

**COMPANIES ACT 2006**

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

**ARTICLES OF ASSOCIATION**

**of**

**HORSESCOTLAND**

**PRELIMINARY**

1. The Company's name is **horsescotland** ("the Company").

**Registered Office**

2. The Company's Registered Office is situated in Scotland.

**INTERPRETATION AND LIMITATION OF LIABILITY**

**Definitions and Interpretation**

- 3.1 In these articles, the following definitions apply throughout (unless the context requires otherwise):

"articles" means the Company's articles of association;

"Associate member" means a companies or body that has been admitted as an Associate member in terms of Article 8.

"Board" means the board of Directors;

"charity" means a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts.

"charitable object" means a charitable object or purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable object or purpose in relation to the application of the Taxes Acts.

"Club member" means a club or body that has been admitted as a Club member in terms of Article 8

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

"Director" means a director of the Company, and includes any person occupying the position of director, by whatever name called;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

“Full member” means a Scottish equestrian organisations or the Scottish branch of an equestrian organisation that has been admitted as a Full member in terms of Article 8;

“Independent Director” means a person who is not an Organisation Director and who is recommended by the Board for appointment;

“Individual member” means an individual that has been admitted as an Individual member in terms of Article 8;

“Objects” has the meaning given in article 5;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“Organisation Director” means a person nominated by a Full member;

“Probationary member” means a Scottish equestrian organisation or the Scottish branch of an equestrian organisation that has been admitted as a Probationary member in terms of Article 8;

“proxy notice” has the meaning given in articles 17 and 18;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

- 3.2 Words importing one shall include all genders and the singular includes the plural and vice versa.
- 3.3 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Acts as in force on the date when these articles become binding on the Company. Any words or expressions defined in the Companies Acts shall, if not inconsistent with the subject or content, bear the same meaning in the articles.
- 3.4 These articles supersede any model articles contained within the Companies Acts or any regulations pertaining thereto.

### **Liability of members**

- 4.1 The liability of members is limited.
- 4.2 Every Full member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the property of the Company if it should be wound up while it is a member or within one year after it ceases to be a member (for whatever reason) for payment of the Company's debts and liabilities contracted before it ceases to be a member, and of the costs, charges and expenses of winding up.

### **Objects**

5. The Objects are specifically restricted to the following:-
- 5.1 the advancement of education in connection with equestrian sports and related activities;

- 5.2 the advancement of public participation in equestrian sports and related activities;
- 5.3 the provision of recreational facilities, and the organisation of recreational activities with the object of improving the conditions of life for the persons for whom the facilities and activities are primarily intended particularly in connection with equestrian sports and related activities.

#### **Powers**

- 6. The Company has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Company has power:-
  - 6.1 to raise funds for the activities of the Company and to accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely, conditionally or in trust;
  - 6.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain, manage, operate and equip it for use;
  - 6.3 to construct, alter, improve, conserve and demolish any buildings or other property;
  - 6.4 to sell, lease, licence or otherwise dispose of all or any part of the property belonging to the Company to make grants or loans of money and to give guarantees;
  - 6.5 to borrow or raise money and to give in security the whole or any part of the property belonging to the Company for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
  - 6.6 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - 6.7 to represent its members interests to governments, political parties, regulators and other organisations and stakeholders with the aim of influencing policies and outcomes as it deems appropriate;
  - 6.8 to establish, manage or support any other charitable trusts, associations or institutions and to make donations for any of the charitable purposes included in the Objects;
  - 6.9 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Company;
  - 6.10 to set aside income as a reserve against future expenditure and to invest funds as may be considered appropriate which may be held in the name of a nominee Company under the instruction of the Directors, and to dispose of, and vary such investments;
  - 6.11 to employ, contract with, train and pay such staff (whether employed or self-employed) as are necessary for carrying out the work of the Company;
  - 6.12 to establish, operate, acquire and administer any separate trading company or association whether charitable or not;

- 6.13 to enter into arrangements with any organisation, government or authority which may be advantageous for the Objects of the Company and to enter into any arrangement for co-operation with any charitable organisation and to enter into contracts to provide services to or on behalf of others;
- 6.14 to effect insurance of all kinds (which may include indemnity insurance for the Directors and employees);
- 6.15 to pay out of the funds of the Company the costs of forming and registering the Company both as a company and as a charity;

#### **Application of income and property**

- 7.1 The income and property of the Company shall be applied solely towards the promotion of the Objects.
- 7.2 A Director may benefit from trustee indemnity insurance cover purchased at the Company's expense.
- 7.3 No Director shall be appointed as a paid employee of the Company.
- 7.4 No benefit (whether in money or in kind) shall be given by the Company to any member or Director except the possibility of:-
  - 7.4.1 repayment of out of pocket expenses to Directors (subject to prior agreement by the Board of Directors); or
  - 7.4.2 payment of interest at a rate not exceeding the commercial rate on money lent to the Company by any member or Director; or
  - 7.4.3 payment of rent at a rate not exceeding the open market rent for property let to the Company by any member or Director; or
  - 7.4.4 the purchase of property from any member or Director provided that such purchase is at or below market value or the sale of property to any member or Director provided that such sale is at or above market value; or
  - 7.4.5 payment by way of any indemnity, where appropriate; or
  - 7.4.6 reasonable remuneration to any member or Director in return for specific services actually rendered to the Company (not being of a management nature normally carried out by a director of a company).
- 7.5 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Company. This does not prevent a member receiving a benefit from the Company in the capacity of a beneficiary of the Company.

#### **MEMBERS**

- 8.1 The subscribers to the memorandum are the Full members of the Company.

8.2 Full membership is open to organisations which are a Scottish equestrian organisation or the Scottish branch of an equestrian organisation responsible for a discipline or equestrian activity in Scotland provided that:

8.2.1 there is no other organisation already representing that discipline or equestrian activity in the Company as a Full Member; and

8.2.2 where there is a British governing body of a discipline or equestrian activity that is a member of the British Equestrian Federation, the Company will only grant Full Membership to a branch or organisation representing that discipline or equestrian activity in Scotland with the agreement of the relevant British body or if it is a part of or affiliated to the British governing body

8.2.3 application is made to the Company in the form required by the Directors.

8.3 Full Membership shall be at the discretion of the Board who shall normally only accept applications from bodies:

8.3.1 which have been in existence for a minimum of three years;

8.3.2 which have a written constitution approved by the Board; and

8.3.3 which have held formal annual general meetings in each of these three years when audited or certified accounts have been presented and approved by the membership.

8.4 The Board may accept any body which will be in a position to comply with Article 8.2 above as a Probationary Member until such time as the Full Membership criteria set out in Article 8.3 are established to the satisfaction of the Board.

8.5 The Board may admit to Associate Membership any companies or bodies who do not qualify for Full Membership but wish to be associated directly with the Company. Such companies or bodies may be admitted on such terms (including payment of subscription) as the Board may from time to time determine. Associate Members shall not have any voting rights nor any liability for any liabilities of the Company but may attend briefings and general meetings and receive other benefits as may be determined from time to time by the Board.

8.6 Amateur sports clubs, or other similar organisations, who wish to subscribe to the objectives of the Company may on making written or electronic application to the

Board, on such forms as may be supplied by or made available by the Company, be admitted as Club members on such terms (including payment of subscription) as the Board may from time to time determine provided always that the Company will first seek to direct any such to an appropriate existing member body. Club members shall not have any voting rights nor any liability for any liabilities of the Association.

- 8.7 Individuals who wish to subscribe to the objectives of the Company may on making written or electronic application to the Board, on such forms as may be supplied by or made available by the Company, be admitted as individual non-voting members (without payment of subscription) on such terms as the Board may from time to time determine but they shall have no liability for any of the liabilities of the Company. Individuals who are members of a Full Member or an Associate Member will automatically become Individual members provided the constitution of the Full member or the Associate member provides for this and such details of the individuals, as the Board may from time to time determine, are provided to the Company.
- 8.8.1 The Directors shall only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application.
- 8.8.2 The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 8.8.3 The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- 8.9 Membership is not transferable.
- 8.10 The Directors must keep a register of names and addresses of the members.
- 8.11 The Full members may determine from time to time the level of any annual subscription for membership and may provide for different rates of annual subscription. Any member ceasing to be a member for any reason shall not be entitled to any refund of annual subscription.

#### **Termination of membership**

9. Membership is terminated if:-
- 9.1 the member dies or, if it is an organisation, goes into receivership, liquidation, dissolves or otherwise ceases to exist;
- 9.2 the member resigns by written notice to the Company;
- 9.3 the member is removed from membership by a resolution of the Directors that it is in the best interests of the Company that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:-

- 9.3.1 the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
- 9.3.2 the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting.
- 9.4 being an individual, he or she becomes insolvent or apparently insolvent or makes any arrangement with his or her creditors.
- 9.5 any annual subscription for membership due from the member to the Company is not paid in full within three months of it falling due

### **General meetings**

- 10.1 An annual general meeting must be held in each year following the date of adoption of these articles and not more than fifteen months may elapse between successive annual general meetings.
- 10.2 The Directors may call a general meeting at any time.
- 10.3 The Directors must call a general meeting within 28 days of a valid requisition. To be valid such requisition must be signed by not less than 5% of the Full members, must clearly state the purposes of the meeting and must be delivered to the registered office of the Company. The requisition may take the form of several documents in like form each signed by one or more members.

### **Notice of general meetings**

- 11.1 The minimum period of notice required to hold a general meeting of the Company is fourteen clear days.
- 11.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of Full members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 11.3 The notice must specify the date, time and place of the meeting and the nature of the business to be transacted. The business of an annual general meeting shall include a report of the activities of the Company, the election of Directors, receipt by the members of the accounts and the election of auditors (if auditors require to be appointed). If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 16.
- 11.4 The notice must be given to all the Full members and to the Directors and auditors.
- 11.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company.

### **Proceedings at general meetings**

- 12.1 No business shall be transacted at any general meeting unless a quorum is present.
- 12.2 A quorum is three Full members or one tenth of the total Full membership at the time present in person or by proxy whichever is the greater. The authorised representative of a member organisation shall be counted in the quorum.
- 12.3 If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time, date and place as the chairperson shall determine.
- 12.4 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 13.1 General meetings shall be chaired by the chairperson who has been appointed to chair meetings of the Directors.
- 13.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- 13.3 If there is only one Director present and willing to act, he or she shall chair the meeting.
- 13.4 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 14.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 14.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 14.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 14.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 15.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 15.1.1 by the person chairing the meeting; or
- 15.1.2 by at least two Full members present in person or by proxy and having the right to vote at the meeting; or
- 15.1.3 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 15.1.4 The result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded.



- 15.1.5 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 15.1.6 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 15.1.7 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 15.1.8 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 15.1.9 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 15.1.10 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 15.1.11 The poll must be taken within thirty days after it has been demanded.
- 15.1.12 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 15.1.13 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

**Members may appoint proxies**

16. Every Full member shall be entitled to appoint a proxy but a Full member may not appoint more than one proxy to attend on the same occasion. A proxy appointed to attend and vote at any meeting instead of a Full member shall have the same right as the Full member to speak at the meeting. A proxy need not be a member of the Company.

**Form of proxy (general)**

17. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form, which is usual or which the Board may approve):

“\*\*\*\*\*” (“the Company”)

I/We, \_\_\_\_\_,

of \_\_\_\_\_, being a member/members of the Company, hereby

appoint \_\_\_\_\_

of \_\_\_\_\_, or failing him, \_\_\_\_\_ of \_\_\_\_\_ as

my/our proxy to vote in my/our name(s) and on my/our behalf at the general meeting of the Company to be held on [date], and at any adjournment thereof.

Signed on \_\_\_\_\_ [date].”

**Form of proxy (specific)**

18. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

“\*\*\*\*\*” (“the Company”)

I/We, \_\_\_\_\_, of \_\_\_\_\_, being a member/members of the Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him, \_\_\_\_\_ of \_\_\_\_\_, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Company to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:-

Resolution No 1 \* for \* against

Resolution No 2 \* for \* against

\* *Delete as appropriate*

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on \_\_\_\_\_ [date]”

**Depositing a form of proxy**

19. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board shall:
- 20.1 be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours (excluding weekends and bank holidays) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 20.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours (excluding weekends and bank holidays) before the time appointed for the taking of the poll; or
- 20.3 where the poll is not taken forthwith but is taken within 48 hours after it is demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting.

**Expiry of proxies**

21. An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting to which it relates. No instrument of proxy shall be valid after twelve months from the date of its execution except at an

adjourned meeting or on a poll demanded at a meeting or adjourned meeting in cases where the meeting was originally held within twelve months from that date.

**Notice of cessation of proxy's authority to be given to Company**

22. A vote given or poll demanded by proxy shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the registered office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

**Written resolutions**

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

**Votes of members**

24. Every Full member shall have one vote.
25. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 25.1 Any organisation that is a member of the Company may nominate any person to act as its representative at any meeting of the Company.
- 25.2 The organisation must give written notice to the Company of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company. The representative may continue to represent the organisation until written notice to the contrary is received by the Company.

- 25.3 Any notice given to the Company will be conclusive evidence that the representative 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 representative has been properly appointed by the organisation.

### **Directors**

- 26.1 A Director must be a member who is a natural person aged 16 years or older.
- 26.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of article 36.
27. The number of Directors shall be not less than three and shall not be more than ten
- 28.1 No more than seven Directors may be Organisation Directors
- 28.2 No more than seven Directors may be Independent Directors
- 28.3 No person may act as a Director unless they are a member of the Company
29. A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

### **Powers of Directors**

- 30.1 The Directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 30.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 30.3 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

### **Retirement of Directors**

31. At the first annual general meeting following the adoption of these articles all the Directors must retire from office. At each subsequent annual general meeting one-third of the Organisation Directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office and one-third of the Independent Directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office
- 31.1 The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 31.2 If a Director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.

### **Appointment of Directors**

32. The Company may by ordinary resolution appoint a member who is willing to act to be a Director.
33. No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
- 33.1 he or she is recommended for election by the Directors; or
- 33.2 not less than fifteen clear days before the date of the meeting, the Company is given a notice that:
- 33.2.1 is signed by a member entitled to vote at the meeting;
- 33.2.2 states the member's intention to propose the appointment of a person as a Director;
- 33.2.3 contains the details that, if the person were to be appointed, the Company would have to file at Companies House; and
- 33.2.4 is signed by the person who is to be proposed to show his or her willingness to be appointed.
- If at the annual general meeting the number of members seeking election as Directors is less or equal to the number of vacancies on the Board of Directors each Director shall require to be approved by a majority of the members entitled to vote and voting at that meeting. If there are more members standing for election than there are vacant places then an election by ballot at the annual general meeting shall proceed.
- 34.1 The Directors may appoint a member who is willing to act to be a Director.
- 34.2 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.
- 35.1 The appointment of a Director, whether by the Company in general meeting or by the other Directors, must not cause the number of Directors to exceed the number fixed as the maximum number of Directors.
- 35.2 No Full Member may nominate more than one Organisation Director at any general meeting and no Organisation Director may be elected to the Board if another Organisation Director has been nominated by the same Full Member

#### **Disqualification and removal of Directors**

36. A Director shall be disqualified from being a Director or shall cease to hold such office if he or she:
- 36.1 is prohibited from being a director of a limited company by virtue of any provision in the Companies Acts or prohibited from being a charity trustee by virtue of any provision of the Charities and Trustee Investment (Scotland) Act 2005;
- 36.2 ceases to be a Individual member of the Company;
- 36.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 36.4 resigns as a Director by notice to the Company;

- 36.5 is absent without the permission of the Directors from three consecutive meetings and the Directors resolve that his or her office be vacated;
- 36.6 is required to resign from office by written notice signed by a majority of the remaining Directors (excluding the Director in question); or
- 36.7 becomes an employee of the Company.

### **Remuneration of Directors**

- 37. The Directors must not be paid any remuneration by the Company.

### **Proceedings of Directors**

- 38.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 38.2 Any Director may call a meeting of the Directors.
- 38.3 The secretary (if any) must call a meeting of the Directors if requested to do so by a Director.
- 38.4 Notice of any meeting of the Directors must indicate its proposed date and time, where it is to take place and if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 38.5 Questions arising at a meeting shall be decided by a majority of votes.
- 38.6 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 38.7 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- 39.1 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
- 39.2 The quorum shall be 4 or the number nearest to one-third of the total number of Directors, whichever is the greater.
- 39.3 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 40. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 41.1 The Directors shall appoint a Director to the office of chairperson and to such other offices as they consider appropriate to chair their meetings and may at any time revoke such appointments.
- 41.2 If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time

appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

- 41.3 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the Directors.
- 42.1 A resolution in writing or in electronic form agreed by all of the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.
- 42.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

### **Delegation**

- 43.1 The Directors may delegate any of their powers or functions to an individual Director or a committee of two or more Directors but the terms of any delegation must be recorded in writing.
- 43.2 The Directors may impose conditions when delegating.
- 43.3 The Directors may revoke or alter a delegation.
- 43.4 All acts and proceedings of any delegated individual or any committee must be fully and promptly reported to the Directors.

### **Declaration of Directors' interests**

44. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

### **Conflicts of interests**

- 45.1 If a conflict or potential conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:
- 45.1.1 the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

- 45.1.2 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
- 45.1.3 the unconflicted Directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.
- 45.2 Provided that (a) he/she has made such disclosure and (b) the Directors have accepted the same, a Director notwithstanding his/her office:
  - 45.2.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
  - 45.2.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise interested;
  - 45.2.3 shall not, by reason of his/her office, be accountable to the Company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit;
  - 45.2.4 shall not be in breach of duty in respect of conflict of interest if he/she receives confidential information from a third party and does not disclose this to the Company or use it for the Company's benefit or sanctions a conflict that might arise as a result of a Director's involvement with another body in the same group as the Company.

#### **Directors Duties**

- 46. 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:
  - 46.1 seek, in good faith, to ensure that the Company acts in a manner which is in accordance with the Objects;
  - 46.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 46.3 seek the consent of the Directors where there is an actual or potential conflict of interest;
  - 46.4 in circumstances giving rise to the possibility of a conflict of interest between the Company and any other party:
    - 46.4.1 put the interests of the Company before that of the other party, in taking decisions as a Director;
    - 46.4.2 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;



- 46.5 ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005 (including any orders, regulations or other subordinate legislation made under it) or re-enactments for the time being in force;

**Execution of formal documents**

47. Every formal document shall be signed by one Director or the secretary (if any) or one duly authorised signatory signing before one witness or otherwise by two Directors or by one Director and the secretary (if any) or by two duly authorised signatories or by affixing the seal and countersigning by a Director and the secretary (if any) or by a second Director.

**Minutes**

48. The Directors must keep minutes of all:
- 48.1 appointments of officers made by the Directors;
- 48.2 proceedings at meetings of the Company;
- 48.3 meetings of the Directors and committees of Directors including:
- 48.3.1 the names of the Directors present at the meeting;
- 48.3.2 the decisions made at the meetings; and
- 48.3.3 where appropriate the reasons for the decisions.

**Accounts**

- 49.1 The Directors must prepare for each financial year accounts as required by the Companies Acts and/or Charities & Trustee Investment (Scotland) Act 2005 and Charities Accounts (Scotland) Regulations 2006. The accounts must be prepared to show a true and fair view and follow any relevant accounting standards and adhere to the recommendations of applicable Statements of Recommended Practice. The Directors shall be entitled to apply any exemption from the requirement to have the accounts audited.
- 49.2 The Directors must keep accounting records as required by the Companies Acts and/or Charities & Trustee Investment (Scotland) Act 2005 and Charities Accounts (Scotland) Regulations 2006.

**Means of communication to be used**

- 50.1 Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 50.2 Subject to the articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by

the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

- 51. Any notice to be given to or by any person pursuant to the articles:
  - 51.1 must be in writing; or
  - 51.2 must be given in electronic form.
- 52.1 The Company may give any notice to a member either:
  - 52.1.1 personally; or
  - 52.1.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - 52.1.3 by leaving it at the address of the member; or
  - 52.1.4 by giving it in electronic form to the member's address.
- 52.2 A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company.
- 53. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 54.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 54.2 Proof that an electronic form of notice was given shall be conclusive where the Company can demonstrate that it was properly addressed and sent, in accordance with Section 1147 of the Companies Act 2006.
- 54.3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
  - 54.3.1 48 hours after the envelope containing it was posted; or
  - 54.3.2 in the case of an electronic form of communication, 48 hours after it was sent.

### **Indemnity**

- 55.1 The Company shall indemnify any Director against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- 55.2 In this article a "Director" means any Director or former Director of the Company.

### **Rules**

- 56. The Directors may from time to time make such reasonable and proper policies, or rules as they may deem necessary or expedient for the proper conduct and management of the Company. No such policy or rule shall be inconsistent with, or alter or repeal anything contained in the articles.

**Dissolution**

- 57.1 If on the winding-up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the members of the Company but shall be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are altogether or in part similar to the Objects of the Company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as do these articles.
- 57.2 The charity or charities to which property is transferred under article 57.1 shall be determined by the members of the Company at or before the time of dissolution or, failing such determination and approval, by such court as may have or may acquire jurisdiction.
- 57.3 To the extent that effect cannot be given to the provisions of articles 57.1 and 57.2, the relevant property shall be applied to some other charitable object or objects.