be deemed to be present at any general meeting unless the Ordinary Members present or represented by proxy at the meeting form a majority of the members present or represented by proxy at the meeting.
76. For the avoidance of doubt, Associate Members and Junior Members shall not be counted in determining whether a quorum is present at any general meeting.
77. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time, and (subject to article 78) place, as may be fixed by the chairperson of the meeting.
78. Where participation in the adjourned meeting is to be by way of audio and/or audio-visual links - with no intention for the adjourned meeting to involve attendance in person by two or more members or directors in one place - the requirement under article 77 for the chairperson to fix the place of the adjourned meeting shall not apply.
79. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
80. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such date, time and (subject to article 78) place as the chairperson may determine.

81. Every Ordinary 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.
82. Where an Ordinary Member, or a proxy for an Ordinary Member, is participating in a meeting via audio or an audio-visual link, they may cast their vote on a given resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically – and providing the board have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast via a show of hands.
83. For the avoidance of doubt, Associate Members and Junior Members shall have no power to vote at general meetings.
84. Any Ordinary Member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting):
 - (a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the board require), signed by that Ordinary Member; or
 - (b) 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 board 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).
85. An instrument of proxy which does not conform with the provisions of article 84, or which is not lodged or sent in accordance with such provisions, shall be invalid.
86. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
87. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed that proxy to speak at the meeting; and a proxy need not be a member of the company.
88. 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 (or, where sent by email, was received by the company at the address notified by the company to the members for the purpose of email communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

89. An Associate Member which is a corporate body shall be entitled to appoint an individual to attend and speak at any general meeting as its authorised representative.
90. If there are an equal number of votes for and against any resolution proposed at a general meeting, the chairperson of the meeting shall not be entitled to a casting vote.
91. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons participating in the meeting and entitled to vote, whether as Ordinary Members or as proxies for Ordinary Members); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
92. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such manner as the chairperson may direct.
93. Where an Ordinary Member, or a proxy for an Ordinary Member, is participating in a meeting via audio or an audio-visual link, the chairperson's directions regarding how a secret ballot is to be conducted may allow them to cast their votes on the secret ballot via any of the methods referred to in article 82, providing reasonable steps are taken to preserve anonymity (while at the same time, maintaining confidence in the validity of the process).
94. The result of any secret ballot shall be declared at the meeting at which the ballot was demanded.
95. These articles of association impose certain requirements regarding the means which can be adopted for participation and voting at general meetings; providing the arrangements made by the board in relation to a given general meeting are consistent with those requirements:

- (a) an Ordinary Member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;
- (b) the general meeting need not be held in any particular place;
- (c) the general meeting may be held without any number of those participating in the meeting being together at the same place (but on the basis that the quorum requirements – taking account of those participating via audio or an audio-visual link – must still be met);
- (d) the general meeting may be held by any means which permits those attending to hear and contribute to discussions at the meeting;
- (e) an Ordinary Member will be able to exercise the right to vote at a general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the board) and which permits that Ordinary Member's vote to be taken into account in determining whether or not a resolution is passed.

DIRECTORS

Categories of director

96. For the purposes of these articles

"Member Director" means a director (drawn from the Ordinary Membership of the company) appointed under articles 102 to 107;

"Co-opted Director" means a director appointed or re-appointed by the directors under articles 108 and 109.

Maximum/minimum number of directors

97. The maximum number of directors shall be 15; out of that number, no more than 15 shall be Member Directors and no more than 7 shall be Co-opted Directors.

98. At any given time, directors who are also Ordinary Members must form a majority of the total number of directors in office.

99. The minimum number of directors shall be 5, of whom a majority must be Member Directors.

Eligibility

100. A person shall not be eligible for election/appointment as a Member Director unless they are an Ordinary Member of the company; a person appointed as a Co-opted Director need not, however, be a member of the company.
101. A person shall not be eligible for election/appointment as a director if they are an employee of the company.

Election, retiral, re-election: Member Directors

102. At each annual general meeting, the Ordinary Members may (subject to articles 97 to 101) elect any Ordinary Member (providing they are willing to act) to be a director (a "Member Director").
103. The board may (subject to articles 97 to 101) at any time appoint any Ordinary Member (providing they are willing to act) to be a director (a "Member Director").
104. At the first annual general meeting, one third (to the nearest round number of the Member Directors shall retire from office; the question of which of them is to retire shall be determined by some random method.
105. At each annual general meeting (other than the first):
- (a) any Member Director appointed under article 103 during the period since the preceding annual general meeting shall retire from office;
 - (b) out of the remaining Member Directors, one third to the nearest round number shall retire from office.
106. The directors to retire under paragraph (b) of article 105 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.
107. A director who retires from office under article 105 shall be eligible for re-election.

Appointment/re-appointment: Co-opted Directors

108. In addition to their powers under article 103, the board may (subject to articles 97 to 101) at any time appoint any individual (providing they are willing to act) to be a director (a "Co-opted Director") on the basis that they have been nominated by a body with which the company has close contact in the course of its activities ³²³or on the basis that they have specialist experience and/or skills which could be of assistance to the board or on the basis that they are in a position to bring an additional perspective (e.g. a young person's perspective) to the work of the board.
109. At each annual general meeting, all of the Co-opted Directors shall retire from office – but shall then (subject to articles 97 to 101) be eligible for re-appointment under article 108.

Termination of office

110. A director shall automatically vacate office if:
- (a) they cease to be a director through the operation of any provision of the Companies Act or become prohibited by law from being a director;
 - (b) they become debarred under any statutory provision from being a charity trustee (within the meaning of section 106 of the Scottish Charities Act);
 - (c) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months;
 - (d) (in the case of a Member Director) they cease to be an Ordinary Member of the company;
 - (e) they become an employee of the company;
 - (f) they resign office by notice to the company;
 - (g) they are absent (without permission of the board) from more than three consecutive board meetings, and the board resolve to remove them from office;
 - (h) they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Scottish Charities Act;

- (i) they are removed from office by resolution of the board on the grounds that they are considered to have committed a serious breach of the code of conduct for directors (as referred to in article 157); or
 - (j) they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Companies Act.
111. A resolution under paragraph (h) or (i) of article 110 shall be valid only if: -
- (a) the director who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for removal is to be proposed;
 - (b) the director concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
 - (c) at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Register of directors

112. The board shall maintain a register of directors, setting out full details of each director, including the date on which each of them became a director, and also specifying the date on which any person ceased to hold office as a director.

Officebearers

113. The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.
114. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
115. A person elected to any office shall cease to hold that office if they cease to be a director, or if they resign from that office by written notice to that effect.

Powers of directors

116. Subject to the provisions of the Companies Act and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed

by the board, who may exercise all the powers of the company.

117. A board meeting at which a quorum is present may exercise all powers exercisable by the board.

Conflicts of interest involving directors (or those connected with directors) - general

118. The board shall use every effort to ensure that conflicts of interest involving directors (or involving individuals or bodies connected with directors) are identified at the earliest opportunity and appropriately managed; the following provisions of these articles are of particular relevance in that regard:

- (a) articles 118 to 126 (reflecting similar provisions contained in the Companies Act) require directors to declare any personal interest which they (or an individual or body connected with them) may have in any transaction or arrangement with the company;
- (b) article 123 prohibits a director with a personal interest of this nature from voting on the question of whether the company should enter into that arrangement;
- (c) articles 127 to 130 refer to the duty on directors under the Companies Act to avoid any conflict of interest situation, and outline the process by which the board may authorise a conflict of interest situation if they consider that to be appropriate (note: this does not apply to a conflict of interest relating to a transaction or arrangement with the company);
- (d) articles 131 to 133 (reflecting similar provisions contained in the Scottish Charities Act) set out restrictions and conditions which would apply to any arrangement under which remuneration would be paid to a director (or where the director might benefit from remuneration paid to a connected party).

119. In addition to complying with the articles referred to in article 118:

- (a) the board shall maintain a register of directors' interests, identifying all directorships or other similar positions with other organisations held by each director from time to time;

- (b) every individual, on becoming a director, shall be required to declare any matters which ought to be entered against their name in the register of directors' interests;
 - (c) every director shall notify the board promptly of any change which should be made to the matters entered against their name in the register of directors' interests;
 - (d) the chairperson of each board meeting shall, shortly after the commencement of the meeting, ask the directors participating in the meeting to declare any personal interest which they (or an individual or body connected with them) may have in the matters to be discussed at that meeting (except to the extent that that is evident from entries in the register of directors' interests);
 - (e) the minutes of each board meeting shall identify any conflicts of interest which have been declared at the meeting, and shall record in detail how any such conflicts of interest have been managed;
120. The code of conduct for directors (as referred to in article 157) shall include rules on conflict of interest which shall define in greater detail, and supplement, the requirements set out (or referred to) in articles 118 and 119.

Conflicts of interest relating to transactions/arrangements with the company

121. A director who has a personal interest (directly or indirectly) in any transaction or other arrangement which the company is proposing to enter into, must declare that interest (including details of the nature and extent of the director's interest) at a board meeting.
122. Any declaration under article 121 must be made before the discussion at the board meeting on the question of whether the transaction or other arrangement should be entered into.
123. A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into will be debarred under article 149 (unless the special circumstances outlined in article 124 apply) from voting on the question of whether or not the company should enter into that arrangement.
124. Where a transaction or arrangement has already been entered into by the company and a director has a personal interest in

that arrangement, that director must (unless they declared their interest in advance of the company entering into the arrangement, in accordance with articles 121 and 122) declare the nature and extent of their interest at a board meeting or by way of a notice to the directors.

125. For the purposes of articles 121 and 123, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs or any third sector organisation of which they are a board member or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director or any limited liability partnership of which they are a member (or any other party who/which is deemed to be connected with them for the purposes of the Companies Act), has a personal interest in that arrangement.

126. Provided

- (a) the director has declared their interest;
- (b) they have not voted on the question of whether or not the company should enter into the relevant arrangement; and
- (c) the requirements of articles 131, 132 and 149 are complied with,

a director will not be debarred from entering into an arrangement with the company in which they have a personal interest (or are deemed to have a personal interest under article 125) and may retain any personal benefit which they gain from their participation in that arrangement.

Conflict of interest situations

127. Section 175 of the Companies Act imposes a duty on every director to avoid any situation (referred to below as a "Conflict Situation") in which they have, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company – unless the matter has been authorised by the board under article 130.

128. For the purposes of section 175 of the Companies Act, conflict of interest is taken to include a conflict of interest and duty, and a conflict of duty.

129. The duty referred to in article 127 does not apply to a conflict of interest arising in relation to a transaction or arrangement

with the company; any conflict of interest of that kind should be addressed in accordance with the provisions of articles 121 to 126, and the code of conduct referred to in article 157.

130. The board may, if they consider it appropriate to do so, pass a resolution (in accordance with the provisions of section 175 of the Companies Act), authorising any particular Conflict Situation ; the board may give authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances, and may amend or vary any such authorisation.

Remuneration and expenses

131. No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out their ordinary duties as a director.
132. Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then:
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - (b) the board must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
 - (c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
133. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at board meetings, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

DIRECTORS' MEETINGS

Procedure at board meetings

134. Any director may call a board meeting or request the secretary to call a board meeting.

135. Questions arising at a board meeting shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall (subject to article 136) have a casting vote.
136. A chairperson who is not an Ordinary Member shall not be entitled to a casting vote.
137. A resolution agreed to in writing (or by e-mail) by a majority of the directors (providing a copy of the resolution has been circulated to all of the directors) shall be as valid as if duly passed at a board meeting.
138. No business shall be dealt with at a board meeting unless a quorum is present; the quorum for board meetings shall (subject to article 139) be 4.
139. A quorum shall not be deemed to be constituted at any board meeting unless the Member Directors who are also Ordinary Members form a majority of the total number of directors present at the meeting.
140. If at any time the number of directors in office falls below the number fixed as the quorum or ceases to comply with the provisions of article 139, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
141. A director may, if considered appropriate (whether on the basis of concerns relating to health risks associated with gatherings, or otherwise) participate in board meetings by way of audio and/or audio-visual links, providing:
 - (a) the means by which directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent – for all, or a significant proportion, of the directors - a barrier to participation; and
 - (b) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those directors who participate via the audio or audio-visual links are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those directors (if any) who are attending in person (and vice versa).

142. A director participating in a board meeting in the manner provided for under article 141 shall be deemed to be present in person at the meeting.
143. For the avoidance of doubt, a board meeting may involve participation solely via audio and/or audio-visual links.
144. If directors are to be permitted to participate in the meeting by way of audio and/or an audio-visual link, the directors shall, in advance of the meeting:
- (a) be provided with details of how to connect and participate via (in the case of participation by way of audio) dial-in details, or (in the case of participation by way of an audio-visual link) that link;
 - (b) be made aware, for the benefit of those directors who do not have access to a computer or to an adequate internet connection, of (i) the ability to participate in the meeting via audio only means, or (ii) (where attendance in person is to be permitted) the ability to attend and vote in person at the meeting.
145. Where a director is participating in a board meeting via audio or an audio-visual link, they may cast their vote on a given resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
146. Providing the arrangements in relation to a given board meeting are consistent with the requirements set out in articles 141 to 145:
- (a) a director cannot insist on participating in the board meeting, or voting at the board meeting, by any particular means;

- (b) the board meeting may be held without any number of those participating in the meeting being together at the same place (but on the basis that the quorum requirements – taking account of those participating via audio or an audio-visual link – must still be met);
 - (c) the board meeting may be held by any means which permits those attending to hear and contribute to discussions at the meeting;
 - (d) a director will be able to exercise the right to vote at a board meeting by such means as is determined by the chairperson of the meeting and which permits that director's vote to be taken into account in determining whether or not a resolution is passed.
147. Unless they are unwilling to do so, the chair of the company shall preside as chairperson at every board meeting at which they are present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
148. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to participate (whether in person or by way of an audio or audio-visual link) in any board meeting; for the avoidance of doubt, any such person who is invited to participate in a board meeting shall not be entitled to vote.
149. A director shall not vote at a board meeting (or at a meeting of a sub-committee) on any resolution concerning a matter in which that director has a personal interest which conflicts (or may conflict) with the interests of the company; and they must withdraw from the meeting while an item of that nature is being dealt with.
150. For the purposes of article 149, a person shall (subject to article 151) be deemed to have a personal interest in a particular

matter if any partner or other close relative of theirs or any third sector organisation of which they are a board member or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director or any limited liability partnership of which they are a member, has a personal interest in that matter.

151. Where a subsidiary of the company has an interest in a particular matter which is to be considered by the board, a director of the company who is also a director of that subsidiary will not be debarred from voting on that matter (unless they have a different personal interest in that matter, unrelated to their position as a director of that subsidiary).
152. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
153. The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 149 to 152.

Conduct of directors

154. It is the duty of each director of the company to take decisions (and exercise their other powers and responsibilities as a director) in such a way as they consider will be in the best interests of the company and will promote the success of the company in furthering its objects; and irrespective of any office, post, engagement or other connection which they may have with any other body which may have an interest in the matter in question.
155. Each of the directors shall, in exercising their functions as a director of the company, act in the interests of the company; and, in particular, must
 - (a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects (as set out article 4)
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
 - (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party

- (i) put the interests of the company before that of the other party, in taking decisions as a director; or
 - (ii) where any other duty prevents that director 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;
 - (d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Scottish Charities Act.
156. In addition to the duties outlined in article 154, all of the directors must take such steps as are reasonably practicable for the purpose of ensuring:
- (a) that any breach of any of those duties by a director is corrected by the director concerned and not repeated; and
 - (b) that any director who has been in serious or persistent breach of those duties is removed as a director.
157. Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board 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.

ADMINISTRATION

Delegation to sub-committees

158. The board may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the board may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
159. Any delegation of powers under article 158 may be made subject to such conditions as the board may impose and may be revoked or altered.

160. The rules of procedure for any sub-committee shall be as prescribed by the board.

Operation of bank accounts

161. The board shall adopt such systems of financial control relating to the operation of bank accounts (including online banking) as recommended from time to time by the organisation's auditors or other external accountants.

Secretary

162. The board shall (notwithstanding the provisions of the Companies Act) appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the conditions of appointment, shall be as determined by the board; the company secretary may be removed by the board at any time.

Minutes

163. The board shall ensure that minutes are made of all proceedings at general meetings, board meetings and meetings of committees; a minute of any meeting shall include the names of those participating in the meeting, and (as far as possible) shall be signed by the chairperson of the meeting.
164. Any person may request a copy of the minutes of any meeting of the company (whether a general meeting or a board meeting) and, provided that the request is reasonable, the company must, subject to article 165, provide a copy of the minutes to that person within 28 days of the request.
165. Where a request for a copy of minutes is made under article 164, the company may withhold information contained in the minutes provided that the person requesting a copy of the minutes is informed of the reasons for doing so.

Accounting records and annual accounts

166. The board shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
167. The accounting records shall be maintained by the treasurer and overseen by the chair, or otherwise by, or as determined by, the board; such records shall be kept at such place or

places as the board think fit and shall always be available for inspection by the board.

168. The board shall prepare annual accounts, complying with all relevant statutory requirements.
169. Subject to article 170, the board shall ensure that an audit of the annual accounts is carried out by an auditor.
170. Notwithstanding the provisions of article 169, an audit (within the meaning of the Companies Act) by a company auditor (as defined in the Companies Act) shall not be required, in a case where the company is exempt (under the Companies Act) from the requirement to have an audit, if and to the extent that proper arrangements for the auditing or independent examination of the company's accounts are made in a manner which satisfies the requirements of the Companies Act and (if the company is a Scottish charity at the time) the requirements of the Scottish Charities Act.
171. No member shall (unless they are a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or authorised by ordinary resolution of the company.

Notices

172. Any notice which requires to be given to a member under these articles shall be given either in writing or by email (or, in the case of a notice of general meeting, by way of a website - (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 Companies Act); such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by that member to the company or (in the case of a member who/which has notified the company of an address to be used for the purpose of email communications) may be given to the member by way of email.
173. 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.
174. Any notice sent by email 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 email 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.

MISCELLANEOUS

Winding-up

175. If – at the time when the company is being wound up – the company has registered any interest in land and/or exercised any right to buy under Part 2 of the Land Reform (Scotland) Act 2003, any property remaining after satisfaction of all the company's debts and liabilities shall not be paid to or distributed among the members of the company; instead, that property shall be transferred (subject to article 179) to:
- (a) such other community body or bodies, crofting community body or bodies or Part 3A community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers); or
 - (b) (if no community body, crofting community body or Part 3A community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such Scottish charity as the Scottish Ministers may direct.
176. If – at the time when the company is being wound up – the company has exercised any right to buy under Part 3A of the Land Reform (Scotland) Act 2003, any property remaining after satisfaction of all the company's debts and liabilities shall not be paid to or distributed among the members of the company; instead, that property shall be transferred (subject to article 179) to:
- (c) such other community body or bodies or crofting community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers); or
 - (d) (if no community body or crofting community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such Scottish charity as the Scottish Ministers may direct.

177. If – at the time when the company is being wound up – the company has exercised any right to buy under Part 5 of the Land Reform (Scotland) Act 2016, any property remaining after satisfaction of all the company's debts and liabilities shall not be paid to or distributed among the members of the company; instead, that property shall be transferred (subject to article 179) to:
- (e) such other community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers); or
 - (f) (if no community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such Scottish charity as the Scottish Ministers may direct.
178. If – at the time when the company is being wound up – the company has made any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, any property remaining after satisfaction of all the company's debts and liabilities shall not be paid to or distributed among the members of the company; instead, that property shall be transferred (subject to article 179) to:
- (a) another community transfer body;
 - (b) a Scottish charity;
 - (c) such community body or bodies or crofting community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers); or
 - (d) (if no community body or crofting community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such Scottish charity as the Scottish Ministers may direct.
179. If – at the time when the company is being wound up – the company is a Scottish charity, no property shall be transferred under articles 175, 176, 177 or 178 to any body unless it is a body entered in the Scottish charity register; for the avoidance of doubt, the Scottish Ministers should be taken to be a "body" for the purposes of these articles 175, 176, 177 and 178.

Indemnity

180. Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Companies Act) out of the assets of the company against any loss or liability which they may sustain or incur in connection with the execution of the duties of their office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Companies Act), any liability incurred by them in defending any proceedings (whether civil or criminal) in which judgement is given in their favour or in which they are acquitted or any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
181. The company shall be entitled (subject to the provisions of section 68A of the Scottish Charities Act) to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of their office, and such insurance may (subject to the provisions of section 68A) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).