



THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES of ASSOCIATION
of
YOUTH SCOTLAND
(as adopted by special resolution passed on [5 March 2016])

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(as adopted by special resolution dated [●] November 2015)

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GENERAL

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 and interpretation

- 2 In these articles of association, unless the context requires otherwise:
 - 2.1 “**Act**” means the Companies Act 2006;
 - 2.2 “**Affiliation Agreement**” has the meaning given in article 44;
 - 2.3 “**Area Association**” means (a) an independent association of Member Groups within a given geographical area as recognised by the Charity as at the date of adoption of these articles; and (b) any other independent association of Member Groups within a given geographical area established after the date of adoption of these articles which enters into an Affiliation Agreement of the nature referred to in article 44, but excluding, for the purposes of these articles, any association of the nature referred to in (a) or (b) which is not a member of the Charity at the relevant time;
 - 2.4 “**Charity**” means this company;
 - 2.5 “**charity**” means a body which is 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;
 - 2.6 “**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;
 - 2.7 “**electronic form**” has the meaning given in section 1168 of the Act;
 - 2.8 “**Member Group**” means at any given time (subject to article 3) a Youth Group which is a current member of the Charity at that time;
 - 2.9 **the “Membership Committee**” means the committee established by the Trustees to exercise the powers referred to in articles 18 to 21 and articles 24 and 25;
 - 2.10 “**OSCR**” means the Office of the Scottish Charity Regulator;
 - 2.11 “**property**” means any property, heritable or moveable, real or personal, wherever situated;

- 2.12 **the “Secretary”** means the company secretary as appointed under article 116;
- 2.13 **“subsidiary”** has the meaning given in section 1159 of the Act;
- 2.14 **the “Trustees”** means the directors of the Charity; the **“Board”** means the board of directors of the Charity;
- 2.15 **“Voting Representative”** has the meaning given to that expression in articles 62 and 63;
- 2.16 **“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 in these articles to a Member Group shall be interpreted, wherever the context so permits, as a reference to the unincorporated body, limited company, agency or other legal entity which operates that Youth Group or (if the context so requires) as a reference to the individual entered in the register of members on the basis of nomination by the organisation which operates that Youth Group.
- 4 For the purposes of these articles, a document shall be deemed to be signed on behalf of a Youth Group only if it is signed by an appropriate representative of the relevant unincorporated body, limited company, agency or other legal entity.
- 5 Any reference in these articles to “clear days” in relation to a period of notice indicates that, in calculating such period, the day when the notice is given or deemed to be given and the day for which it is given or on which it is due to take effect are to be excluded.
- 6 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

- 7 The Charity’s objects are to assist young people in Scotland to be confident, resilient and ready to reach their full potential; the Charity will aim to achieve this by supporting a network of youth groups and delivering services which help young people to learn, succeed and make positive contributions to their communities.

In particular the Charity aims:

- 7.1 to encourage young people in Scotland aged from 5-25 years of age to find new interests, to form positive relationships with other people, and to contribute to developments in their own and the wider community;
- 7.2 to encourage young people in Scotland to organise and conduct activities for themselves, thus learning to aspire and achieve, accept and handle responsibility;

- 7.3 to provide training and other support for volunteers and paid workers who support the development of young people;
 - 7.4 to encourage the involvement of young people in Scotland in a range of projects (delivered in Scotland or elsewhere) which contribute to their development and their local communities;
 - 7.5 to support a thriving network of diverse organisations that use a youth work approach.
- 8 The Charity's objects are restricted to those set out in article 7 (but subject to article 9).
- 9 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 7; 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

- 10 The Charity shall have the following powers, to be exercised in pursuance of those objects and aims (but not otherwise):
- 10.1 to maintain a high quality information resource for youth clubs and youth work in Scotland;
 - 10.2 to stimulate interest in the work of youth groups, to facilitate the recruitment and training of leaders, helpers and members to provide information, advice and services;
 - 10.3 to assist youth groups in Scotland and to promote and assist in the formation of new youth groups and to establish area associations of youth groups and/or practitioner forums where appropriate;
 - 10.4 to promote co-operation among youth groups by conferences, training courses, competitions and other means;
 - 10.5 to co-operate with other bodies, statutory and voluntary, interested in the welfare of young people and to represent youth groups and act as a link between youth groups and government departments, public bodies, trusts, benefactors and commercial supporters;
 - 10.6 to prepare and issue reports and other materials, and to procure and provide information, advice and services relating to the work of youth groups and to the problems or needs of young people;
 - 10.7 to undertake relevant and appropriate experimental and innovative work and research;

- 10.8 to monitor research and development in youth work throughout Scotland and elsewhere and to provide a common centre for contact and co-operation among all youth groups in Scotland;
- 10.9 to make and carry out any arrangements of mutual benefit for joint working or co-operation with any other society, association or body having objects similar to or identical to that of the Charity;
- 10.10 to arrange and provide for, or join in arranging and providing for the holding of exhibitions, meetings, conferences, classes and lectures, and to publish material (whether electronic or otherwise) relating to the above objects and aims;
- 10.11 to act as a source of information and advice to members of the public, other organisations, companies, bodies, societies, government departments, local authorities, and parliament and to act as a consultative body to which reference can be made on matters pertaining to youth work in Scotland;
- 10.12 to obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method;
- 10.13 to take any action which is or may be for the direct or indirect benefit or welfare of young people in Scotland;
- 10.14 to acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the Charity;
- 10.15 to establish companies whose activities may further one or more of the above objects, acquire and hold shares, stocks, debentures and other interests in such companies and carry out, in relation to any such company which is a subsidiary of the Charity, all such functions as may be associated with a holding company;
- 10.16 to purchase, take on lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the Charity;
- 10.17 to improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the Charity;
- 10.18 to sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the Charity;
- 10.19 to lend money and give credit to any individual or organisation, with or without security, and to grant guarantees and contracts of indemnity on behalf of any individual or organisation;

- 10.20 to borrow money and give security for the payment of money by, or the performance of other obligations of, the Charity or any other person;
- 10.21 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments;
- 10.22 to remunerate any individual in the employment of the Charity and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the Charity and the spouse, widow/er, relatives and dependents of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person;
- 10.23 to oppose or object to any application or proceedings which may prejudice the Charity's interests;
- 10.24 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 obtain from any such organisation, government or authority any right, privilege or concession;
- 10.25 to enter into any arrangement for co-operation or mutual assistance with any charity, whether incorporated or unincorporated;
- 10.26 to effect insurance against risks of all kinds;
- 10.27 to invest funds in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement and with the Charity's policy relating to ethical investment in the form applicable from time to time) and to dispose of and vary such investments and securities;
- 10.28 to establish and support any association or other unincorporated body which is a charity having objects altogether or in part similar to those of the Charity and to establish any company or other incorporated body which is a charity formed for the purpose of carrying on any activity which the Charity is authorised to carry on;
- 10.29 to subscribe and make contributions to or otherwise support charities, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the Charity or with the furtherance of its objects;
- 10.30 to accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the Charity;

- 10.31 to take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the Charity, whether by way of subscriptions, grants, loans, donations or otherwise;
- 10.32 to carry out any of these objects in any part of the world as principal, agent, contractor, Trustee or in any other capacity and through an agent, contractor, sub-contractor, Trustee or any person acting in any other capacity and either alone or in conjunction with others;
- 10.33 to do anything which may be incidental or conducive to the attainment of any of the objects of the Charity.

Restrictions on use of the Charity's assets

- 11 Subject to article 12:-
 - 11.1 the income and property of the Charity shall be applied solely towards promoting the Charity's objects and aims (as set out in article 7);
 - 11.2 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;
 - 11.3 no Trustee shall be appointed to any post carrying remuneration (whether as a paid employee or on a self-employed basis); and
 - 11.4 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 (outwith the normal duties of a charity trustee) actually rendered to the Charity;
- 12 The Charity shall, notwithstanding the provisions of article 11, be entitled:
 - 12.1 to pay a rent not exceeding the market rent for premises let to the Charity by any member of the Charity; or
 - 12.2 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

- 13 The liability of the members is limited.
- 14 Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he/she/it is a member or

within one year after he/she/it ceases to be a member, for payment of the Charity's debts and liabilities contracted before he/she/it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

General structure

15 The structure of the Charity consists of:

15.1 the MEMBERS - who have the right to attend general meetings (voting via Voting Representatives or proxies) and have important powers under the articles of association and the Act; in particular, the members appoint people to serve as Trustees and take decisions in relation to changes to the articles themselves;

15.2 the TRUSTEES - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Charity; in particular, the Trustees are responsible for monitoring the financial position of the Charity.

MEMBERS

Membership

16 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 22, the individuals nominated by Area Associations who are members as at the time of adoption of these articles of association and such other individuals as may be nominated by Area Associations from time to time under article 23 for membership.

Qualifications for membership

17 The Membership Committee (as defined in paragraph 2.9) may admit as a member of the Charity, any Youth Group operating in Scotland which wishes to support the aims and activities of the Charity, provided it satisfies the following criteria:

17.1 it uses a 'youth work approach' as defined by the Board from time to time;

17.2 it is properly established and accepts the objects and aims of the Charity as set out in article 7;

17.3 it holds regular meetings and provides a programme in accordance with such objects and aims;

17.4 it keeps accurate records of membership and supplies the Charity with such information as the Trustees may require from time to time;

- 17.5 it operates on a “not-for-profit” basis;
- 17.6 it is not affiliated to, or associated with, any political party;
- 17.7 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);
- 17.8 it agrees to maintain the quality standards required for membership as defined by the Board from time to time;
- 17.9 it complies with such other conditions as are prescribed by the Board from time to time; and
- 17.10 in the case of a Youth Group which operates in an area served by an Area Association, it has been admitted to membership of that Area Association.

Application for membership

- 18 A Youth Group which wishes to apply for membership shall submit to the Membership Committee a written application for membership (in such form as the Membership Committee may require), signed (in accordance with article 19) on behalf of that Youth Group; in the case of an unincorporated body, the application shall also specify the full name of one of the members of the management committee of the unincorporated body as the individual who is to be entered as its nominee in the register of members, and the application shall also be signed by him/her as vouching his/her consent to be entered as a member of the Charity.
- 19 An application for membership shall be accompanied by:
 - 19.1 in the case of a Youth Group which operates in an area served by an Area Association, a statement signed by the appropriate officer of that Area Association, confirming that the Youth Group has been admitted to membership of that Area Association and that it has paid the appropriate annual membership subscription (which includes the appropriate membership fee for the Charity) to that Area Association;
 - 19.2 in the case of a Youth Group which does not operate in an area served by an Area Association, a remittance to meet the full amount of the annual membership subscription which would be applicable to the Youth Group applying for membership if it were admitted to membership.
- 20 A Youth Group applying for membership shall submit such information and evidence in support of its application as the Membership Committee may require.

- 21 The Membership Committee will determine acceptance or refusal of each application for membership against criteria established from time to time by the Board and in accordance with such procedures (which may include an appeals process) as the Board may prescribe from time to time.
- 22 Quarterly reports in relation to acceptance or refusal of new membership applications will be submitted to the Board by the Membership Committee.

Admission to membership: Area Associations

- 23 Each Area Association may submit to the Membership Committee a written application for membership (in such form as the Membership Committee may require) signed on behalf of that Area Association by one of its appropriate officers; the application shall also specify the full name of one of the members of the management committee of the Area Association as the individual who is to be entered as its nominee in the register of members, and the application shall also be signed by him/her as vouching his/her consent to be entered as a member of the Charity.

Arrangements involving the Charity's website

- 24 The Membership Committee may, if they consider appropriate, introduce arrangements under which an individual or body can apply for membership by accessing the Charity's website (and/or, where applicable, links from the Charity's website), and completing and submitting forms electronically.
- 25 The Membership Committee shall ensure that any arrangements of the nature referred to in article 24 incorporate appropriate security measures, and reserve the right for the Membership Committee to request signed hard copy documentation and/or evidence of eligibility in any case where the Membership Committee considers that to be appropriate.

Register of members

- 26 The Board shall maintain a register of members setting out the full name and address of each member, the date on which the member was admitted to membership and the date on which any individual or body ceased to be a member.
- 27 In addition, the register of members to be maintained under article 26 shall include:
- 27.1 in the case of an individual who is the nominee of an Area Association under article 23, the name of the Area Association which nominated him/her for membership; and
- 27.2 in the case of an individual who is the nominee of an unincorporated Youth Group under article 18, the name of the Youth Group which nominated him/her for membership

Quality standards

- 28 The Board shall prescribe the quality standards which Member Groups must observe if they are to remain members of the Charity.

Termination of membership

- 29 The Board may terminate the membership of a Member Group if:
- 29.1 it ceases to fulfil any of the criteria referred to in article 17;
 - 29.2 it has committed a breach of the quality standards (as prescribed under article 28); or
 - 29.3 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.
- 30 In the case of a Member Group which operates in an area served by an Area Association, the Board shall not exercise their powers under article 29 unless they have first notified that Area Association of the circumstances which, in their opinion, might represent a ground or grounds on which the membership of that Member Group might be terminated (and have advised the relevant Area Association that the expectation of the Board would be that the Area Association would implement its own procedures for termination of the membership of that Member Group) and the Area Association fails to terminate that Member Group's membership of the Area Association within such reasonable period as the Board may prescribe.
- 31 Membership shall automatically cease if a Member Group has been a member of an Area Association and that Member Group ceases to be a member of that Area Association.

Affiliation fees/membership subscriptions

- 32 The Board may, for the purpose of levying affiliation fees and membership subscriptions at appropriate rates, 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.
- 33 Each Area Association is required to pay an annual affiliation fee of such amount (calculated by reference to the number and categories of Member Groups which fall within its membership) as the Board may determine from time to time.
- 34 In the case of a Member Group which operates in an area served by an Area Association, the Member Group shall pay an annual membership subscription to that Area Association (from which the Area Association will fund the affiliation fee payable by the Area Association to

the Charity under article 33), and shall not be liable to pay a membership subscription direct to the Charity.

- 35 Each Member Group which does not operate in an area served by an Area Association shall require to pay to the Charity an annual membership subscription of such amount as the Board may determine from time to time in relation to the category of member into which that Member Group falls.
- 36 The annual affiliation fees and membership subscriptions shall be due on such date(s) in each year as the Board may prescribe from time to time.
- 37 The procedures in relation to Area Associations notifying the Charity of the number of members which they have from time to time and the date or dates within each year when payments by way of affiliation fee fall due shall be as determined from time to time by the Board.
- 38 In respect of Member Groups which do not operate in an area served by an Area Association, the Board shall give all Member Groups within that category at least 28 clear days' notice prior to the date on which the annual membership subscriptions fall due; each notice shall specify the amount of the membership subscription which will be due.
- 39 If the Charity has not received any element of affiliation fees payable by an Area Association by the date occurring four weeks after it fell due, the failure or delay on the part of the Area Association to make that payment shall (if there is an Affiliation Agreement in place between the Charity and that Area Association at the time) be deemed to be a breach of the terms of that Affiliation Agreement.
- 40 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 Club), the Youth Group will no longer be a member of the Charity.

Area Associations

- 41 The Board shall support the establishment of an association of Member Groups in each geographical area which is not served at the time by an Area Association recognised by the Charity.
- 42 Working with the Charity, the functions of an Area Association include providing support to Member Groups within the area which it serves, providing a forum for discussion of issues which are of particular relevance to the Member Groups within that area, and acting as a channel of communication between the Charity and the Member Groups within that area where appropriate.
- 43 Each Area Association shall, in carrying out its work, take into account the strategy and general policies determined from time to time by the Board and shall not take any steps which

could undermine the work of the Board or adversely affect the reputation and good standing of the Charity.

44 The Board shall develop, and (as appropriate) modify from time to time in consultation with Area Associations, an affiliation agreement (referred to in these articles as an “Affiliation Agreement”) setting out the key expectations as regards the relationship between Area Associations and the Charity.

45 Existing Area Associations will be encouraged to enter into the Affiliation Agreement referred to in article 44; and any new Area Association will be required to enter into such an Affiliation Agreement.

GENERAL MEETINGS

Convening general meetings

46 The Board shall convene an annual general meeting in each year.

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

48 The business of each annual general meeting shall include:

48.1 consideration of reports on the activities of the Charity during the period from the date of the preceding annual general meeting;

48.2 consideration of the annual accounts of the Charity; and

48.3 receipt of the Secretary’s announcement under article 94 (outcome of postal ballot in relation to Member Trustees);

and such other matters as the Board may determine; in deciding what items of business should be considered at the annual general meeting, the Board shall give consideration to any suggested items of business which have been submitted in writing by a Member Group or Member Groups prior to the date occurring six weeks before the annual general meeting.

49 The Board must convene a general meeting if there is a valid requisition by 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

50 At least 21 clear days’ notice of each general meeting must be given to all the members and trustees, and (if auditors are in office at the time) to the auditors.

51 A notice calling a meeting shall specify the time, date and place of the meeting; it shall:

- 51.1 indicate the general nature of any business to be dealt with at the meeting;
 - 51.2 if a special resolution (see article 55) (or a resolution requiring special notice under the Act) is to be proposed, also state that fact, giving the exact terms of the resolution; and
 - 51.3 contain a statement informing members of their right to appoint a proxy.
- 52 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 53 Notice of every general meeting shall be given:
- 53.1 (where the individual or body to whom/which notice is given has notified the Charity of an address to be used for the purpose of electronic communication) in electronic form; or
 - 53.2 (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
 - 53.3 (where the individual or body to whom/which notice is given has not notified the Charity of an address to be used for the purpose of electronic communication) in hard copy form.
- 54 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.

Special resolutions and ordinary resolutions

- 55 For the purposes of these articles, a “special resolution” means (but subject to articles 58 to 61) 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 50 to 54; 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.
- 56 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Charity, by special resolution:
- 56.1 to alter its name;
 - 56.2 to alter any provision of these articles or adopt new articles of association.

57 For the purposes of these articles, an “ordinary resolution” means (but subject to articles 58 to 61) 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 a general meeting, providing proper notice of the meeting has been given in accordance with articles 50 to 54.

Written resolutions

58 A written resolution can be passed by the members of the Charity (having been proposed by either the members or the Board in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act) and will have effect as if passed by the members of the Charity in general meeting; a written resolution is passed when the required majority of eligible members have signified their agreement to it by sending to the Charity (in electronic form or hard copy) an authenticated document which identifies the resolution to which it relates and which indicates the member’s agreement to it (agreement to which cannot thereafter be revoked).

59 For the purposes of the preceding article:-

59.1 the reference to “eligible members” is to those members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (a) the date on which copies of the written resolution are sent or submitted to the members in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act; or (b) if copies are sent or submitted to members on different days, the first of those dates);

59.2 the reference to “required majority” is to the majority required to pass an ordinary or a special resolution under the Act, as follows:-

59.2.1 in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with article 58) by members representing a simple majority of the total voting rights of eligible members;

59.2.2 in order to pass a special resolution by way of written resolution, it must be passed (in accordance with article 58) by members representing not less than 75% of the total voting rights of eligible members and the resolution must specifically state that it was proposed as a special resolution.

60 For the avoidance of doubt, a resolution to remove a Trustee (under section 168 of the Act) or a resolution to remove an auditor (under section 510 of the Act) cannot be proposed as a written resolution under article 58.

61 For the purposes of article 58, a proposed written resolution will lapse if it is not passed before the end of a period of 28 days beginning with the circulation date (as defined in article 59), and the agreement of any member to a written resolution will be ineffective if signified after the expiry of that period.

Proceedings at general meetings

- 62 Each Member Group may, by resolution of its management committee or (as the case may be) by resolution of its board of directors or other governing body (or duly authorised committee), authorise such individual (aged over 18) as it may think fit to act as its representative (the “Voting Representative”) at any general meeting of the Charity; the individual so authorised shall (subject to article 64) be entitled (to the exclusion of any individual entered in the register of members against the name of that Youth Group, if he/she is a different person) to exercise all the rights and powers of the Member Group as a member of the Charity at that general meeting.
- 63 Each Area Association may, by resolution of its management committee, authorise such individual (aged over 18) as it may think fit to act as its representative (the “Voting Representative”) at any general meeting of the Charity; the individual so authorised shall (subject to article 64) be entitled (to the exclusion of any individual entered in the register of members against the name of that Area Association, if he/she is a different person) to exercise all the rights and powers of that Area Association as a member of the Charity at that general meeting.
- 64 The chairperson of the meeting shall be entitled to require any individual who claims to be authorised to act at that meeting as the representative of a Member Group under article 62 or an Area Association under article 63 to produce written evidence of that authority; if written evidence of that authority is not produced at that meeting in a form which is to the satisfaction of the chairperson, the individual shall be deemed not to be entitled to vote at that meeting and articles 62 and 63 shall be deemed to be qualified accordingly.
- 65 No business shall be transacted at any meeting unless a quorum is present; 12 persons present and entitled to vote (whether as Voting Representatives of Member Groups or Area Associations; or as proxies for Member Groups or Area Associations) shall be a quorum.
- 66 For the avoidance of doubt, for a quorum to be present, there must be 12 individuals present at the meeting; the quorum requirements under article 65 will not be met if there are fewer than 12 individuals present at the meeting, for example if there are three individuals present each holding proxies for four members.
- 67 If the quorum required under article 65 (as read with article 66) is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chair of the meeting.
- 68 The Chair of the Board shall (if present and willing to act as chairperson) preside as chairperson of the meeting.

- 69 If the Chair is not present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the Vice Chair shall act as chairperson; if neither the Chair nor the Vice Chair is present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the Trustees present shall elect one of their number to act as chairperson or, if there is only one Trustee present and willing to act, he/she shall be chairperson.
- 70 If no Trustee willing to act as chairperson is present within half an hour of the time appointed for holding the meeting, the members present shall elect one of their number to be chairperson of the meeting.
- 71 A Trustee shall, notwithstanding that he/she is not himself/herself a member, be entitled to attend and speak at any general meeting.
- 72 The chairperson of the meeting may, with the consent of the 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.
- 73 No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
- 74 Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given, specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
- 75 A resolution put to the vote of a meeting shall be decided on a show of hands (or via any equivalent procedure which allows all those present at the meeting and entitled to vote (whether as Voting Representatives or proxies) to indicate whether they are in favour or against the resolution) unless before, or on the declaration of the result of, the show of hands (or equivalent procedure), a ballot is demanded by the chairperson of the meeting, or by at least two persons present at the meeting and entitled to vote (whether as Voting Representatives or proxies).
- 76 Unless a ballot is demanded in accordance with the preceding article, a declaration by the chairperson 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.
- 77 The demand for a ballot may, before the ballot is taken, be withdrawn but only with the consent of the chairperson; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn.

- 78 If a ballot is demanded in accordance with article 75, it shall be taken at once by means of a secret ballot of all the persons present and entitled to vote (whether as Voting Representatives or proxies) conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
- 79 The Board may prescribe from time to time standing orders regulating in detail the conduct of general meetings; such standing orders (providing they are not inconsistent with the provisions of articles 62 to 78) shall be binding on all those attending general meetings.

Votes of members

80 Every Member Group shall have one vote, which may be given either via its Voting Representative, present at the meeting, or (whether on a show of hands or on a poll) by proxy.

81 Every Area Association shall have one vote, which may be given either via its Voting Representative, present at the meeting, or (whether on a show of hands or on a poll) by proxy.

82 A member who/which wishes to appoint a proxy to vote on his/her/its behalf at any meeting (or adjourned meeting):

82.1 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 Board requires); or

82.2 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 in the case of a corporate body by an authorised signatory;

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); for the avoidance of doubt, in calculating the 48-hour period referred to in the preceding provisions of this article 82, no account shall be taken of any part of a day that is not a working day.

83 An instrument of proxy which does not conform with the provisions of article 82, or which is not lodged or sent in accordance with such provisions, shall be invalid.

84 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

85 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who/which appointed him/her to speak at the meeting and need not be a member of the Charity.

86 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 contained in an electronic communication, was received by the Charity at the address notified by the Charity to the members for the purpose of electronic communication) before the commencement of the meeting at which the vote was given or the ballot demanded.

- 87 The chairperson of a general meeting shall be entitled to a casting vote if an equality of votes arises in relation to any resolution, provided that he/she is also a member of the Charity; for the avoidance of doubt, where the chairperson of a general meeting is a Co-opted Trustee, he/she shall not be entitled to a casting vote.

TRUSTEES

Composition of the Board of Trustees

- 88 The Board of Trustees shall consist of
- 88.1 a maximum of nine Trustees (referred to below as “**Member Trustees**”) elected/appointed/re-elected under articles 91 to 100; and
 - 88.2 a maximum of six Trustees (referred to below as “**Co-opted Trustees**”) co-opted by the Member Trustees under articles 101 to 104 to broaden the range of expertise available within the Board.

Eligibility

- 89 A person shall not be eligible to hold office as a Trustee if he/she is an employee of the Charity.
- 90 Each Trustee shall hold office for an initial three year term (within the meaning of article 100; 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.

Election/ appointment: Member Trustees

- 91 At least eight weeks in advance of each annual general meeting, the Secretary shall invite the Member Groups and Area Associations to nominate individuals (who may (subject to article 99) include Member Trustees who are due to retire at the conclusion of that annual general meeting under article 97) for election by the members to serve as Member Trustees with effect from the conclusion of the annual general meeting, and shall issue nomination forms to the Member Groups and Area Associations for that purpose.
- 92 The nomination form in relation to each individual who is being nominated for election as a Member Trustee shall be signed on behalf of the Member Group or Area Association which is nominating him/her, and also by the individual himself/herself; the nomination form,

accompanied by brief biographical details of the individual who is being proposed for election, shall be returned to the Secretary by the date occurring six weeks prior to the relevant annual general meeting.

- 93 As soon as reasonably practicable after the date referred to in article 92, the Board shall (if the number of such individuals nominated for election as Member Trustees exceeds the number of Member Trustees who may validly be elected in relation to that annual general meeting) arrange for a ballot (under which votes may be cast via the Charity's website or by post) of the Member Groups and Area Associations to be held, to determine which of them should hold office as Member Trustees with effect from the annual general meeting which next follows; the detailed procedure in relation to the ballot (including the voting system, the terms and layout of the ballot form, the level of information supplied in relation to each nominee, the date by which ballot forms must be returned to the Secretary, the method of dealing with a tie and similar matters) will be as determined by the Board from time to time.
- 94 At the annual general meeting which immediately follows the postal ballot, the Secretary shall announce, on the basis of the votes cast, the identities of those individuals who will serve as Member Trustees (along with those Member Trustees already holding office who are not due to retire at that annual general meeting) with effect from conclusion of the annual general meeting; the Secretary's announcement shall be conclusive and binding, except in the case of manifest error.
- 95 The Secretary's announcement under article 94 shall be issued at the annual general meeting; each of the individuals identified in the announcement will automatically constitute a Member Trustee with effect from the conclusion of that annual general meeting.
- 96 If a vacancy arises in relation to the Member Trustees in the period between annual general meetings (or if not all places are filled under the Secretary's announcement at an annual general meeting), the Board may fill the vacancy by appointing as a Member Trustee any individual (willing so to act) who is connected with a Member Group and/or an Area Association.

Retiral/re-election: Member Trustees

- 97 At each annual general meeting:
- 97.1 any Member Trustee who was appointed by the Board under article 96 since the date of the last annual general meeting shall retire from office; and
- 97.2 out of the remaining Member Trustees, those who have reached the end of their three year term shall retire from office.
- 98 For the avoidance of doubt, a Member Trustee who is due to retire at an annual general meeting shall remain in office as a Member Trustee throughout that annual general meeting; he/she shall, however, automatically vacate office at the conclusion of that annual general meeting, unless he/she is re-elected.

99 A Member Trustee who has held office for two consecutive three year terms shall not be eligible for re-appointment under article 91 until a further period of one year has elapsed.

100 For the purposes of articles 97 and 99:

100.1 the period between the date of appointment of a Member Trustee and the annual general meeting which next follows shall be taken to be a year, unless it is of less than six months' duration (in which case it will be disregarded);

100.2 the period between one annual general meeting and the next shall be taken to be a year;

100.3 if a Member Trustee ceases to hold office and is then re-appointed within a period of six months, he/she shall be deemed to have held office continuously;

100.4 the initial three year term, in respect of a Member Trustee who holds office as at the time when the resolution adopting these articles of association is passed, shall be deemed to commence as from the conclusion of the annual general meeting which next follows the passing of that resolution;

and references to "three year term" shall be interpreted accordingly.

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

101 The Member Trustees may at any time (subject to articles 88 and 89) 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.

102 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.

103 Immediately following each annual general meeting, the Member Trustees may (subject to articles 88, 89 and 104) 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.

104 A Co-opted Trustee who has held office for two consecutive three year terms shall not be eligible for re-appointment under article 101 until a further period of one year has elapsed.

Disqualification and removal of Trustees

105 A Trustee shall vacate office if:

105.1 he/she ceases to be a Trustee by virtue of any provision of the Act or becomes prohibited by law from being a director or a charity trustee (within the meaning of the Charities and Trustee Investment (Scotland) Act 2005);

- 105.2 he/she is sequestrated;
- 105.3 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 6 months;
- 105.4 he/she becomes an employee of the Charity;
- 105.5 he/she resigns office by notice to the Charity;
- 105.6 he/she is absent for a period of more than 6 months (without permission of the trustees) from meetings of the Board held during that period and the Board resolve to remove him/her from office;
- 105.7 he/she is removed from office by resolution of the Board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005;
- 105.8 he/she is removed from office by resolution of the Board on the grounds that he/she is considered to have been in serious or persistent breach of the code of conduct referred to in article 138 ; or
- 105.9 he/she is removed from office by ordinary resolution at a general meeting (special notice having been given) in pursuance of section 168 of the Act.
- 106 A resolution under paragraph 105.7 or 105.8 shall be valid only if:
- 106.1 the Trustee who is the subject of the resolution is given reasonable prior written notice by the Board of the grounds upon which the resolution for his/her removal is to be proposed;
- 106.2 the Trustee concerned is given the opportunity to address the meeting of the Board at which the resolution is proposed, prior to the resolution being put to the vote; and
- 106.3 at least two-thirds (to the nearest round number) of the Trustees then in office vote in favour of the resolution.

Register of Trustees

- 107 The Board 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.

Appointments to office

- 108 Trustees shall be appointed to hold the offices of Chair, Vice Chair and Treasurer, and such other offices (if any) as the Board may consider appropriate.

- 109 The offices of Chair and Vice Chair shall be held until the conclusion of the annual general meeting which next follows appointment.
- 110 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.
- 111 The appointments to executive office under article 108 shall be made at a meeting of the Trustees held immediately after each annual general meeting.
- 112 A Trustee whose period of office expires under article 109 or 110 may be re-appointed to such office (providing he/she is willing to act).
- 113 The appointment of any Trustee to office shall terminate if he/she ceases to be a Trustee or if he/she resigns from such office by notice to the Charity.
- 114 If the appointment of any Trustee to office terminates under the preceding article, the Board shall, at a meeting of Trustees held as soon as reasonably practicable after such termination, appoint another Trustee to hold such office in his/her place.
- 115 The Board may prescribe from time to time standing orders regulating in detail the procedures for the election of Trustees to offices under article 108; such standing orders (providing they are not inconsistent with the provisions of articles 108 to 114) shall be binding on all the Trustees.

Secretary

- 116 Notwithstanding the provisions of the Act, a company secretary shall be appointed by the Board, and on the basis that the term of office, remuneration (if any) and other terms and conditions of appointment shall be as determined by the Board; and any secretary so appointed may be removed by the Board.

Powers of Trustees

- 117 Subject to the provisions of the Act and these articles, and subject to any directions given by special resolution, the activities and affairs of the Charity shall be managed by the Board, who may exercise all the powers of the Charity.
- 118 No alteration of these articles and no direction given by special resolution shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given.
- 119 The powers conferred by article 117 shall not be limited by any special power conferred on the Board by these articles.
- 120 A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Board.

- 121 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of his/her powers.

Conduct of Trustees

- 122 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 7) 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.
- 123 Without prejudice to the principle set out in article 122, each of the Trustees shall have a duty, in exercising functions as a charity trustee, to act in the interests of the Charity; and, in particular, must:
- 123.1 seek, in good faith, to ensure that the Charity acts in a manner which is in accordance with its charitable purposes;
 - 123.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 123.3 in circumstances giving rise to the possibility of a conflict of interest between the Charity and any party responsible for the appointment of that Trustee, put the interests of the Charity before that of the other party;
 - 123.4 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Charity and refrain from participating in any deliberation or decision of the other Trustees with regard to the matter in question;
 - 123.5 ensure that the Charity complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 124 Each of the Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time; 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.

TRUSTEES' MEETINGS

Proceedings of Trustees

- 125 Subject to the provisions of these articles, the Trustees may regulate their proceedings as they think fit.
- 126 Any two Trustees may call a meeting of the Trustees or request the secretary to call a meeting of the Trustees.
- 127 So far as reasonably practicable, the date, time and place of each meeting of the Trustees shall be communicated to all the Trustees not less than seven days before the date of the meeting; for the avoidance of doubt, the preceding provisions shall not apply where the Trustees calling the meeting, or requesting the Secretary to call the meeting, are of the opinion (acting reasonably) that shorter notice is appropriate, having regard to the urgency of the matter or matters to be considered at the meeting.
- 128 Questions arising at a meeting of Trustees shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.
- 129 The quorum for the transaction of the business of the Trustees shall be five.
- 130 A Trustee may participate in a meeting of the Trustees or a meeting of a committee of Trustees by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the Trustees participating in the meeting can communicate with each other; a Trustee participating in a meeting in this manner shall be deemed, for the purposes of calculating the quorum, to be present in person at the meeting.
- 131 The continuing Trustees or a sole continuing Trustee may act notwithstanding vacancies but if the number of remaining Trustees is less than the number fixed as the quorum, they or he/she may act only for the purpose of filling vacancies or of calling a general meeting.
- 132 Unless he/she is unwilling to do so, the Chair shall preside as chairperson at every meeting of Trustees at which he/she is present.
- 133 If the Chair is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the Vice Chair shall act as chairperson.
- 134 If neither the Chair or Vice Chair is present and willing to act as chairperson within fifteen minutes after the proposed time for the meeting, the Trustees present shall appoint one of their number to act as Chair of the meeting.
- 135 The Trustees may allow any person to attend and speak at any meeting of the Trustees.
- 136 For the avoidance of doubt, any person permitted to attend a meeting under the provisions of article 135 shall not be entitled to vote.

- 137 All acts done by a meeting of Trustees or by a meeting of a committee of Trustees or by a person acting as a Trustee shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any Trustee or that any of them was disqualified from holding office or had vacated office or was 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 Trustee and had been entitled to vote.
- 138 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees duly convened and held; it may consist of several documents in the same form, each signed by one or more Trustees.
- 139 A Trustee shall not vote at a meeting of Trustees or at a meeting of a committee of Trustees on any resolution concerning a matter in which he/she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Charity.
- 140 For the purposes of the preceding article:
- 140.1 an interest of a person who is taken to be connected with a Trustee under section 252 of the Act, shall be treated as a personal interest of the Trustee;
- 140.2 a Trustee shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, trustee, member of the management committee, officer or elected representative has a personal interest in that matter.
- 141 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.
- 142 The Charity may (subject to the Charities and Trustee Investment (Scotland) Act 2005) by ordinary resolution, suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 139 to 141.
- 143 Each Trustee must keep confidential all proceedings and discussions at meetings of the Trustees unless he/she has been given prior authorisation to disclose a particular matter, by majority decision of the Board.
- 144 If a question arises at a meeting of Trustees or at a meeting of a committee of Trustees as to the right of a Trustee to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; his/her ruling in relation to any Trustee other than himself/herself shall be final and conclusive.

Trustees' interests

- 145 Subject to the provisions of the Act and of the Charities and Trustee Investment (Scotland) Act 2005 and articles 11 and 12 and provided that he/she has disclosed to the Board the nature

and extent of any personal interest which he/she has (unless immaterial) and has complied with the code of conduct (as referred to in article 124), a Trustee (notwithstanding his/her office):

145.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the Charity or any associated company;

145.2 may be a party to, or have some other personal interest in, any transaction or arrangement in which the Charity or any associated company has an interest;

145.3 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and

145.4 shall not, because of his/her office, be accountable to the Charity for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company,

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

146 For the purposes of the preceding article, an interest of which a Trustee has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to “associated company” shall be interpreted as references to any subsidiary of the Charity or any other company in which the Charity has a direct or indirect interest.

147 The Board shall be entitled, for the purposes of section 175 of the Act, to authorise (by way of resolution to that effect) any Conflict Situation 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 Board may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.

148 For the purposes of article 147, a “Conflict Situation” means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any Trustee has or could have a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the Charity; and such that:

148.1 the situations and matters which fall within this definition may include (without limitation) (a) a situation where a Trustee becomes an employee, director, member of the management committee, officer or elected representative of a body which is a party to a significant contract with the Charity (or which is competing with the Charity in the context of any grant application) and (b) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the Charity could take advantage of the property, information or opportunity);

148.2 “conflict of interest” for this purpose includes a conflict of interest and duty, and a conflict of duties.

149 For the avoidance of doubt, article 147 shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the Charity; any conflict of interest of that nature shall be governed by the provisions of articles 145 and 146 and articles 139 to 142, and the code of conduct referred to in article 124.

150 The Trustees shall procure that a register of Trustees’ interests is maintained in accordance with the provisions in this regard contained in the code of conduct for Trustees referred to in article 124.

ADMINISTRATION

Delegation to committees of Trustees and holders of offices

151 The Board may delegate any of their powers to any committee consisting of two or more Trustees; they may also delegate to the Chair or a Trustee holding any other office such of their powers as they consider appropriate.

152 Any delegation of powers under the preceding article may be made subject to such conditions as the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

153 Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee meeting consisting of two or more Trustees shall be governed by the articles regulating the proceedings of meetings of Trustees so far as they are capable of applying.

154 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees duly convened and held; it may consist of several documents in the same form each signed by one or more Trustees.

Membership committee

155 The Board shall delegate the day-to-day responsibility for accepting or rejecting membership applications to the Membership Committee, which shall be comprised of members of the Charity’s senior staff team.

156 The Membership Committee shall submit quarterly reports to the Board, detailing in each case the membership applications received during the relevant quarter and the status of those applications as at the date on which the report was prepared

Other standing committees

- 157 The Board may delegate any of their powers to other standing committees consisting of one or more Trustees and such other individuals as the Board may determine; any such delegation shall be collaterally with, and not to the exclusion of, the Boards' powers and may be revoked or altered.
- 158 Unless otherwise determined by the Board, the Trustee included among the members of a standing committee (or, if more than one Trustee is included among the members of the committee, the Trustee appointed to such office at a meeting of Trustees) shall hold office as chair of the committee.
- 159 Each standing committee shall regulate its proceedings in accordance with the directions issued by the Board and shall give effect to any instruction or direction issued by the Board.

Consultation with Area Associations

- 160 The Charity shall convene from time to time consultative meetings of representatives from Area Associations in the spirit of co-operation and mutual support.
- 161 The meetings convened under article 160 will act as a forum for consultation, promote the exchange of ideas and information, discuss new initiatives and their implementation, debate issues of concern or contention, set standards and discuss the strategic direction of the Charity.
- 162 A meeting convened under article 160 may issue recommendations for consideration by the Board but (for the avoidance of doubt) shall not be entitled to issue legally-binding directions to the Board.

Minutes

- 163 The Board shall ensure that minutes are made and kept of all proceedings at general meetings, meetings of the Trustees and meetings of committees of Trustees; a minute of a meeting of Trustees or of a committee of Trustees shall include the names of the Trustees present.

Accounts

- 164 The Board shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 165 The Board shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required (as opposed to an independent examination) under any statutory provisions (or if the Board consider that an audit would be appropriate for some other reason), the Board should ensure that an audit of the accounts is carried out by a qualified auditor.
- 166 Except as provided by law or authorised by the Board or an ordinary resolution of the Charity, no individual or body is entitled to inspect any of the Charity's accounting or other records or

documents merely by virtue of being a member. The Board will arrange for annual accounts to be made available via the Charity's website each year.

Notices

- 167 Any notice to be given in pursuance of these articles shall be given either in writing or by way of electronic means.
- 168 The Charity may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her/its registered address or by leaving it at that address; in the case of a member who/which has notified the Charity of an electronic address to be used for this purpose, the Charity may give any notice to that member by way of electronic means.
- 169 A member may give any notice to the Charity either by sending it by post in a pre-paid envelope addressed to the Charity at its registered office or by leaving it, addressed to the company secretary, at the Charity's registered office or (where the Charity has notified the member of an electronic address to be used for this purpose) by way of electronic means.
- 170 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.
- 171 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.
- 172 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

- 173 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 some other charity or charities (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).
- 174 To the extent that effect cannot be given to article 173, the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

- 175 Every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) 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.

Insurance

- 176 For the avoidance of doubt, 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 he/she 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 trustee).