

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION
of
YOUTHBORDERS

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CAPITAL
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Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a Member of the company.

Name of each subscriber	Signature of each subscriber

Dated

THE COMPANIES ACT 2006

CHARITY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

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YOUTHBORDERS

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Constitution of charity

- 1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this charity.

Defined terms

- 2 In these articles of association, unless the context requires otherwise:-
 - i. "Act" means the Companies Act 2006;
 - ii. "The Charity" means this company
 - iii. "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
 - iv. "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - v. "electronic form" has the meaning given in section 1168 of the Act;
 - vi. "Member Group" means at any given time a Youth Group which is a current Member of The Charity at that time
 - vii. "OSCR" means the Office of the Scottish Charity Regulator;
 - viii. "property" means any property, heritable or moveable, real or personal, wherever situated; and
 - ix. "subsidiary" has the meaning given in section 1159 of the Act.
 - x. the "Trustees" mean the directors of The Charity; the "Board" means the Board of directors of The Charity
 - xi. "Youth Group" means an organisation working with young people which adopts a 'youth work approach' as defined by the Board from time to time
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

- 4 The Charity's objects are:

- i. The support and creation of opportunities for young people to thrive in the Scottish Borders
 - ii. The promotion of inclusion, equality and diversity encouraging a positive contribution by young people to the local community
 - iii. The empowerment of young people to make good life choices and to make the most of their learning and experiences building resilience and responsibility
 - iv. The facilitation and support of Member Groups to promote best quality youth work and opportunities for young people in the Scottish Borders
 - v. The offer of education, training and governance support to build capacity of staff and volunteers and the promotion of learning as a lifelong activity
 - vi. The promotion of partnership and collaborative work as a key principle approach
 - vii. The voice of youth work and young people
 - viii. The recognition of the National Youth Work Outcomes and best practice to which we work towards
- 5 The Charity's objects are restricted to supporting young people (and Youth Groups supporting young people) in the Scottish Borders between the ages of 5-25 years
- 6 The Charity's objects are restricted to those set out in article 4 (but subject to article 7).
- 7 The Charity may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of The Charity's objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

- 8 In pursuance of the objects listed in article 4 (but not otherwise) the Charity shall have the following powers:
 - i. To carry on any other activities which further any of the above objects.
 - ii. To promote charities whose activities may further one or more of the above objects, or may generate income to support the activities of the Charity, acquire and hold shares in such companies and carry out, in relation to any such charity which is a subsidiary of the Charity, all such functions as may be associated with a holding charity.

- iii. To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the Charity's activities.
- iv. To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Charity's activities.
- v. To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Charity.
- vi. To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Charity.
- vii. To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- viii. To borrow money, and to give security in support of any such borrowings by the Charity, in support of any obligations undertaken by the Charity or in support of any guarantee issued by the Charity.
- ix. To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments
- x. To employ such staff as are considered appropriate for the proper conduct of the Charity's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- xi. To engage such consultants and advisers as are considered appropriate from time to time.
- xii. To effect insurance of all kinds (which may include officers' liability insurance).
- xiii. To invest any funds which are not immediately required for the Charity's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- xiv. To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Charity's objects.
- xv. To establish and/or support any other charity, and to make donations for any charitable purpose falling within the Charity's objects.
- xvi. To take such steps as may be deemed appropriate for the purpose of raising funds for the Charity's activities.

- xvii. To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- xviii. To oppose, or object to, any application or proceedings which may prejudice the Charity's interests.
- xix. To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Charity, and to enter into any arrangement for cooperation or mutual assistance with any charity.
- xx. To do anything which may be incidental or conducive to the furtherance of any of the Charity's objects.

Restrictions on use of the Charity's assets

- 9. Restrictions on use of the Charity's assets are that:
 - i. The income and property of the Charity shall be applied solely towards promoting the Charity's objects and aims.
 - ii. No part of the income or property of the Charity shall be paid or transferred (directly or indirectly) to the Members of the Charity, whether by way of dividend, bonus or otherwise.
 - iii. No Trustee shall be appointed to any post carrying remuneration (whether as a paid employee or on a self-employed basis); and
 - iv. No benefit (whether in money or in kind) shall be given by the Charity to any Trustee except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the Charity.
- 10. The Charity shall, notwithstanding the provisions of article 9, be entitled:
 - i. to pay a rent not exceeding the market rent for premises let to the Charity by any Member of the Charity; or
 - ii. to make any transfer or payment to a Member where such transfer or payment is made in direct furtherance of the charitable purposes of the Charity.

Liability of Members

- 11. Each Member undertakes that if the Charity is wound up while he/she is a Member (or within one year after he/she ceases to be a Member), he/she will contribute - up to a maximum of £1 - to the assets of the Charity, to be applied towards:
 - i. payment of the Charity's debts and liabilities contracted before he/she ceases to be a Member;

- ii. payment of the costs, charges and expenses of winding up; and
- iii. adjustment of the rights of the contributories among themselves.

General structure

- 12. The structure of the Charity consists of:-
 - i. the MEMBERS - who have the right to attend and cast their votes at the annual general meeting (and any other general meeting) and have important powers under the articles of association and the Act; in particular, the Members approve people to serve as Trustees and take decisions in relation to changes to the articles themselves
 - ii. the TRUSTEES - who hold regular meetings during the period between annual general meetings, and generally set the strategy, contribute to the planning and implementation of the strategy and control and supervise the activities of the Charity; in particular, the Trustees are responsible for monitoring the financial position of the Charity.

Membership

- 13. The Members of the Charity shall consist of those Youth Groups which constitute Member Groups as at the time of adoption of these articles, such further Youth Groups as are admitted to Membership under articles 18 to 25.
- 14. Categories of Membership for YouthBorders include:
 - i. "Member" means a Member Group falling under article 15.
 - ii. "Associate Member" means a group or organisation from any sector which either promotes the qualifications under article 15 or wishes to support the aims and objects of YouthBorders. Different categories of Associate Member will be agreed by the Board of Trustees from time to time and will be Members of YouthBorders only (not Youth Scotland)

Qualifications for Membership

- 15. The Trustees may admit as a Member of the Charity, any Youth Group operating in the Scottish Borders which wishes to support the aims and activities of the Charity, provided it satisfies the following criteria:
 - i. it uses a 'youth work approach' as defined by the Board from time to time;

- ii. it is properly established and accepts the objects and aims of the Charity as set out in article 4;
 - iii. it holds regular meetings and provides a programme in accordance with such objects and aims;
 - iv. it keeps accurate records of Membership and supplies the Charity with such information as the Trustees may require from time to time;
 - v. it operates on a “not-for-profit” basis and complies with the spirit of such organisations.
 - vi. it is not affiliated to, or associated with, any political party;
 - vii. it operates a policy on the recruitment and selection of workers (paid and unpaid) as part of its procedures to safeguard children and young people (this must include carrying out such checks on workers involved in the running of the group as may be required by legislation or to comply with accepted good practice);
 - viii. it agrees to maintain the quality standards required for Membership as defined by the Board from time to time;
 - ix. it complies with such other conditions as are prescribed by the Board from time to time; and
 - x. it has as its base the national youth work outcomes
16. Membership of YouthBorders accords Membership of Youth Scotland, in accordance with Youth Scotland’s Memorandum & Articles of Association.
17. Employees of the Charity shall not be eligible for Membership; a person who becomes an employee of the Charity after admission to Membership shall automatically cease to be a Member.

Application for Membership

- 18. Any group who wishes to become a Member must sign, and lodge with the Charity, a written application for Membership
- 19. In accordance with the Membership criteria of Youth Scotland, a group may apply online or through the website of either organisation
- 20. A Youth Group applying for Membership shall submit such information and evidence in support of its application as the Trustees may require.
- 21. A Youth Group applying for Membership shall pay an appropriate annual Membership subscription to both Youth Scotland and to

YouthBorders (which includes the appropriate Membership fee for the Charity agreed by Trustees and Members each year)

22. An 'associate Member' of the Charity shall pay an appropriate annual Membership subscription to YouthBorders (which includes the appropriate Membership fee for the Charity agreed each year)
23. The Trustees may, at their discretion, refuse to admit any person to Membership.
24. The Trustees will determine acceptance or refusal of each application for Membership against criteria established from time to time by Youth Scotland and in accordance with such procedures (which may include an appeals process) as the Board may prescribe from time to time.
25. Reports in relation to acceptance or refusal of new Membership applications will be available for discussion on a quarterly basis.

Membership subscription

26. A Membership subscription shall be payable.
27. The Board may, for the purpose of levying Membership subscriptions at appropriate rates, agree different rates or divide the Member Groups into such categories (by reference to the type of services/facilities which they provide and such other criteria as they may consider appropriate) as the Board may determine from time to time.
28. The Charity is required to pay an annual affiliation fee to Youth Scotland of such amount (calculated by reference to the number and categories of Member Groups which fall within its Membership) as Youth Scotland may determine from time to time.

In the case of a Member Group which operates in the Scottish Borders (an area served by an Area Association of Youth Scotland), the Member Group shall pay a joint annual Membership subscription to Youth Scotland, from which the Charity will be reimbursed by Youth Scotland its own annual fee within 2 weeks of receipt,

29. The annual Membership subscriptions shall be due on such date(s) in each year as the Board may prescribe from time to time.
30. If the Charity has not received any element of affiliation fees payable by Youth Scotland by the date occurring four weeks after it fell due, the failure or delay on the part of Youth Scotland to make that payment shall (if there is an Affiliation Agreement in place between the Charity and Youth Scotland at the time) be deemed to be a breach of the terms of that Affiliation Agreement.

31. If the Charity has not received the annual Membership subscription of a Member Group by the date occurring 4 weeks after the date on which it fell due (or by the date, if later, occurring 8 weeks after a notice complying with the preceding article was given to that Member Group), the Youth Group will no longer be a Member of the Charity. The Trustee Board shall assess the circumstances of the non- payment by a Member Group and, either agree a payment plan or take the decision to terminate Membership.

Register of Members

32. The Trustees shall maintain a register of Members, setting out the full name and address of each Member, the date on which he/she was admitted to Membership, and the date on which any person ceased to be a Member.

Withdrawal from Membership

33. Any Member who wishes to withdraw from Membership shall sign, and lodge with the Charity, a written notice to that effect; on receipt of the notice by the Charity, he/she shall cease to be a Member.

Termination of Membership

34. The Board may terminate the Membership of a Member Group if:
- i. it ceases to fulfil any of the criteria referred to in article 155;
 - ii. it has done something which, in the reasonable opinion of the Board, could have an adverse effect on the reputation and good standing of the Charity and/or any of the other Member Groups.
35. The Trustees will notify Youth Scotland of the circumstances which, in their opinion, might represent a ground or grounds on which the Membership of that Member Group might be terminated
36. Membership of Youth Scotland shall automatically cease if a Member Group has been a Member of YouthBorders and that Member Group ceases to be a Member of YouthBorders.

General meetings (meetings of Members)

37. The Board of Trustees shall convene an annual general meeting in each year (but excluding the year in which the Charity is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the Charity.
38. Not more than 15 months shall elapse between one annual general meeting and the next.

39. The business of each annual general meeting shall include:-
- i. a report by the Chair on the activities of the Charity
 - ii. consideration of the annual accounts of the Charity
 - iii. the election/re-election of Trustees, as referred to in articles 69 to 71.
40. Subject to articles 37, 38 and 41, the Trustees may convene a general meeting at any time
41. The Trustees must convene a general meeting if there is a valid requisition by 25% of the Members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

- 42 At least 14 clear days' notice must be given of a general meeting.
- 43 The reference to "clear days" in article 42 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 sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
- 44 A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 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.
- 45 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 46 Notice of every general meeting shall be given
- i. in writing or (where the individual to whom notice is given has notified the Charity of an address to be used for the purpose of electronic communication) in electronic form; or
 - ii. (subject to the Charity notifying Members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website; or
 - iii. in hard copy form
- 47 The accidental omission to give notice of a meeting to, or the nonreceipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Special resolutions and ordinary resolutions

- 48 For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 02 to 47; 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 total number of votes cast in relation to the resolution, and accordingly no account shall be taken of abstentions or Members absent from the meeting.
- 49 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Charity, by special resolution,
- i. to alter its name
 - ii. to alter any provision of these articles or adopt new articles of association.
50. For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 02 to 467.

Written Resolutions

51. A written resolution, which may be ordinary or special, is a resolution that is passed in writing rather than at a general meeting where each Member casts their vote (s) in person or by proxy. Written resolutions can be proposed by a minimum of three Trustees or Members or a combination of both.

Procedure at general meetings

52. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 25% of Members entitled to vote (each being a Member or a proxy for a Member).
53. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
54. The Chair of the Charity shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the Chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the Trustees

present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

55. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
56. Every Member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
57. Any Member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
 - i. shall lodge with the Charity, at the Charity's registered office, a written instrument of proxy (in such form as the Trustees require), signed by him/her; or
 - ii. shall send by electronic means to the Charity, at such electronic address as may have been notified to the Members by the Charity for that purpose, an instrument of proxy (in such form as the Trustees require);

providing (in either case), the instrument of proxy is received by the Charity at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

58. An instrument of proxy which does not conform with the provisions of article 577, or which is not lodged or sent in accordance with such provisions, shall be invalid.
59. A Member shall not be entitled to appoint more than one proxy to attend on the same occasion.
60. A proxy appointed to attend and vote at any meeting instead of a Member shall have the same right as the Member who appointed him/her to speak at the meeting and need not be a Member of the Charity.
61. A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the Charity at the Charity's registered office (or, where sent by electronic means, was received by the Charity at the address notified by the Charity to the Members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

62. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
63. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as Members or proxies for Members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
64. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum number of Trustees

65. The Board of Trustees shall consist of:
 - i. A maximum number of 12 Trustees
 - ii. The maximum number of Trustees selected from Member Groups shall be 4 and at no time should any be Chair of said Member Group
 - iii. The Trustees may at any time appoint a maximum of 6 “Co-Opted” Trustees to broaden the range of expertise available within the Board

Eligibility

66. A person shall not be eligible to hold office as a Trustee if he/she is an employee of the Charity.
67. Each Trustee shall hold office for an initial three year term (within the meaning of article and such that, for the avoidance of doubt, references in that article to “Member Trustee” shall be taken to be references to “Co-Opted Trustee”, as appropriate) and is eligible to be appointed for a further three year term.
68. If a Trustee has served two terms, they must have one year not serving as a Trustee of YouthBorders, before being elected for a third term.

Election, retiral, re-election

69. At each annual general meeting, the Members may (subject to article 65) elect any Member (providing he/she is willing to act) to be a Trustee.
70. The Trustees may at any time appoint any Member (providing he/she is willing to act) to be a Trustee (subject to article 655).
71. At each annual general meeting, all of the Trustees shall retire from office - but shall then be eligible for re-election.

Appointment/re-appointment/vacating of office: Co-opted Trustees

72. The Member Trustees may at any time (subject to articles 65 and 66) appoint as a Co-opted Trustee any individual (willing so to act) who the Member Trustees consider would broaden the range of expertise available within the Board.
73. At the conclusion of each annual general meeting, any Co-opted Trustee who has reached the end of his/her three year term shall vacate office.
74. Immediately following each annual general meeting, the Member Trustees may re-appoint any person who, as a Co-opted Trustee, vacated office under the preceding article at the conclusion of the annual general meeting; the Member Trustees may alternatively appoint someone in his/her place or resolve not to fill the vacancy.
75. A Co-opted Trustee who has held office for two consecutive three year terms shall not be eligible for re-appointment under article 722 until a further period of one year has elapsed.

Termination of office

76. A Trustee shall automatically vacate office if:-
 - i. he/she ceases to be a Trustee through the operation of any provision of the Act or becomes prohibited by law from being a trustee
 - ii. he/she becomes debarred under any statutory provision from being a charity Trustee
 - iii. 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
 - iv. he/she ceases to be a Member of the Charity
 - v. he/she becomes an employee of the Charity
 - vi. he/she resigns office by notice to the Charity
 - vii. he/she is absent (without permission of the Trustees) from more than three consecutive meetings of the Board, and the Trustees resolve to remove him/her from office
 - viii. he/she is removed from office by resolution of the Trustees on the grounds that he/she is considered to have committed a material breach of the code of conduct for Trustees in force from time to time (as referred to in article 1077);

- ix. he/she is removed from office by resolution of the Trustees on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under sub-sections 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - x. he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.
77. A resolution under paragraph (viii) or (ix) of article 766 shall be valid only if:-
- i. the Trustee who is the subject of the resolution is given reasonable prior written notice by the Trustees of the grounds upon which the resolution for his/her removal is to be proposed;
 - ii. the Trustee concerned is given the opportunity to address the meeting of Trustees at which the resolution is proposed, prior to the resolution being put to the vote; and
 - iii. at least two thirds (to the nearest round number) of the Trustees then in office vote in favour of the resolution.

Register of Trustees

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

Office Bearers

79. The Trustees shall elect from among themselves a Chair, Vice Chair and a Treasurer, and such other office bearers (if any) as they consider appropriate.
80. The offices of Chair and Vice Chair shall be held until the conclusion of the annual general meeting which next follows appointment.
81. The office of Treasurer may be held until the conclusion of the third annual general meeting which follows appointment to that office, but he/she may then be re-appointed for a further three year term.
82. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
83. The appointments to office bearers under article 79 shall be made at a meeting of the Trustees held immediately after each annual general meeting.

84. A person elected to any office shall cease to hold that office if he/she ceases to be a Trustee, or if he/she resigns from that office by written notice to that effect.

Powers of Trustees

85. Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, the Charity and its assets and undertaking shall be managed by the Trustees, who may exercise all the powers of the Charity.
86. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

Personal interests

87. A Trustee who has a personal interest in any transaction or other arrangement which the Charity is proposing to enter into, must declare that interest at a meeting of the Trustees; he/she will be debarred (in terms of article 101) from voting on the question of whether or not the Charity should enter into that arrangement.

88. For the purposes of the preceding article, a Trustee shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited charity of which he/she is a substantial shareholder or Trustee **or** any limited liability partnership of which he/she is a Member **or** any Scottish charitable incorporated organisation of which he/she is a charity Trustee **or** any registered society or unincorporated association of which he/she is a management committee Member (or any other party who/which is deemed to be connected with him/her for the purposes of the Act) , has a personal interest in that arrangement.

89. Provided

- i. he/she has declared his/her interest
- ii. he/she has not voted on the question of whether or not the Charity should enter into the relevant arrangement and
- iii. the requirements of article 933 are complied with,

a Trustee will not be debarred from entering into an arrangement with the Charity in which he/she has a personal interest (or is deemed to have a personal interest under article 888) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

90. The Trustees shall be entitled, for the purposes of section 175 of the Act, to authorise (by way of resolution to that effect) any conflict situation (as defined for the purposes of that section of the Act) that

may arise (such that the duty of the Trustee concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the Trustees may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.

91. For the avoidance of doubt, the provisions of section 175 of the Act and article 90 do not apply to a conflict of interest relating to a transaction or arrangement with the Charity; conflicts of that kind are regulated by the provisions of articles 877 to 899 and articles 101 to 1044.
92. No Trustee may serve as an employee (full time or part time) of the Charity, and no Trustee may be given any remuneration by the Charity for carrying out his/her duties as a Trustee.
93. Where a Trustee provides services to the Charity or might benefit from any remuneration paid to a connected party for such services, then
 - i. the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - ii. the Trustees must be satisfied that it would be in the interests of the Charity to enter into the arrangement (taking account of that maximum amount); and
 - iii. less than half of the Trustees must be receiving remuneration from the Charity (or benefit from remuneration of that nature).
94. The Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Trustees, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at Trustees' meetings

95. Any two Trustees may call a meeting of the Trustees or request the secretary to call a meeting of the Trustees.
96. Questions arising at a meeting of the Trustees shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
97. No business shall be dealt with at a meeting of the Trustees unless a quorum is present; the quorum for meetings of the Trustees shall be 4.

98. If at any time the number of Trustees in office falls below the number fixed as the quorum, the remaining Trustee(s) may act only for the purpose of filling vacancies or of calling a general meeting.
99. Unless he/she is unwilling to do so, the Chair of the Charity shall preside as chairperson at every Trustees' 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 Trustees present shall elect from among themselves the person who will act as chairperson of the meeting.
100. The Trustees may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Trustees; for the avoidance of doubt, any such person who is invited to attend a Trustees' meeting shall not be entitled to vote.
101. A Trustee shall not vote at a Trustees' 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 Charity; he/she must withdraw from the meeting while an item of that nature is being dealt with.
102. For the purposes of article 101, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited charity of which he/she is a substantial shareholder or Trustee **or** any limited liability partnership of which he/she is a Member **or** any Scottish charitable incorporated organisation of which he/she is a charity Trustee **or** any registered society or unincorporated association of which he/she is a management committee Member has a personal interest in that matter.
103. A Trustee 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.
104. The Charity may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 101 to 1033.

Conduct of Trustees

105. It is the duty of each Trustee to take decisions (and exercise his/her other powers and responsibilities as a Trustee) in such a way as he/she considers, in good faith, will be most likely to promote the success of the Charity in achieving its objects and aims (as set out in article 4) and will be in the interests of the Charity, and 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.

106. Each of the Trustees shall, in exercising his/her functions as a Trustee of the Charity, act in the interests of the Charity; and, in particular, must
- i. seek, in good faith, to ensure that the Charity acts in a manner which is in accordance with its objects.
 - ii. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
 - iii. in circumstances giving rise to the possibility of a conflict of interest of interest between the Charity and any other party
 - (a) put the interests of the Charity before that of the other party, in taking decisions as a Trustee; or
 - (b) where any other duty prevents him/her from doing so, disclose the conflicting interest to the Charity and refrain from participating in any discussions or decisions involving the other Trustees with regard to the matter in question
 - iv. ensure that the Charity complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.
107. Each of the Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board of Trustees from time to time.
108. For the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of Trustees contained in these articles of association; and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Delegation to sub-committees

109. The Trustees may delegate any of their powers to any sub-committee consisting of one or more Trustees and such other persons (if any) as the Trustees may determine; they may also delegate to the Chair of the Charity (or the holder of any other post) such of their powers as they may consider appropriate.
110. Any delegation of powers under article 1099 may be made subject to such conditions as the Trustees may impose and may be revoked or altered.
111. The rules of procedure for any sub-committee shall be as prescribed by the Trustees.

Operation of bank accounts

112. The signatures of two out of the signatories appointed by the Trustees shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Charity; at least one out of the two signatures must be the signature of a Trustee.

Secretary

113. The Trustees shall (notwithstanding the provisions of the Act) appoint a Charity Secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the Charity Secretary, and the such conditions of appointment shall be as determined by the Trustees; the Charity Secretary may be removed by them at any time.

Minutes

114. The Trustees shall ensure that minutes are made of all proceedings at general meetings, Trustees' 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

115. The Trustees shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
116. The Trustees shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (as opposed to an independent examination) or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
117. No Member shall (unless he/she is a Trustee) have any right of inspecting any accounting or other records, or any document of the Charity, except as conferred by statute or as authorised by the Trustees or as authorised by ordinary resolution of the Charity.

Notices

118. Any notice which requires to be given to a Member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the Member **or** be sent by post in a pre-paid envelope addressed to the Member at the address last intimated by him/her to the Charity **or** (in the case of a Member who has notified the Charity of an address to be used for the purpose of electronic communications) may be given to the Member by electronic means.
119. Any notice, if sent by post, shall be deemed to have been given at the expiry of 48 hours after posting; for the purpose of proving that any

notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

120. Any notice sent by electronic means shall be deemed to have been given at the expiry of 48 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.
121. A Member present or represented at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

Winding-up

122. If on the winding-up of the Charity any property remains after satisfaction of all the Charity's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the Members of the Charity at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes.
123. For the avoidance of doubt, a body to which property is transferred under article 1222 may be a Member of the Charity.
124. To the extent that effect cannot be given to article 1222 (as read with article 1233), the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

125. Every Trustee or other officer or auditor of the Charity shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the Charity against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted **or** any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Charity.
126. The Charity shall be entitled (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) to purchase and maintain for any Trustee insurance against any loss or liability which any director or other officer of the Charity may sustain or incur in

connection with the execution of the duties of his/her office; and such insurance may (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).