

THE COMPANIES ACTS 1985 to 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM and ARTICLES
Of ASSOCIATION

of

Ardrishaig Community Trust

Amended February 8th 2012

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION of Ardrishaig Community Trust

1. The company's name is "**Ardrishaig Community Trust**"
2. The company's registered office is to be situated in Scotland.
3. The company has been formed to benefit the community of Ardrishaig which comprises the postcode unit(s)
PA30 8DX, PA30 8DU, PA30 8DY, PA30 8DZ, PA30 8EA, PA30 8EB, PA30 8ED, PA30 8EE, PA30 8EF, PA30 8EG, PA30 8EH, PA30 8EJ, PA30 8EL, PA30 8EN, PA30 8EP, PA30 8EQ, PA30 8ER, PA30 8ES, PA30 8ET, PA30 8EU, PA30 8EW, PA30 8EX, PA30 8EY, PA30 8EZ, PA30 8FB, PA30 8HA, PA30 8HB, PA30 8HD, PA30 8HE, PA30 8HF, PA30 8HG, PA30 8HH, PA30 8HJ, PA30 8HL, PA30 8HP, PA30 8HQ, PA30 8HR, PA30 8HS, PA30 8HT, PA30 8HU, PA30 8HX, PA30 8HZ, PA31 8NH, PA31 8NY ("the Community")
with the following objects:
 - (1) To advance the development and regeneration of Ardrishaig for the benefit of the Community and the public in general following principles of sustainable development;
 - (2) To manage community land and community assets for the benefit of the Community and the public in general following principles of sustainable development;
 - (3) To provide, or assist in providing, recreational facilities, and/or organising recreational activities, which will be available to members of the public at large with the object of improving the conditions of life of the Community following principles of sustainable development;
 - (4) To advance the education of the Community about its environment, culture, heritage and/or history;
 - (5) To advance environmental protection or improvement including preservation, and conservation of the natural environment, the promotion of sustainable development, the maintenance, improvement or provision of environmental amenities for the community and/or the preservation of buildings or sites of architectural, historic or other importance to the community.

In pursuance of those aims (but not otherwise), the company shall have the following powers:-

General

- (i) Membership shall be voluntary and open to all eligible persons without gender, social, racial political or religious discrimination.
- (ii) Members shall have democratic control of the company with all members having one equal vote each, and those serving as elected officers shall be accountable to the membership.
- (iii) All capital assets of the company shall be subject to democratic control by the membership and all surpluses will be directed to the objects of the company.
- (iv) The company shall be autonomous and independent and shall in all agreements with external agencies ensure that democratic control by members and autonomy is maintained.
- (v) The company shall provide education, training and information to all members and officers to ensure best practice in developing the

company. The general community will be informed of the nature and benefits of the cooperative structure of the company.

- (vi) The company shall join with other democratic and cooperative organisations in local, national and international structures.
- (vii) The company shall work for the sustainable development of the community of Ardrishaig through policies approved democratically by the membership.
- (a) To support, establish, maintain, develop and/or operate a centre or centres providing facilities for childcare, community learning, healthy living initiatives, educational and cultural activities, training activities, leisure pursuits and accommodation for community groups, and for public sector agencies which provide services of benefit to the community.
- (b) To advise in relation to, prepare, organise, conduct and/or support training courses, educational and training events and activities of all kinds.
- (c) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio visual recordings, multimedia products and display materials, and to create and maintain a website or websites.
- (d) To promote, operate, co-ordinate, monitor, and/or support other projects and programmes (which may include workspace projects) which further the aims of the company.
- (e) To provide information, advisory, support and/or consultancy services which further the aims of the company.
- (f) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, local enterprise companies, charities, community benefit bodies or other bodies, all with a view to furthering the objects of the company.
- (g) To register any interest in land and to exercise the right to buy under the provisions of Part 2 of the Land Reform (Scotland) Act 2003 (including any statutory amendment or re-enactment of those provisions which may be in force from time to time).
- (h) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- (i) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.
- (j) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- (k) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- (l) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- (m) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.

- (n) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- (o) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (p) To engage such consultants and advisers as are considered appropriate from time to time.
- (q) To effect insurance of all kinds (which may include officers' liability insurance).
- (r) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (s) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- (t) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- (u) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (v) To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- (w) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity.
- (x) To promote equality and diversity by embedding good practice in the delivering of the company's objects
- (y) To carry on any further activities which may be incidental or conducive to the furtherance of any of the company's objects.

And it is declared that:

- (i.) in this clause, and throughout this memorandum of association,

"property" means any property, heritable or moveable, wherever situated

"sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own needs

the expression "charity" shall mean 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 96 of the Charities Act 1993

the expression "charitable purpose" shall mean 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 sections 505 and 506 of the Income and Corporation Taxes Act 1988;

- (ii.) any reference in this memorandum of association to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.
- 4.
- (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3) 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.
 - (b) 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.
 - (c) 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.
 - (d) No benefit (whether in money or kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.
5. The liability of the members is limited.
6. 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/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 7.
- (a) If on the winding-up of the company any property (including any land acquired by the company in terms of the Land Reform (Scotland) Act 2003) 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; instead, that property shall (subject to paragraph (c) of this clause 7) be transferred to some other community body or bodies (as defined in section 34 of the Land Reform (Scotland) Act 2003) or to a crofting community body or bodies (as defined in section 71 of the Land Reform (Scotland) Act 2003) as may be determined by the members (subject to the identity of the transferee body or bodies being first approved by the Scottish Ministers).
 - (b) If the members do not resolve to transfer any property of the nature referred to in paragraph (a) to a community body or bodies or crofting community body or bodies approved by Scottish Ministers, such property shall instead be transferred to the Scottish Ministers or to such charity as the Scottish Ministers may direct
 - (c) No property shall be transferred under paragraph (a) or (b) to any body unless it is a Scottish charity.
8. Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

THE COMPANIES ACTS 1985 to 2006

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

ARTICLES of ASSOCIATION

of

Ardrishaig Community Trust

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General structure

1. The structure of the company consists of:-
 - (a) MEMBERS – the Ordinary Members, who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Companies Acts; in particular, the select people to serve as directors and take decisions in relation to changes to the articles themselves, the Associate Members and the Junior Members
 - (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

Qualifications for membership

2. The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 3 to 8.
3. Membership of the company is open to:

Ordinary Members: (subject to articles 4 and 7)

- i. any person aged 18 years or over who:
 - (a) is ordinarily resident in the Community (as defined in the memorandum of association of the company);
 - (b) is entitled to vote at a local government election in a polling district that includes the Community or part of it; and
 - (c) supports the aims and activities of the company;

an individual, once admitted to membership, if he/she ceases to be eligible for membership in terms of this article 3, he or she will be reclassified as an Associate Member and be notified of this by the Company.

- ii. any organisation based in the Community which supports the aims and activities of the company;

An organisation that is a member of the Company may nominate any person to act as its representative at any meeting of the Company. The organisation must give written notice to the Company of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company. The nominee may continue to represent the organisation until written notice to the contrary is received by the Company. Any notice given to the Company will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the nominee has been properly appointed by the organisation.

Associate Members: those individuals who are not ordinarily resident in the Community and those organisations wherever located that support the Purposes. Associate Members are neither eligible to stand for election to the Board nor to vote at any General Meeting.

Junior Members: those individuals who are aged between 12 and 17 who support the Purposes. Junior Members are neither eligible to stand for election to the Board nor to vote at any General Meeting.

4. Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

Application for membership

5. Any person or organisation wishing to become a member must sign, and lodge with the company, a written application for membership; the application must be accompanied by a remittance to meet the annual membership subscription as determined by the directors under Article 11.
6. The directors may, at their discretion, refuse to admit any person or organisation to membership.
7. The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application.
8. The directors shall, within a reasonable time after a meeting of the directors at which an application for membership is considered, notify the applicant of their decision on the application; if the decision was to refuse admission, the directors shall return to the applicant the remittance lodged by him/her under article 5.

Minimum number of members

9. The minimum number of Ordinary Members is 20; in the event that the number of Ordinary Members falls below 20 or that the majority of members of the Company does not consist of Ordinary Members, the directors may not conduct any business other than to ensure the admission of sufficient Ordinary Members to achieve the minimum number.
10. The majority of members will, at all times, be those persons ordinarily resident in the community eligible under article 3.

Membership subscription

11. The Directors shall have the power to determine subscriptions from time to time.

Register of members

12. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

13. Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.

Expulsion from membership

14. Any person may be expelled from membership by special resolution (see article 28), providing the following procedures have been observed:-
 - (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
 - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

15. Membership shall cease on death.
16. A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

17. The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
18. Not more than 15 months shall elapse between one annual general meeting and the next.
19. 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 directors, as referred to in articles 48 to 53.
20. There shall be regular general meetings held between Annual General Meetings at intervals decided by the membership
21. The directors may convene an extraordinary general meeting at any time.
22. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the 2006 Act) or a requisition by a resigning auditor (under section 392A of the 1985 Act (for so long as it is in force) or section 518 of the 2006 Act)

Notice of general meetings

23. At least 21 clear days' notice must be given to all the members and directors of an annual general meeting, regular general meeting or extraordinary general meeting.
24. The reference to "clear days" in article 23 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
25. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting (b) if a special resolution (see article 28) (or a resolution requiring special notice under the Companies Acts) is to be proposed, shall also state that fact, giving the exact terms of the resolution and (c) contain a statement informing members of their right to appoint a proxy.
26. A notice convening an annual or regular general meeting shall specify that the meeting is to be an annual general meeting or a regular general meeting; any other general meeting shall be called an extraordinary general meeting.
27. Notice of every general meeting shall be given
 - (a) in hard copy form; or
 - (b) (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

- (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 2006 Act) by means of a website.

Special resolutions and ordinary resolutions

- 28. 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 an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 23 to 27; 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 number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 29. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Companies Acts allow the company, by special resolution,
 - (a) to alter its name
 - (b) to alter its memorandum of association with respect to the company's objects
 - (c) to alter any provision of these articles or adopt new articles.
- 30. 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, and (as applicable) the chairperson's casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 23 to 27.

Procedure at general meetings

- 31. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be the greater of (a) 10 Ordinary Members or (b) 10% of the Ordinary Members, each being a member or a proxy for a member, and Ordinary Members must be in the majority
- 32. 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 place as may be fixed by the chairperson of the meeting.
- 33. 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.
- 34. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 35. 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.
- 36. A member who wishes to appoint a proxy to vote on his/her behalf at any meeting

- (a) 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
 - (b) shall send a proxy to attend the same meeting.
37. A proxy need not be a member of the company.
38. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting.
39. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall (subject to article 40) be entitled to a casting vote.
40. The chairperson of the meeting shall not be entitled to a casting vote unless he/she is a member of the company eligible under article 3 (individuals ordinarily resident in the Community)]
41. 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 present at the meeting and entitled to vote, whether as members or as proxies for 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.
42. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Categories of director

43. For the purposes of these articles
- "Member Director" means a director (drawn from the membership of the company) appointed under articles 48 to 53
- "Co-opted Director" means a (non-member) director appointed or re-appointed by the directors under articles 54 and 55.

Maximum/minimum number of directors

44. The maximum number of directors shall be twelve; out of that number, no more than nine shall be Member Directors and no more than three shall be Co-opted Directors.
45. The minimum number of directors shall be three and, at all times, the Member Directors shall form a majority of the Directors.

Eligibility

46. A person shall not be eligible for election/appointment as a Member Director unless he/she is an Ordinary Member of the company; a person appointed as a Co-opted Director need not, however, be a member of the company.
47. A person shall not be eligible for election/appointment as a director if he/she is an employee of the company.

Election, retiral, re-election: Member Directors

48. At each annual general meeting, the Ordinary Members may (subject to article 44) elect any Ordinary Member (providing he/she is willing to act) to be a director (a "Member Director")

49. The directors may (subject to article 44) at any time appoint any (providing he/she is willing to act) to be a director (a "Member Director").
50. 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.
51. At each annual general meeting (other than the first)
 - (a) any Member Director appointed under article 49 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.
52. The directors to retire under paragraph (b) of article 51 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.
53. A director who retires from office under article 50 or 51 shall be eligible for re-election.

Appointment/re-appointment: Co-opted Directors

54. In addition to their powers under article 49, the directors may (subject to article 44) at any time appoint any non-member of the company (providing he/she is willing to act) to be a director (a "Co-opted Director") either on the basis that he/she has been nominated **or** on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors.
55. At each annual general meeting, all of the Co-opted Directors shall retire from office – but shall then be eligible for re-appointment under article 54.

Termination of office

56. A director shall automatically vacate office if:-
 - (a) he/she ceases to be a director through the operation of any provision of the Companies Acts or becomes prohibited by law from being a director
 - (b) he/she becomes debarred under any statutory provision from being a charity trustee
 - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (d) (in the case of a Member Director) he/she ceases to be a member of the company
 - (e) he/she becomes an employee of the company
 - (f) he/she resigns office by notice to the company
 - (g) 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; or
 - (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the 2006 Act.

Register of directors

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

Office bearers

58. The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.
59. 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.
60. A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

61. Subject to the provisions of the Companies Acts, the memorandum of association and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.
62. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

63. A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 77) from voting on the question of whether or not the company should enter into that arrangement.
64. For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her under section 252 of the 2006 Act), has a personal interest in that arrangement.
65. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the company should enter into the relevant arrangement - a director will not be debarred (subject to article 67) from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 64) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
66. 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 his/her duties as a director.
67. 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 directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount);
 - (c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
68. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at directors' meetings

69. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
70. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall (subject to article 71) have a casting vote.
71. The chairperson of the meeting shall not be entitled to have a casting vote if he/she is a Co-opted Director.
72. 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 (subject to article 73) be three and the directors who are also community members must be in the majority.
73. A quorum shall not be deemed to be constituted at any meeting of directors unless the Member Directors form a majority of the total number of directors present at the meeting.
74. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
75. Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is 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.
76. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
77. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
78. For the purposes of article 77, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
79. 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.

80. 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 77 to 79.

Conduct of directors

81. Each of the directors shall, in exercising his/her 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 in the memorandum of association)
 - (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
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question
 - (d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees

82. The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors 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.
83. Any delegation of powers under article 82 may be made subject to such conditions as the directors may impose and may be revoked or altered.
84. The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

85. All bank and cash transactions involving the company's funds shall be scrutinised by the Finance Director and one other nominated director. The authorised signatory/ies and user(s) in respect of the operation of the company's bank and building society accounts shall be as determined by board resolution from time to time.

Secretary

86. The directors shall (notwithstanding the provisions of the 2006 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

87. 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.

Accounting records and annual accounts

88. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
89. The accounting records shall be maintained by the treasurer and overseen by the chairperson, or otherwise by, or as determined by, the directors; such records shall be kept at such place or places as the directors think fit and shall always be available for inspection by the directors.
90. The directors shall prepare annual accounts, complying with all relevant statutory requirements.
91. Subject to article 92, the directors shall ensure that an audit of such accounts is carried out by an auditor.
92. Notwithstanding the provisions of article 91, an audit (within the meaning of the Companies Acts) by a company auditor (as defined in the Companies Acts) shall not be required, in a case where the company is exempt (under the Companies Acts) from the arrangement to have an audit, if and to the extent that proper arrangements for the auditing of the company's accounts are made in a manner which satisfies the requirements of the Companies Acts and paragraph (f) of subsection 34(1) of the Land Reform (Scotland) Act 2003.
93. No member shall (unless he/she is 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

94. Any notice to be given in pursuance of these articles shall be in writing; the company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address; alternatively, in the case of a member who has notified the company of an electronic address to be used for this purpose, the company may give any notice to that member by electronic means.
95. 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.
96. 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.

Winding-up

97. If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

Indemnity

98. 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 section 310 of the 1985 Act (for so long as it is in force) and sections 232, 234, 235, 532 and 533 of the 2006 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 2006 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.
99. For the avoidance of doubt, the company shall be entitled 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 extend to liabilities of the nature referred to in section 232(2) of the 2006 Act (negligence etc. of a director).

Interpretation

100. In these articles
 - “the 1985 Act” means the Companies Act 1985
 - “the 2006 Act” means the Companies Act 2006
101. Any reference in these articles to a statutory provision 2006 Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.
102. Reference in these articles to the singular shall be deemed to include the plural.