

THE COMPANIES ACT 2006

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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ARTICLES of ASSOCIATION

Of

Networks of Wellbeing Ltd

Incorporated: 14 November 2001

These Articles were last updated: 26 June 2019

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## Defined terms

- 1 In these articles of association, unless the context requires otherwise:
  - (a) "Act" means the Companies Act 2006;
  - (b) "2005 Act" means the Charities and Trustee Investment (Scotland) Act 2005;
  - (c) "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
  - (d) "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
  - (e) "Community" means those within the Grampian NHS area who are experiencing, directly or indirectly, poor mental health and wellbeing.
  - (f) "electronic form" has the meaning given in section 1168 of the Act;
  - (g) "Company" means Networks of Wellbeing Ltd (NoW);
  - (h) "local authority area" means the area covered by Aberdeenshire Council or its successors;
  - (i) "OSCR" means the Office of the Scottish Charity Regulator;
  - (j) "property" means any property, heritable or moveable, real or personal, wherever situated;
  - (k) "subsidiary" has the meaning given in section 1159 of the Act; and
  - (l) "clear days" shall be taken to mean that, for the notice period, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 2 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.
- 3 The singular includes the plural and vice versa and reference to any gender includes all genders.
- 4 Words and expressions defined in the Act shall, save where otherwise defined in these articles, bear the same meanings herein
- 5 The Company's objectives are:

To

- (a) To support members of the community (as defined in section 1(e)) to improve and maintain their resilience, mental health and wellbeing;
- (b) To provide and promote mental health and wellbeing services for people of all ages regardless of whether a mental health condition has been formally diagnosed or not;
- (c) To contribute to and inform local, regional and national community based mental health policy and practice

6 The Company's objects are restricted to those set out in article 5 (but subject to article 7).

7 The Company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the Company's objectives in article 5; 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**

8 In pursuance of the objects listed in article 5 (but not otherwise), the Company shall have the following powers:

- (a) To provide the understanding of mental ill health and to spread information on the facilities and services available within the community for those experiencing mental ill health;
- (b) To co-operate with statutory authorities to develop support for those affected by mental ill health;
- (c) To promote and encourage co-operation with and amongst other voluntary bodies and organisations involved, whether principally or partially, with issues of mental ill health and between such bodies and statutory organisations;
- (d) Where possible to provide, and to assist and support the provisions of, facilities within the community for those with mental ill health; the relatives, carers and friends of those with mental ill health and those recovering from poor mental health; those involved in the care and welfare of people with mental ill health; and others affected in any way by mental ill health;
- (e) To promote the understanding and improvements of the rights and interests of those with mental ill health, their families and carers, and the wider community;
- (f) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit;
- (g) To take such steps as may be deemed appropriate for the purpose of raising funds for the Company's activities and to invite and receive grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them) from any organisation,

person or persons by way of subscription, donation or otherwise; however the Company shall have the right to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit;

- (h) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities;
- (i) 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);
- (j) To purchase, take on lease, hire, or otherwise acquire, any property, business or rights which are suitable for the Company's activities;
- (k) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Company;
- (l) Subject to article 9, 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;
- (m) To liaise with, work with and/or 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 such body;
- (n) To effect insurance of all kinds (which may include trustee indemnity and officers' liability insurance);
- (o) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for the purposes of distributing profit (whether incorporated or not and whether in Great Britain or Northern Ireland) whose objects are wholly or in part similar to those of the Company and which by its Constitution prohibits the distribution of its income and property amongst its members;
- (p) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the Company's objects;
- (q) To do all or any of the things previously authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate;
- (r) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company;
- (s) To promote, acquire and/or hold shares in companies, including a subsidiary company, in furtherance of the above objects or whose income may support the furtherance of the above objects;

- (t) To set up any subsidiary companies and/or enter into any formal partnership or consortium arrangements to further the Company's objects;
- (u) To open and operate such bank accounts and other financial savings accounts as required in the name of the Company;
- (v) To enable and support any lawful activity in support of improvements to mental health and wellbeing within the voluntary, charitable, community and social enterprise sectors in the local authority area;
- (w) To promote member companies whose activities may further one or more of the above objects, or may generate income to support the activities of the Company;
- (x) To engage such consultants and advisers as are considered appropriate from time to time and pay fees to such advisers or consultants;
- (y) To oppose, or object to, any application or proceedings which may prejudice the Company's interests;
- (z) To apply for, purchase or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, privileges, concessions and licences, secret processes, trademarks, trade names, brands and copyrights and the like which may seem capable of being used for any of the above objects, and to use, exercise, develop, prolong and grant licences of the same;
- (aa) To do anything which may be incidental or conducive to the furtherance of any of the Company's objects.

### **Restrictions on use of the Company's assets**

- 9 The following restrictions on assets apply in relation to the Company:
- (a) The income and property of the Company shall be applied solely towards promoting the Company's objects.
  - (b) Subject to article 8, 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 in 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.

### **General Structure**

- 10 The structure of the Company consists of:

- (a) the MEMBERS - who have the right to attend the annual general meeting (and any other general meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves
- (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.

### **Liability of members**

- 11 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:
- (c) payment of the Company's debts and liabilities contracted before he/she ceases to be a member;
  - (d) payment of the costs, charges and expenses of winding up; and
  - (e) adjustment of the rights of the contributories among themselves.

### **Member qualifications**

- 12 The members of the Company shall consist of the subscribers to the memorandum of association and such other persons and organisations as are admitted to membership (under articles 15 to 17).
- 13 Membership shall be open to:
- (a) Anyone over the age of 16 who is a member of the community as (defined in section 1 (e) above) and who supports the aims of the Company (as defined in section 1(g) above).
- 14 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**

- 15 Any person or organisation who wishes to become a member must sign, and lodge with the Company, a written application for membership.
- 16 The directors shall agree how applications for membership shall be processed and delegate if appropriate.
- 17 The directors (or their delegate) shall within a reasonable time notify the applicant of their decision on the application

### **Register of members**

- 18 The directors (or their delegate) (if so agreed by the directors) shall maintain a register of members, setting out the full name and address of each

member, the date on which they were admitted to membership, and the date on which any person or organisation ceased to be a member.

#### **Re-registration of members**

- 19 The directors (or their delegate) (if so agreed by the directors) may issue notices to the members requiring them to confirm that they wish to remain as members of the organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board. Such notices shall refer to the consequences (under article 20) of failing to provide confirmation within the 28 day period.
- 20 If a member fails to provide confirmation to the Company that they wish to remain as a member of the organisation before the expiry of the 28-day period, the directors may expel them from membership.
- 21 A former member expelled under article 20 may reapply for membership at any time.

#### **Withdrawal from membership**

- 22 Any person or organisation (in the case of an organisation through its authorised representative), who wishes to withdraw from membership shall provide the Company at least 7 days' clear notice; on receipt of the notice by the Company, they shall cease to be a member.

#### **Expulsion from membership**

- 23 Any person or organisation may be expelled from membership by special resolution (see article 36), 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; and
  - (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**

- 24 Membership shall cease on death, or in the case of an organisation on receivership, liquidation, dissolution or striking-off of the body which constituted the member or in the event of the organisation no longer being active or no longer operating in the local authority area.
- 25 A member may not transfer their membership to any other person or organisation.

#### **General meetings (meetings of members)**

- 26 All general meetings, other than the annual general meeting, shall be called extra-ordinary general meetings, regardless of the business to be conducted.
- 27 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.

28 Not more than 15 months shall elapse between one annual general meeting and the next.

29 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) election of directors of the Company.

30 The directors may convene a general meeting at any time.

31 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

### **Notice of general meetings**

32 At least 21 clear days' notice must be given of an annual general meeting or an extra-ordinary general meeting called for the passing of a special resolution. Subject to article 60 (i), all other general meetings shall be called by at least 14 clear days' notice.

33 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called a general meeting.

34 A notice calling a meeting shall specify the time and place of the meeting and (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 36, or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

35 Notice of every general meeting shall be given to all the members, directors and any auditors:

- (a) in hard copy form
- (b) in writing or, (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 Act) by means of a website.

### **Special resolutions and ordinary resolutions**

36 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 32 to 35. 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.

37 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Company, by special resolution,

(a) to alter its name

(b) to alter any provision of these articles or adopt new articles of association.

38 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 32 to 35.

#### **Procedure at general meetings**

39 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 9.

40 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.

41 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. In the absence of any directors then the members present shall elect from among themselves the person who will act as chairperson for that meeting.

42 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, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

43 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) should be given personally or (in the case of a member which is an organisation) given via its duly authorised representative present at the meeting.

44 A member which is an organisation shall be entitled to authorise an individual to attend and vote at meetings; they will then be entitled to exercise the same powers on behalf of the body which they represents as that body could have exercised if it had been an individual member of the Company.

- 45 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 46 Proxy votes shall be permitted where these are notified to the Company, in a valid format, by a member and received at the registered office of the Company not less than 48 hours (weekends are excluded from this requirement) before the start of the general meeting. A valid format means that it must:
- (a) state the name and address of the member appointing the proxy;
  - (b) identify the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) be signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 47 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 48 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 49 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 50 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
- 51 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 in person at the meeting and entitled to vote); 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.
- 52 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.

### **Number of directors**

- 53 The maximum number of directors shall be 12 and the minimum shall be 2.

### **Appointment and retirement of directors**

- 54 Directorship shall be open to any member, or authorised representative of a member organisation, over the age of sixteen who is not disqualified from

acting as a charity trustee or company director by law and meets the requirements as set out in the Director Recruitment Pack.

- 55 A person shall not be eligible for election/appointment as a Director if they are an employee of the Company.
- 56 At each annual general meeting, the members may (subject to article 53) elect any member, or authorised representative of a member organisation, (providing they are willing to act) to be a director.
- 57 The directors may (subject to article 53) at any time appoint any member (providing they are willing to act) to be a director.
- 58 At each annual general meeting, all of the directors shall retire from office but shall then be eligible for re-election.

#### **Appointment / re-appointment: Co-opted Directors**

- 59 “Co-opted Director” means (a non-member) Director appointed or re-appointed by the Directors under articles 60 and 61.
- 60 In addition to their powers under article 57, the Directors may (subject to article 53) at any time appoint any non-member of the Company (providing they are willing to act) to be a Director (a “Co-opted Director”) on the basis that they have specialist experience or skills which could be of assistance to the Directors.
- 61 At each general meeting, all of the Co-opted Directors shall retire from office – but shall then be eligible for re-appointment under article 59.

#### **Termination of office**

- 62 A director shall automatically vacate office if:-
- (a) they cease to be a director through any provision of the Act or becomes prohibited by law from being a director;
  - (b) they become debarred under any statutory provision from being a charity trustee;
  - (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) they cease to be a member of the Company;
  - (e) the organisation which authorised them ceases to be a member of the company;
  - (f) they become an employee of the Company;
  - (g) they resign office by notice to the Company;
  - (h) they are absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove them from office;

- (i) they are removed from office by ordinary resolution (special notice having been given) in accordance with of section 168 of the Act.

### **Register of directors**

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

### **Office Bearers**

- 64 At the first meeting of the directors in any calendar year, the directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.
- 65 All of the office bearers shall cease to hold office at the start of the first meeting of the directors in the calendar year, but shall then be eligible for re-election.
- 66 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.

### **Directors' powers**

- 67 Subject to the provisions of the Act, the 2005 Act, and these articles, and subject to any directions given by the members 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.
- 68 Any meeting of the directors at which a quorum is present may exercise all of the powers exercisable by the directors.
- 69 All acts done and all decisions made by the directors shall be valid, notwithstanding that it afterwards be discovered that there was a defect in the appointment / election of any director or that any of them were disqualified from holding office, or had vacated office or were not entitled to vote.

### **Personal interests**

- 70 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; they will be debarred (in terms of article 80) from voting on the question of whether or not the Company should enter into that arrangement.
- 71 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 theirs **or** any firm of which they are a partner **or** any limited company of which they are a substantial shareholder or director (or any other party

who/which is deemed to be connected with them for the purposes of the Act), has a personal interest in that arrangement.

72 Provided

- (a) they have 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 article 70 are complied with,
- (d) the requirements of the Act and the 2005 Act 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 is deemed to have a personal interest under article 80) and may retain any personal benefit which they gain from their participation in that arrangement.

73 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 duties as a director.

74 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); and
- (c) less than half of the directors must be receiving remuneration from the Company (or benefit from remuneration of that nature).

75 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**

76 Any director may call a meeting of the directors or request the calling of a meeting of the directors.

77 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 have a casting vote.

78 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum shall be a minimum of 2 directors.

79 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.

- 80 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.
- 81 Unless they are unwilling to do so, the chair of the Company shall preside as chairperson at every directors' 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.
- 82 The chairperson of the meeting shall not be entitled to have a casting vote if they are a Co-opted Director. Only a chairperson who is also a member of the community (as defined in article 1 (e) is entitled to a casting vote.
- 83 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.
- 84 Meetings may be held by telephone conference, video conference or other electronic means as appropriate.

#### **Conduct of directors**

- 85 Each of the directors shall, in exercising their function 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.
  - (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 them 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) comply with the Company's code of conduct at all times
  - (e) ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Act and the 2005 Act.

#### **Delegation to sub-committees**

- 86 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.

- 87 Any delegation of powers under article 86 is subject to such conditions as the directors may impose and may be revoked or altered.
- 88 The rules of procedure for any sub-committee shall be as prescribed by the directors. Final decision-making shall always rest with the board of directors.

#### **Operation of bank accounts**

- 89 Any bank account or other account operated on behalf of the Company by a financial institution in which any part of the assets of the Company is deposited shall be operated by the directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by two signatories authorised for this purpose by the directors in accordance with the financial regulations of the Company and the terms of any mandates with the Company's bankers.
- 90 The Company may, subject to ensuring sufficient safeguards in terms of computer security and password management protocols, operate any or all of its bank accounts by electronic means. Authorised use of any such systems will be determined and reviewed by the directors.
- 91 No two signatories to the bank account may be connected. The Charities and Trustee Investment (Scotland) Act 2005 defines "connected" as:  
*"Any person to whom the [signatory] is married, is the civil partner of the [signatory] or with whom the [signatory] is living as husband and wife or, where the [signatory] and the other person are of the same sex, in an equivalent relationship.  
Any child, parent, grandchild, grandparent, brother or sister of the [signatory] (and any spouse of any such person)  
For the purposes of the above, a person who is another person's stepchild or brought up or treated by another person as if the person were a child of the other person, is to be treated as that other person's child."*

#### **Secretary**

- 92 The directors may from time to time appoint a company secretary, and on the basis that the term of the appointment, remuneration (if any), and any 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.

#### **Accounts, Minutes and Record Keeping**

- 93 The directors shall ensure that accurate and complete records are kept of all general meetings of the Company, meetings of the directors and meetings of any sub-committee of the directors. Said records shall, inter alia, record those present for some or all of the meeting, the decisions taken at that meeting and (as far as possible) shall be signed by the chairperson of the meeting which approves the minutes
- 94 The directors shall ensure that proper accounting records are maintained and annual accounts prepared in accordance with all applicable statutory requirements.

- 95 Where the Company is required by law to have its annual accounts audited, the directors shall ensure that an audit is carried out by a qualified auditor. Where no audit is required by law, the directors shall ensure that the annual accounts are independently examined.
- 96 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
- 97 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 as authorised by the directors or by ordinary resolution of the Company.

### **Notices**

- 98 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; 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 them to the Company *or* (in the case of a member who has notified the Company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 99 Any notice, if sent by post, shall be deemed to have been given at the expiry of 48 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.
- 100 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**

- 101 If on the winding-up of the Company any surplus funds or assets remaining after satisfaction of all the Company's debts and liabilities, shall not be paid to or distributed among the members of the Company. That property shall instead be applied for the benefit of the community (as defined in section 1(e)) above, and be transferred to some other charity or charities (whether incorporated or unincorporated) within that community and whose objects are similar (wholly or in part) to the objects of the Company.
- 102 The charity or charities to which property is transferred under article 86 shall be determined by the members of the Company at or before the time of dissolution or failing such determination, by such court as may have jurisdiction at the time.

- 103 To the extent that effect cannot be given to the provisions of articles 86 and 87 above, the relevant property shall be applied to some other charitable purpose or purposes.

### **Indemnity**

- 104 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 Act) out of the assets of the Company 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 (but only to the extent permitted by those sections of the 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.
- 105 To the extent permitted by the 2005 Act and the Act, the Company shall be entitled 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 his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

### **Constitution of Company**

- 106 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of the Company insofar as they are repeated here.