

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION  
SCOTTISH PARTNERSHIP FOR PALLIATIVE CARE (SPPC)**

2018

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**ARTICLES of ASSOCIATION  
of  
Scottish Partnership for Palliative Care (SPPC)**

**OBJECTS & ACTIVITIES**

**Objects of the Company**

1. The Scottish Partnership for Palliative Care is an umbrella and representative organisation which, through a collaborative approach, supports and contributes to the development and strategic direction of palliative care in Scotland. The company's objects are to improve the experiences of people in Scotland in relation to declining health, death, dying, and bereavement, including by improving the quality and provision of palliative care and end of life care.

(the “**Objects**”).

**Activities of the Company**

2. In support of the Objects, the Activities of the Company are:-
  - (a) to facilitate connection and collaboration between individuals and organisations;
  - (b) to gather and disseminate relevant information to interested organisations and individuals;
  - (c) to develop, inform, promote and support implementation of good practice;
  - (d) to inform and influence public policy;
  - (e) to advocate the importance of palliative and end of life care and the importance of improving people's experiences of declining health, death, dying and bereavement;
  - (f) to manage or take part in projects which aim to improve people's experiences of declining health, death, dying and bereavement;
  - (g) to organise conferences, seminars and other events;
  - (h) to develop and publish information;
  - (i) to promote public awareness and public information;
  - (j) to develop and operate websites;
  - (k) to provide training and education;
  - (l) to create films, photographs and other media;
  - (m) to carry out research;
  - (n) to undertake any other activities in support of the Objects.

### **Powers of the Company**

3. The Company in carrying out the above Objects and Activities shall have and may exercise (but only to the extent to which the same may lawfully be exercised by a charity on the Scottish Charities Register and in accordance with the Charities and Trustee Investment (Scotland) Act 2005) all or any of the following powers:-
- (a) to encourage, provide, support and otherwise facilitate the work of those interested in the Objects of the Company.
  - (b) to raise funds, solicit, receive and accept financial assistance, subscriptions, donations, endowments, legacies, gifts and loans of money, rents and any other property whatsoever, heritable or moveable, subject or not to any specific charitable trusts or conditions;
  - (c) to establish, support or aid in the establishment and support of any charitable associations or institutions established for similar purposes and to subscribe monies for charitable purposes in any way connected with the purposes of the Company or calculated to further its Objects;
  - (d) to make financial grants to other organisations on condition that those funds are used in furtherance of the Objects of the Company;
  - (e) to issue appeals, hold public meetings and take such other steps as may be required for the purposes of procuring contributions to the funds of the Company in the form of donations, subscriptions or otherwise;
  - (f) to purchase, take on lease or in exchange or otherwise acquire and to hold, manage, develop, sell, dispose of lease or deal in any way with any heritable or moveable property and any interests therein;
  - (g) to borrow and raise money for the Objects of the Company and secure or discharge any debt or obligation of or binding on the Company in such manner and on such terms and conditions as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Company;
  - (h) to invest funds of the Company not immediately required in such investments, securities or property as may be considered appropriate (and to dispose of and vary, such investments);
  - (i) to grant, continue and pay such remuneration and pensions to any person or persons who renders services to the Company supervising, organising, carrying on the work of and advising the Company as may from time to time be thought proper, and to establish pension funds and other trust funds or charitable arrangements of any kind whatsoever for persons employed at any time by the Company and their dependants;
  - (j) to insure and arrange insurance cover for, and to indemnify its officers, employees and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;
  - (k) to promote, arrange, organise and conduct seminars, conferences, lectures, meetings and discussions;
  - (l) to prepare, edit, print, publish, issue, acquire, circulate and distribute books, pamphlets, papers, periodicals and other literary material, pictures, prints, photography, films, sound recordings and mechanical

and other models and equipment, and to establish, form, promote, conduct and maintain public collection displays and exhibitions of literature, statistics, charts, information and other material;

- (m) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (n) to promote and incorporate or to join in the promotion or incorporation of any charitable company with limited or unlimited liability, organisations, societies or associations for the purpose of carrying out any object which the Company itself could carry out and to subscribe for or otherwise acquire the shares, stock or other securities of such company or to lend money to such company on such terms as may be thought fit;
- (o) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (p) to amalgamate with any companies, organisations, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company;
- (q) sell, let, hire out, mortgage, dispose of or otherwise turn to account all or any of the property owned by, leased to or hired by the company with a view to the promotion of its objects;
- (r) provide and arrange facilities for travel, accommodation and catering for persons involved in the company's activities;
- (s) establish, subsidise, promote, co-operate, amalgamate or federate with, affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assets to any charitable association, society or other body, corporate or unincorporated, established for charitable purposes only and, for the purpose of promoting any object of the company, to co-operate with manufacturers, dealers or other traders and with the press and other sources of publicity;
- (t) pay out the funds of the company the costs, charges and expenses of and incidental to the formation, registration and establishment of the company;
- (u) to promote or undertake directly education, training, research, audit, monitoring or other improvement activities;
- (v) to establish and promote communication between individuals and organisations;
- (w) to undertake and participate in activities to inform and influence policies, laws, attitudes and behaviours; and
- (x) to do all such other things as are necessary for the attainment of the Objects.

4. The income and property of the Company shall be applied solely towards the promotion of the Objects of the Company as set out in Article 1 above and subject to the following paragraphs no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company. Nothing herein

shall prevent any payment in good faith by the Company:-

- (a) of out-of-pocket expenses incurred in carrying out duties by any member, director, officer or employee of the Company;
- (b) reasonable payment in return for services rendered to the Company;
- (c) director/trustee indemnity insurance;
- (d) payment or benefits permitted in terms of the Charities and Trustee Investment (Scotland) Act 2005; and
- (e) Council members shall not be entitled to remuneration in respect of their services to the company in their capacity as directors.

## **GENERAL STRUCTURE AND GOVERNANCE**

### **Company Structure**

5. The structure of the company consists of:-
- (a) the MEMBERS - who have the right to attend the annual general meeting (and any general meeting) and have important powers under the Articles of Association and the Act; in particular, the members may 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 and are charity trustees;
  - (c) COUNCIL is the governing body of the Company, also known as the Board of Directors. It is comprised of the directors of the Company. Council members are either elected from the company membership or co-opted by the Council. The Council members are also the Charity Trustees of the company.

## **MEMBERS**

### **Registers of members**

6. The directors shall maintain registers of members, setting out the full name and address of each member and the date on which any member ceased to be a member.
7. The members of the Company shall consist of those organisations which are members at the date of adoption of these articles and such other organisations as are admitted to membership under articles 9 to 18.
8. There shall be two classes of membership, being full membership and associate membership. The rights and responsibilities attaching to full and associate membership are set out in these articles

### **Qualifications for membership**

9. Membership shall be open to the following:-
- (a) FULL MEMBERS: such organisations as are able to demonstrate an interest in furthering the Objects of the Company AND which fall into at least one of the categories of member.
  - (b) The categories of full member organisations shall be

Local statutory organisations

Voluntary hospices

Third sector and social enterprise organisations

Independent social care organisations

Academic institutions and professional associations

Regulators and other national statutory organisations

- (c) ASSOCIATE MEMBERS: such organisations as are able to demonstrate an interest in furthering the Objects of the Company AND which are not eligible to become a full member.
10. The classes and categories of membership may be redefined and changed by resolution of the directors.
11. The members (irrespective of class or category of membership) shall at all times promote the interests of the Company and not act or behave in such a way as is likely to be detrimental to the Objects of the Company or bring the Company into disrepute.

#### **Application for membership**

12. Any organisation wishing to become a member shall deliver to the company a letter of application for membership providing evidence that it is committed to furthering the Objects of the Company. Applicants should also submit a copy of their most recent annual accounts.
13. No organisation shall be admitted a member of the Company unless their application has been approved by Council. Council will assign all full member organisations to one of the categories of membership set out in 9b. Member organisations may be re-assigned to a different class or category of membership by resolution of the directors.
14. Council may, at their discretion, refuse to admit any organisation to membership.
15. All members shall pay an annual subscription fee. Subscription fees shall be determined by Council on an annual basis. Subscription fees may vary according to type of membership and at the discretion of Council.
16. Subscription fees shall be payable annually in such manner as Council may determine and by such date as Council may determine (the "due date"). In the absence of other communication by Council the due date shall be 30 days from receipt by a member organisation of a membership fee invoice from the company.
17. Members who have not resigned their membership by the due date shall be liable to pay the annual subscription fee for the year for which payment is outstanding.
18. An organisation which ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

#### **Withdrawal from membership**

19. Any member which 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, they shall cease to be a member.
20. Membership shall not be transferable and shall cease upon a member being wound up, provided that in the event of a member which is subject to a merger or reorganisation, that member's membership may be transferred to

the organisation with which it has merged or been reorganised subject to the approval of Council.

21. In the event of a restructuring or renaming of a member organisation the member shall be entitled to continue as a member of the Company, subject to the approval of the Council.

#### **Expulsion from membership**

22. Any member may be expelled from membership by resolution of the directors, providing the following procedures have been observed:-
- (a) at least 14 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 meeting at which the resolution is proposed.

#### **The Rights of Full Member Organisations**

23. Full member organisations shall:
- Appoint one representative (referred to as a "nominated representative") to act as a formal link with the company and to exercise their organisation's vote(s) in Council elections and at general meetings
24. On appointment each nominated representative, is entitled to:
- (a) receive notice of, attend and vote at general meetings;
  - (b) stand for election to Council;
  - (c) vote in elections to Council;
  - (d) receive a copy of the annual directors' report and financial statement;
  - (e) receive copies of the company's publications and information communications;
  - (f) participate in formal consultations by the company; and
  - (g) participate in informal consultations by the company.
25. Each full member organisation shall notify the company in writing of the name and contact details of its nominated representative and any subsequent changes.
26. A nominated representative shall automatically cease to be a nominated representative if the member which appointed him ceases to be a full member organisation of the company.
27. The company shall maintain a register of the nominated representative of each full member organisation.

#### **The Rights of Associate Member Organisations**

28. Associate member organisations shall have the right to:
- (a) receive a copy of all the company's publications on issue;
  - (b) receive electronic information regarding palliative care issues and forthcoming palliative care events (as circulated to full member organisations);
  - (c) participate in informal consultations by the company.
29. Associate member organisations shall not have the right to:

- (a) appoint nominated representatives;
- (b) participate in formal consultations by the company;
- (c) participate in elections of Council members; or
- (d) receive notice of or vote at general meetings.

### **GENERAL MEETINGS (MEETINGS OF MEMBERS)**

30. The directors:
- (a) may convene a general meeting at any time; and
  - (b) must convene a general meeting if there is a valid requisition by no less than 10% of the members from time to time.
31. Once in each calendar year the company may, but is not required to, hold a general meeting which is designated as an annual general meeting.
32. 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.

### **Notice of general meetings**

33. At least 14 clear days' notice must be given of an annual general meeting or general meeting. Where:-
- (a) the term "clear days" in this Article shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded;
  - (b) any notice calling a meeting shall specify the time and place of the meeting; it shall:-
    - i. indicate the general nature of the business to be dealt with at the meeting; and
    - ii. if a special resolution (see Articles 47 and 48) (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.
  - (c) 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; notice of every general meeting shall be given either in writing or, (where the party to whom notice is given has notified the company of an address to be used for the purpose of electronic communications), (by way of an electronic communication) to all the members and directors, and (if there are auditors in office at the time) to the auditors;
  - (d) a general meeting may be called by shorter notice if is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the members;
  - (e) the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **Procedure at general meetings**

34. No business shall be dealt with at any general meeting unless a quorum is present and where:
  - (a) the quorum for a general meeting shall be one tenth of the full members (represented by their nominated representatives) entitled to vote, each being a member or a proxy for a member;
  - (b) if a quorum is not present within 30 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;
  - (c) each full member organisation shall only be entitled to be represented at any general meeting by its nominated representative (or an appropriate proxy appointed pursuant to Article 43).
35. The chair of the Council shall (if present and willing to act as chairperson) preside as chairperson of each general meeting;
  - (a) 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 and, if there is only one director present and willing to act then he shall be chairman; and
  - (b) may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
36. If no Council member is willing to act as chairman, or if no Council member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
37. Notwithstanding that he may not be a nominated representative a Council member shall be entitled to attend and speak at any general meeting.
38. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or by proxy.
39. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
40. 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 members present in person at the meeting; or by members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. 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.
41. A poll demanded shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
42. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular

majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

43. Each nominated representative shall be entitled to appoint a proxy to attend a general meeting in his place. In order to do so the nominated representative must give notice to the company in writing at least 24 hours before the general meeting is due to start, of the fact it is appointing a proxy and the name of that proxy.
44. Each nominated representative (or proxy for a nominated representative) present at any general meeting, will, on behalf of his appointer, be entitled to cast one vote in respect of any matter to be voted on at any general meeting of the company, whether that vote be by poll or by show of hands.
45. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
46. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, 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. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

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

47. 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 general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with Article 33, 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.
48. 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 its Objects or Activities; and
  - (c) to alter any provision of these Articles or adopt new Articles of Association.
49. 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 Article 33.

## **ELECTIONS TO COUNCIL**

50. Unless Council determines otherwise and in addition to such other Council members as Council may appoint under these Articles:-
- (a) the full member organisations within the Local Statutory Organisations category of membership shall be entitled to elect up to four nominated representatives to act as Council members. Elections may be organised and representatives elected on a regional basis, as determined by Council
  - (b) the full member organisations within the Voluntary Hospices category of membership shall be entitled to elect one nominated representative to act as a Council member;
  - (c) the full member organisations within the Third Sector and Social Enterprise Organisations category of membership shall be entitled to elect one nominated representative to act as a Council member;
  - (d) the full member organisations within the Independent Social Care Organisations category of membership shall be entitled to elect one nominated representative to act as a Council member;
  - (e) the full member organisations within the Academic Institutions and Professional Associations category of membership shall be entitled to elect one nominated representative to act as a Council member;
  - (f) the full member organisations within the Regulators and other National Statutory Organisations category of membership shall be entitled to elect one nominated representative to act as a Council member.
51. Elections to Council as set out above shall result from elections following the election process set out in standing orders determined by Council.

## **COUNCIL MEMBERS**

### **Number of Council Members**

52. The maximum number of Council members shall be 16 and the minimum number shall be 3.

### **Eligibility and Maximum period in office for directors**

53. A person may be elected a Council member by the members of the Company.
54. In addition to the process for election of Council members under Article 50 above, Council shall have the power to co-opt a maximum of seven persons who in the opinion of Council have an interest in the Objects of the company and have expertise which is of benefit to the company. A co-opted Council member need not be a nominated representative of a full member organisation of the company. The period of co-option shall be determined by Council but shall not be longer than three years and upon the expiry of such period the co-opted Council member shall automatically vacate office as a Council member. A co-opted Council member may be eligible for re-appointment immediately after vacating office unless he has served a total of six consecutive years, in which case he shall not be eligible for re-appointment until the expiry of two years from the date of his most recent vacation of office. Co-opted Council members shall have the same voting rights as the Council members appointed under Article 50 and shall be appointed as directors of the company for the duration of their co-option.

55. A Council member shall be entitled to hold office for three years and shall then be eligible for re-election for a further contiguous period of three years.
56. A Council member who has served one term of three years shall be eligible to stand for re-election immediately on his first retiral but on the subsequent retiral shall not be eligible for re-election until the expiry of two years from the date of his subsequent retiral.

#### **Termination of office**

57. A director shall automatically vacate office if:-
  - (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;
  - (b) he/she becomes debarred under any statutory provision from being involved in the management or control of a charity;
  - (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) the full member organisation of which he is the nominated representative ceases to be a member of the company;
  - (e) he/she resigns office by notice to the company;
  - (f) 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;
  - (g) he/she is removed from office by resolution of the directors.

#### **Register of directors/Directors interests**

58. 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 specifying the date on which any person ceased to hold office as a director and containing details of directors' interests.

#### **Office bearers**

59. Council may appoint any of its members to the following roles:
  - (a) Chairman of Council;
  - (b) Deputy Chairman of Council; and
  - (c) Treasurer;
60. Those so appointed will be termed "office bearers".
61. Council may delegate any of its powers to any office bearer of the company appointed under Article 59 and/or any person occupying, from time to time, the role of chief executive of the company. The office bearers and any chief executive appointed shall be responsible for the day to day management and operations of the company.
62. Council may by resolution of Council, at any time, remove any office bearer from office.
63. Subject to Article 62, each office bearer shall remain in office as an office bearer for such period as he remains a Council member, or if he resigns from that office by written notice to that effect.
64. Unless he is unwilling to do so, the chairman shall preside at every meeting of Council at which he is present. If the Council member holding the office of chairman is unwilling to preside or is not present within five minutes after the

time appointed for the meeting, the deputy chairman shall preside at that meeting. If the deputy chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, or there is no Council member appointed to the role of chairman or deputy chairman the Council members present may appoint one of their number to be chairman of the meeting.

### **Honorary Appointments**

65. Council may, by a majority vote, appoint a person or persons (who need not be a member representative) to be a President or Presidents and/or Vice-President or Vice-Presidents and/or Ambassador or Ambassadors of the company (each an "honorary appointee"). Honorary appointees may be removed by resolution of the directors.
66. The appointment of an honorary appointee shall be for a maximum term of three years but there shall be no limit to the number of times that an honorary appointee may be re-appointed.

### **Powers of directors**

67. Subject to the provisions of the Act, 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. No alteration of the memorandum or Articles and no such direction shall invalidate any prior act of Council which would have been valid if that alteration had not been made or that direction had not been given.
68. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

## **DIRECTORS' MEETINGS**

### **Procedure at directors' meetings**

69. Subject to the provisions of these Articles, Council may regulate its proceedings as it thinks fit, provided that Council shall meet at least four times in each calendar year.
70. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors. It shall not be necessary to give notice of a meeting to a Council member who is absent from the United Kingdom.
71. The directors can agree to confirm decisions by telephone or by written resolution as alternatives to confirming decisions at directors' meetings.
72. 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.
73. No business shall be dealt with at a meeting of the directors unless a quorum is present. The quorum for the transaction of the business of Council may be fixed by Council and unless so fixed at any other number the quorum for meetings of the directors shall be five. 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. A director shall be deemed to be in attendance at a meeting if they join via telephone or video conference.
74. 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.

75. 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.
76. 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. For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification of the Act not in force when this Article becomes binding on the company), connected with a Council member shall be treated as an interest of the Council member.
77. 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.
78. If a question arises at a meeting of Council or of a committee of Council as to the right of a Council member to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Council member other than himself shall be final and conclusive.
79. 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 69 to 78.
80. All acts done by a meeting of Council, or of a committee of Council, or by a person acting as a Council member shall, notwithstanding that it may afterwards be discovered that there was a defect in the appointment of any Council member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council member and had been entitled to vote.

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

81. The directors may delegate any of their powers to any sub-committee consisting of two 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. Any delegation of powers under this Article may be made subject to:-
  - (a) such conditions as the directors may impose and may be revoked or altered; and
  - (b) such rules of procedure for any sub-committee shall be as prescribed by the directors.

#### **Expenses**

82. 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.

## **ADMINISTRATION**

### **Operation of bank accounts**

83. Operations on the bank, building society or other financial institution accounts held by the company will be conducted in accordance with the company's protocol for the operation of such accounts agreed by the directors from time to time.

### **Secretary**

84. The directors may in their sole discretion decide to appoint a company secretary for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the company secretary may be removed and replaced or not (at the directors' sole discretion) by the directors at any time.

### **Minutes**

85. 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**

86. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements for both companies and charities. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.
87. 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 as authorised by the directors or as authorised by ordinary resolution of the company.

### **Notices**

88. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:-
- (a) if properly addressed and sent by pre-paid UK first class post to an address (last intimated by him/her/them) to the company in the UK 48 hours after it is posted;
  - (b) a Member whose registered address is not within the United Kingdom shall be entitled to receive notices at such address and such notices shall be sent to the Member by airmail. Notices sent overseas shall be deemed to be given at the expiry of a period of 5 days after the envelope containing it was posted. Sections 1143 to 1148 together with schedule 4 and 5 of the Act shall apply;
  - (c) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
  - (d) if properly addressed and sent or supplied by electronic mail (e-mail) (in the case of a Member who has notified the company of an address to be used for the purpose of electronic communications) one hour after the e-mail was sent or supplied; and
  - (e) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is so deemed to have received) notice of the fact that the material

is on the website.

89. For the purposes of Article 33, no account will be taken of any part of a day that is not a business day (where a “business day” means any day (other than a Saturday, Sunday or public holiday in Scotland) on which clearing banks in Edinburgh are generally open for business). In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purposes of the Act.
90. A member present, either in person or by proxy, at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

## MISCELLANEOUS

### Winding-up

91. If the company is dissolved or wound up, the liquidator shall, if there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, then the property shall not be paid to or distributed among the members of the Company, but shall be paid, given, transferred or distributed to such body or bodies to be determined by the members of the Company at the time of the dissolution or winding up;
- (a) being a charitable body or bodies having objects similar to the Objects of the Company;
  - (b) being a charitable body or bodies which shall prohibit the distribution of its or their assets, income and property among its or their members to an extent at least as great as is imposed on the Company;
  - (c) or failing which such other charitable body or bodies as are willing to take the property of the Company.

### Indemnity

92. Without prejudice to Articles 93 and 97 and subject to the provisions of and to the extent permitted by the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the assets of the Company against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.
93. Subject to the Act and any agreement made between a Director and the Company in accordance with the Act, a Director shall be indemnified out of the Company’s assets against any expenses which that Director incurs in connection with:
- (a) civil proceedings in relation to the Company (unless judgment is given against the Director and the judgment is final);
  - (b) criminal proceedings in relation to the Company (unless the Director is convicted and the conviction is final); or
  - (c) any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company (unless the court

refuses to grant the Director relief, and the refusal is final).

94. For the purposes of Article 93 judgment, conviction or refusal of relief becomes final if:
- (a) the period for bringing an appeal (or any further appeal) has ended; and
  - (b) any appeal brought is determined, abandoned or otherwise ceases to have effect.
95. Every director or other officer or auditor of the company shall be indemnified 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, without prejudice to that generality, 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.
96. The indemnity contained in Article 95 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled.

#### **Insurance**

97. Subject to the Act, the Directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss.

In this Article:-

- (a) a "relevant officer" means any Director or former Director of the Company, any other officer or employee or former officer or employee of the Company or its associate (but not the auditors), or any trustee of a pension fund or employee benefits trust of the Company;
- (b) a "relevant loss" means any loss or expenditure which has been or may be incurred by a relevant officer in connection with that relevant officer's duties, powers or responsibilities in relation to the Company or an associate or its pension fund or employee benefits trust; and
- (c) an "associate" means any subsidiary or subsidiary undertaking or holding company of such company and any other subsidiary or subsidiary undertaking of any holding company of such company ("holding company" and "subsidiary company" having the meanings set out in section 1159 and Schedule 6 of the Companies Act 2006).

#### **Liability of Members**

98. The liability of the members is limited to ONE POUND (£1.00). Every full member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the:-
- (a) debts and liabilities of the Company contracted before he ceases to be a member;
  - (b) costs, charges and expenses of winding up,
  - (c) and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ONE POUND.

## Interpretation

99. In these Articles the following terms and expressions shall have the following meanings:-

<b>Act</b>	means the Companies Act 2006 and any reference in these Articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;
<b>Activities</b>	shall have the meaning given to it in Article 2;
<b>Charity</b>	shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts;
<b>Charitable purpose</b>	shall mean a purpose which constitutes 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 Act;
<b>Electronic communication</b>	shall have the same meaning as is assigned to that expression in the Electronic Communications Act 2000;
<b>Model Articles</b>	means the model articles for private companies limited by Guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (S/2008/3229) as amended prior to the date of adoption of these Articles;
<b>Objects</b>	shall have the meaning given to it in Article 1;
<b>OSCR</b>	shall mean the Office of the Scottish Charity Regulator, 2nd Floor, Quadrant House, 9 Riverside Drive, Dundee, DD1 4NY;
<b>Person</b>	means any individual, organisation or body including any authorised representative of any organisation or body; and
<b>Scottish Charity Register</b>	means the register held by OSCR;

<b>Council</b>	means the board of directors of the company who also act as charity trustees;
<b>Council member</b>	means a director of the company;
<b>Formal consultation</b>	means the process of consultation with full member organisations carried out by the company to allow the company to submit a formal response to external bodies on behalf of the company or to take decisions relating to its own constitutional structure or policy;

100. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles. Unless the context requires otherwise, words or expressions used in these Articles bear the same meaning as in the Act (as said Act is in force at the date of adoption of these Articles). For the avoidance of doubt:-
- (a) headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles;
  - (b) unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
    - (i) any subordinate legislation from time to time made under it; and
    - (ii) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
  - (c) reference in these Articles to the singular shall be deemed to include the plural and a reference to one gender includes a reference to the other gender.
  - (d) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
  - (e) the Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles. Regulations 2, 3, 21, 22, 24, 38, 39 of the Model Articles shall not apply to the Company.
101. In the event of uncertainty or dispute as to the meaning and/or interpretation of terms and phrases contained in these Articles the decision of the directors shall be final.