

ARTICLES OF ASSOCIATION
OF
CORBENIC CAMPHILL COMMUNITY LIMITED
(Company Number SC066657)
a registered Scottish Charity (SC015477)

Adopted by the members by written resolution on 10th March 2023

CORBENIC CAMPHILL COMMUNITY LIMITED

(the “Company”)

PART I

INTERPRETATION AND LIMITATION OF LIABILITY

1. DEFINED TERMS

In these articles, unless the context requires otherwise:-

“2005 Act”	means the Charities and Trustee Investment (Scotland) Act 2005 including any statutory modification or amendment or re-enactment or replacement thereof for the time being in force.
“articles”	means the Company’s articles of association and “article” means any of them.
“bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to bankruptcy.
“chairman”	has the meaning given in article 15.2.
“chairman of the meeting”	has the meaning given in article 29.3.
“charitable”	means charitable for the purposes of the Taxes Acts and also the 2005 Act.
“Companies Acts”	means the Companies Acts as defined in section 2 of the Companies Act 2006 insofar as they apply to the Company.
“Companies Act 2006”	means the Companies Act 2006 including any statutory modification or amendment or re-enactment or replacement thereof for the time being in force.
“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.
“member”	has the meaning given in section 112 of the Companies Act 2006.
“ordinary resolution”	has the meaning given in section 282 of the Companies Act 2006.
“participate”	in relation to a directors’ meeting has the meaning given in article 13.
“person”	has the meaning given to it in Schedule 1 of the Interpretation Act 1978
“proxy notice”	has the meaning given in article 35.1.
“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.
“Taxes Acts”	means the Income and Corporation Taxes Act 1988 including any statutory modification or amendment or re-enactment or replacement thereof for the time being in force.

“writing”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
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Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006.

2. OBJECTIVES

The Company's objectives are:-

- 2.1** To provide the highest quality care and support to adults with learning disabilities, based on the principles of dignity and respect, compassion, inclusion, wellbeing and responsiveness to individual need through residential and day service provision and in both areas of service to provide for residents and attendees to be part of a community where all are treated fairly, equally, listened to, empowered, and where diversity is celebrated.
- 2.2** To afford choice and opportunities for residents and attendees to participate in and experience a rich cultural and spiritual life based upon the traditions and rhythms of the Camphill movement
- 2.3** To provide opportunities for residents and attendees of the Corbenic Camphill Community to learn and develop through participation in meaningful activities that promote independence and contribute to the life of the community through work, creativity and leisure.
- 2.4** To value the environment, treating the land and the physical environment with respect and care.

3. POWERS

To promote its objectives, but not for any other purpose, the Company may:-

- 3.1** to receive as residents and attendees of the Corbenic Camphill Community such individuals aged 16 and older (“adults”) as the Directors may consider proper and that on such conditions, including payment of fees for their maintenance, education, training, and treatment and for such periods as the Directors may fix and to remove such adults at the discretion of the Directors without cause assigned.
- 3.2** purchase, take on lease or in exchange, hire or otherwise acquire and hold, sell, lease or otherwise dispose of any heritable or real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the objectives of the Company and construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company;
- 3.3** purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, equipment and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objectives of the Company; and
- 3.4** subject to such consents as may be required by law sell, let, mortgage, dispose

of or turn to account all or any of the property or assets of the Company as may be expedient in the promotion of its objectives;

- 3.5** insure the Company, its property and assets against such risks as the directors shall consider it prudent and necessary to insure against;
- 3.6** to manage, control, administer and govern the Corbenic Camphill Community in all respects including without prejudice to the foregoing generality the estate, buildings and other premises of any kind whatever of the Company in every respect as may be seen fit;
- 3.7** subject to article 4.3, retain or employ staff, professional or technical advisers in connection with the objectives of the Company and pay reasonable and proper salaries, wages and fees for their services;
- 3.8** establish and support pension and superannuation schemes for the benefit of persons employed by the Company, and make reasonable and necessary provision for payment of pensions, life assurances and/or superannuation and grant pensions or retiring allowances to persons who have been employed by the Company or to their dependents;
- 3.9** purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, or employees of the Company or who are or were at any time trustees of any pension or retirement benefit scheme for the benefit of any employees or ex-employees of the Company including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise of their powers or otherwise in connection with their duties, powers or offices in relation to the Company or pension or retirement benefit scheme;
- 3.10** subject to such consents as may be required by law borrow or raise money for the objectives of the Company on such terms and on such security as may be thought fit, and whether by the creation and issue of debentures or debenture stock or otherwise;
- 3.11** guarantee and/or give security (either by way of mortgage or charge on all or any part of the property of the Company or otherwise) for the payment of money by or in the performance of obligations of any Company being a charitable Company;
- 3.12** accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objectives of the Company and take such steps (by way of personal or written appeals, public meetings or otherwise, including for the avoidance of doubt the appointment of professional fundraisers) as may be deemed expedient for procuring contributions to the funds of the Company, whether by way of subscriptions (having regard to section 8(2)(b) of the 2005 Act), grants, loans, donations or otherwise;
- 3.13** undertake and organise schemes for the raising of money (including the appointment of professional fundraisers and entering into commercial participator agreements), other financial support and assistance in kind, and appeals both private and public, including the selling of goods and other products produced or acquired in connection with or ancillary to the

objectives of the Company;

- 3.14** establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage or lend money or other assistance to any person, company, association, society, institution or other body, corporate or unincorporate, established for charitable purposes only and having primary objectives wholly or partly similar to those of the Company, and for the purpose of promoting the objectives of the Company to co-operate with manufacturers, dealers, and other traders and organisations, and with the press and other sources of publicity;
- 3.15** undertake, execute, establish, promote, or assist any charitable trusts or companies with charitable purposes all or any of which are similar to the objectives of the Company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for the purpose of carrying on any activity which the Company is authorised to carry on or for any other charitable purpose directly or indirectly calculated to benefit the Company in the furtherance of its objectives;
- 3.16** print, publish and distribute or procure to be printed, published or distributed (whether gratuitously or not) any newspaper, newsletter, periodical, magazine, book, pamphlet, circular, leaflet or other publication including audio and visual recordings which the Company may consider desirable for the promotion of its objectives;
- 3.17** hold, sponsor, arrange or organise meetings, conferences, lectures, seminars, film shows, appeals and educational classes and talks in furtherance of the objectives of the Company;
- 3.18** organise, manage, present, produce and support exhibitions, workshops, press conferences, trade fairs, festivals, advertising campaigns, promotions, displays and assist and advise any person, corporation or organisation in relation thereto;
- 3.19** advertise the Company, its objectives and activities whether through radio, television or other similar media or through printed advertisement, poster, periodical, article, feature or otherwise in writing;
- 3.20** enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the attainment of the Company's objectives or any of them;
- 3.21** act as agents in the channeling of funds, grants and any other monies available from any source;
- 3.22** advance money on loan with or without security to any other charitable companies, institutions, societies, foundations or associations formed for the said objectives having purposes altogether or in part similar to those of the Company or to any individuals or firms for any purpose similar to such purposes and that on such terms as to security or otherwise as the Company thinks fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 3.23** draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate banking accounts;

- 3.24** make any charitable donation either in cash or assets in furtherance of the objectives of the Company;
- 3.25** hold and invest the Company property in any form of investment (whether involving liability or not and whether or not authorised by law for the investment of trust monies) which the directors could make if they were absolutely and beneficially entitled to the Company property. In particular but without limitation, the directors may invest all or any part of the Company property:-
- 3.25.1** in stocks, shares, debenture stocks, bearer securities or other investments (whether quoted on a stock exchange or not);
 - 3.25.2** in any interest in land or property and/or in the development or redevelopment of land or property; and
 - 3.25.3** by placing the same on deposit or current account with any bank, insurance Company, building society, finance Company or local authority at such rate of interest (if any) and upon such terms as the directors may think fit;
- 3.26** purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any one or more of the charitable associations, foundations, institutions, companies, societies or bodies with which this Company is authorised to co-operate or federate;
- 3.27** do all such other things as are necessary or incidental to the attainment of the objectives of the Company or any of them; and
- 3.28** undertake any charitable activity which directly or indirectly promotes any of the objectives of the Company.

4. LIMITATION ON PRIVATE BENEFITS

- 4.1** The income and property of the Company shall be applied solely towards the promotion of its objectives as set forth in these articles.
- 4.2** No part of the income and property of the Company shall be paid or transferred, directly or indirectly, by way of benefit to its members, and no director of the Company may receive any remuneration, or other benefit of money or money's worth, from the Company (in respect of acting in the capacity as director).
- 4.3** Subject to article 6 nothing herein shall prevent any payment in good faith by the Company:-
- 4.3.1** of a reasonable and proper remuneration to any member, director or servant of the Company including a director in his/her capacity as a servant of the Company for any services rendered to the Company in accordance with sections 67 and 68 of the 2005 Act and any amendment or alteration thereto;
 - 4.3.2** of interest on money lent by any member or director of the Company or its directors at a reasonable and proper rate per annum and not exceeding the base lending rate for the time being of the Company's bankers; or reasonable and proper rent

for premises let by any member or director to the Company; and

4.3.3 to any director of out-of-pocket expenses.

5. LIABILITY OF MEMBERS

5.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he/she is a member or within one year after he/she ceases to be a member, for:-

- 5.1.1** payment of the Company's debts and liabilities contracted before he/she ceases to be a member;
- 5.1.2** payment of the costs, charges and expenses of winding up; and
- 5.1.3** adjustment of the rights of the contributories among themselves.

6. CHARITABLE DECLARATION

6.1 It is declared that the assets of the Company shall only be applied for the objectives in terms of article 2 and the directors shall:-

- 6.1.1** act in accordance with the 2005 Act; and
- 6.1.2** do nothing to prevent the Company qualifying and continuing to qualify as charitable.

6.2 Without prejudice to the foregoing, each of the directors shall, in exercising his/her powers and duties as a director, act in the interests of the Company. In doing so:-

- 6.2.1** the directors must seek, in good faith, to ensure that the directors act in a manner which is in accordance with the objectives of the Company and act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person; and
- 6.2.2** in circumstances giving rise to the possibility of a conflict of interest between the Company and any other party, each director:-
 - (a) must put the interests of the Company before those of the other party; or
 - (b) where any other duty or interest prevents him/her from doing so, he/she must disclose the conflicting duty or interest to his/her fellow directors and refrain from participating in any discussions or decisions with regard to the matter in question.

6.3 Each of the directors must ensure that (a) he/she complies, and (b) the Company complies with any direction, requirement or notice imposed in terms of the 2005 Act.

PART 2
DIRECTORS
DIRECTORS' POWERS AND RESPONSIBILITIES

7. DIRECTORS' GENERAL AUTHORITY

- 7.1** Subject to the articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.
- 7.2** All powers and actings by the directors shall be restricted by and subject to article 6.

8. DIRECTORS MAY DELEGATE

- 8.1** Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:-
 - 8.1.1** to such person or committee;
 - 8.1.2** by such means (including by power of attorney);
 - 8.1.3** to such an extent;
 - 8.1.4** in relation to such matters or territories; and
 - 8.1.5** on such terms and conditions as they think fit.
- 8.2** If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 8.3** The directors may revoke any delegation in whole or part, or alter its terms and conditions.

9. COMMITTEES

- 9.1** Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 9.2** The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

10. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 10.1** The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 11.
- 10.2** If the Company has less than the required number of directors in terms of article 20.4; then no decision(s) can be made other than the appointment of additional directors

11. UNANIMOUS DECISIONS

- 11.1** A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 11.2** Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 11.3** References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 11.4** A decision may not be taken in accordance with this article if the eligible directors could not have formed a quorum at such a meeting.

12. CALLING A DIRECTORS' MEETING

- 12.1** Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Company secretary (if any) to give such notice.
- 12.2** Notice of any directors' meeting must indicate:-
- 12.2.1** its proposed date and time;
 - 12.2.2** where it is to take place; and
 - 12.2.3** if it is anticipated that 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.
- 12.3** Notice of a directors' meeting must be given to each director, but need not be in writing.
- 12.4** Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

13. PARTICIPATION IN DIRECTORS' MEETINGS

13.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:-

13.1.1 the meeting has been called and takes place in accordance with the articles; and

13.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

13.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

13.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14. QUORUM FOR DIRECTORS' MEETINGS

14.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

14.2 Three directors shall constitute a quorum.

14.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:

14.3.1 to appoint further directors; or

14.3.2 to call a general meeting so as to enable the members to appoint further directors.

15. CHAIRING OF DIRECTORS' MEETINGS

15.1 The directors may appoint a director to chair their meetings.

15.2 The person so appointed for the time being is known as the "chairman".

15.3 The directors may terminate the chairman's appointment at any time.

15.4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

16. CASTING VOTE

16.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

16.2 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

17. CONFLICTS OF INTEREST

- 17.1** It is the duty of each director of the Company to take decisions (and exercise his/her powers and responsibilities as a director) in such a way as he/she considers, in good faith, will be most likely to promote the success of the Company in achieving its objectives (as set out in article 2 of these articles) and be in the interests of the Company, irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question.
- 17.2** Subject always to the Companies Acts, the 2005 Act, and these articles, and provided that the matter has been disclosed to and authorised by the directors in accordance with section 175 of the Companies Act 2006 or by resolution of the members, a director may be in any situation in which he/she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which he/she would otherwise be under a duty to avoid pursuant to section 175 of the Companies Act 2006 and he/she shall not be accountable to the Company for any profit, remuneration or benefit realised by or accruing to him/her on consequence of any such situation, and no transaction or arrangement shall be liable to be avoided, by reason of his/her office or of the fiduciary relationship thereby established.
- 17.3** Any authorisation pursuant to article 17.2 shall be for such duration and subject to such terms and conditions as the directors or members (as the case may be) shall determine and may be varied or terminated at any time. In particular, but without limitation, any such authorisation may (but need not) provide that:-
- 17.3.1** if the director has obtained any information, otherwise than as a director of the Company, in respect of which he/she owes a duty of confidentiality to another person, the director is under no obligation to disclose such information to the Company or to use or apply such information in performing his/her duties as a director of the Company where to do so would be a breach of that duty of confidentiality; and/or
 - 17.3.2** the director shall not be given any information relating to the matter which has been authorised; and/or
 - 17.3.3** the director shall not be counted in the quorum present nor shall he/she be entitled to deliberate and vote at any meeting of the directors in respect of any resolution relating to that matter.
- 17.4** A director shall not be counted in the quorum present nor shall he/she be entitled to deliberate and vote at any meeting of the directors:-
- 17.4.1** in respect of any resolution to authorise a matter pursuant to article 17.2; or
 - 17.4.2** in respect of any resolution relating to a matter which has been authorised pursuant to article 17.2 where the terms of that authorisation do not permit this; or
 - 17.4.3** in respect of any other resolution which he/she has an interest unless:
 - (a) his/her interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

- (b) he/she has disclosed the nature and extent of his/her interest to the other directors (to the extent that they are not already aware of it);

- 17.5** If a question arises at a meeting of directors or at a meeting of a committee of directors to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting. The ruling of the chairman of the meeting in relation to any director other than himself/herself shall be final and conclusive.
- 17.6** Any reference in these articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties.
- 17.7** For the avoidance of doubt, article 17.2 shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the Company.
- 17.8** If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes unless article 17.9 applies.
- 17.9** This article applies when:
- 17.9.1** the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - 17.9.2** the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 17.9.3** the director's conflict of interest arises from a permitted cause.
- 17.10** For the purposes of this article 17.10, the following are permitted causes:
- 17.10.1** a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
 - 17.10.2** subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 17.10.3** arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- 17.11** For the purposes of this article 17, references to proposed decisions and decision making processes include any directors' meeting or part of a directors' meeting.
- 17.12** Subject to article 17.13, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

17.13 If any question as to the right to participate in a meeting (or part of a meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

18. RECORDS OF DECISIONS TO BE KEPT

18.1 The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

19. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

19.1 Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

20. METHODS OF APPOINTING DIRECTORS

20.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:-

20.1.1 by ordinary resolution; or

20.1.2 by a decision of the directors.

20.2 In any case where, as a result of death, the Company has no members and no directors, the personal representatives of the last director to have died have the right, by notice in writing, to appoint a person to be a director.

20.3 For the purposes of article 20.2, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

20.4 The minimum number of Directors shall be three and the maximum number of directors shall not at any time exceed fifteen.

21. TERMINATION OF DIRECTOR'S APPOINTMENT

21.1 A person ceases to be a director as soon as:-

21.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited by law from being a director or a charity trustee within the meaning of the 2005 Act or ceases to be a fit and proper person for the purposes of the Taxes Acts;

- 21.1.2** a bankruptcy order is made against that person;
- 21.1.3** a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 21.1.4** a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 21.1.5** notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms: or
- 21.1.6** he/she is removed from office by an ordinary resolution passed in accordance with the Companies Act 2006.

21.2 A resolution under article 21.1.6 shall be valid only if:-

- 21.2.1** the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;
- 21.2.2** the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and
- 21.2.3** at least two thirds (to the nearest round number) of the directors (excluding for this purpose the director who is the subject matter of the resolution) vote in favour of the resolution.

22. RETIREMENT OF DIRECTORS

22.1 A director shall cease to be such on his/her demise or if the appointment is terminated in accordance with article 21.

23. DIRECTORS' REMUNERATION

23.1 Except as provided for in article 4.3, the directors shall not be entitled to receive any remuneration in respect of their office as directors and shall not be employees of the Company.

24. DIRECTORS' EXPENSES

24.1 The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:-

- 24.1.1** meetings of directors or committees of directors; or
- 24.1.2** general meetings of the Company.

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

PART3
MEMBER
BECOMING AND CEASING TO BE A MEMBER

25. MEMBERSHIP

25.1 No person shall become a member of the Company unless he/she has first been appointed as a director of the Company. A person appointed as a director shall automatically and immediately upon appointment become a member of the Company.

26. TERMINATION OF MEMBERSHIP

26.1 A member shall cease to be such on termination of his/her appointment as a director, howsoever terminated.

26.2 Membership is not transferable.

ORGANISATION OF GENERAL MEETINGS

27. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

27.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

27.2 A person is able to exercise the right to vote at a general meeting when:-

27.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

27.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

27.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

27.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

27.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

28. QUORUM FOR GENERAL MEETINGS

- 28.1** No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 28.2** Three members shall constitute a quorum

29. CHAIRING GENERAL MEETINGS

- 29.1** If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- 29.2** If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start the directors present must appoint a director to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- 29.3** The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

30. ATTENDANCE AND SPEAKING BY DIRETORS AND NON-MEMBERS

- 30.1** The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

31. ADJOURNMENT

- 31.1** If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 31.2** The chairman of the meeting may adjourn a general meeting at which a quorum is present if:-
- 31.2.1** the meeting consents to an adjournment; or
 - 31.2.2** it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 31.3** The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 31.4** When adjourning a general meeting, the chairman of the meeting must:-
- 31.4.1** either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors:
and
 - 31.4.2** have regard to any directions as to the time and place of any

adjournment which have been given by the meeting.

31.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):-

31.5.1 to the same persons to whom notice of the Company's general meetings is required to be given: and

31.5.2 containing the same information which such notice is required to contain.

31.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

32. VOTING: GENERAL

32.1 Each member shall be entitled to one vote on a show of hands at general meetings.

32.2 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

33. ERRORS AND DISPUTES

33.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

33.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

34. POLL VOTES

34.1 A poll on a resolution may be demanded:-

34.1.1 in advance of the general meeting where it is to be put to the vote; or

34.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

34.2 A poll may be demanded by:-

34.2.1 the chairman of the meeting; or

34.2.2 the directors;

34.3 A demand for a poll may be withdrawn if:-

34.3.1 the poll has not yet been taken; and

34.3.2 the chairman of the meeting consents to the withdrawal.

34.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

35. CONTENT OF PROXY NOTICES

35.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:-

35.1.1 states the name and address of the member appointing the proxy;

35.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

35.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

35.1.4 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.

35.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

35.3 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.

35.4 Unless a proxy notice indicates otherwise, it must be treated as:-

35.4.1 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

35.4.2 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.

36. DELIVERY OF PROXY NOTICES

36.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.

36.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

36.3 A notice revoking a proxy appointment only takes effect if it is delivered

before the start of the meeting or adjourned meeting to which it relates.

- 36.4** If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

37. AMENDMENTS TO RESOLUTIONS

- 37.1** An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:-
- 37.1.1** notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - 37.1.2** the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 37.2** A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:-
- 37.2.1** if the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 37.2.2** the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 37.3** If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART4

ADMINISTRATIVE ARRANGEMENTS

38. MEANS OF COMMUNICATION TO BE USED

- 38.1** 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.
- 38.2** 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.

38.3 A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

39. ACCOUNTS AND INDEPENDENT EXAMINATION/AUDIT

39.1 The directors shall comply with the provisions of the Charities Accounts (Scotland) Regulations 2006 (or any statutory modification or re-enactment of them). No Chartered Accountant (or firm) or Independent Examiner shall be considered ineligible for appointment as auditors or Independent Examiner of the Company by reason only of the fact that one of the directors may be a principal, partner, member or director of the partnership, limited liability partnership or Company as the case may be. The Chartered Accountant (or firm) or Independent Examiner shall have access to all papers, books, vouchers, accounts and documents relating to the Company.

40. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

40.1 The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

41. INDEMNITY

41.1 Subject to paragraph 41.2, a relevant director of the Company or an associated Company may be indemnified out of the Company's assets against:-

- 41.1.1** any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company;
- 41.1.2** any liability incurred by that director in connection with the activities of the Company or an associated Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and/or
- 41.1.3** any other liability incurred by that director as an officer of the Company or an associated Company.

41.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts, the 2005 Act, or by any other provision of law.

41.3 In this article:-

- 41.3.1** companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

41.3.2 a “**relevant director**” means any director or former director of the Company or an associated Company.

42. INSURANCE

42.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

42.2 In this article:-

42.2.1 a “**relevant director**” means any director or former director of the Company or an associated Company;

42.2.2 a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company, any associated Company or any pension fund or employees' share scheme of the Company or associated Company; and

42.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

42.3 This article does not authorise loss to be insured or payments made to a director or insurance provider which would be prohibited or rendered void by any provision of the Companies Acts, the 2005 Act, or by any other provision of law.

43. DISBURSEMENT OF ASSETS

43.1 If after the winding up or dissolution of the Company there remains, after satisfaction of all its debts or liabilities, any assets or property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other person(s) having objectives similar to the objectives of the Company and which shall prohibit the distribution of its or their income or assets amongst its or their members, such person(s) to be determined by the members at or before the time of dissolution or in default by the Court of Session in Scotland.