

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM of ASSOCIATION
of
LINLITHGOW
COMMUNITYDEVELOPMENT TRUST**

ARTICLES OF ASSOCIATION

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of
LINLITHGOWCOMMUNITY DEVELOPMENT TRUST**

Based on the model prepared by Burness LLP (Solicitors) for the
Development Trusts Association Scotland

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| CONTENTS | | |
|---|---|------------------|
| GENERAL | constitution of the company ("the Trust"), defined terms, objects, powers, restrictions on use of assets, limit on liability, general structure | articles 1-13 |
| MEMBERS | qualifications, application, subscription, register, withdrawal, expulsion, termination/transfer | articles 14-31 |
| GENERAL MEETINGS (meetings of members) | general, notice, special/ordinary resolutions, procedure | articles 32-57 |
| DIRECTORS | maximum number, eligibility, election/retirement/re-election, termination of office, register, office bearers, powers, personal interests | articles 58-83 |
| DIRECTORS' MEETINGS | procedure, conduct of directors | articles 84-96 |
| ADMINISTRATION | committees, operation of bank accounts, secretary, minutes, accounting records and annual accounts, notices | articles 97-108 |
| MISCELLANEOUS | winding-up, indemnity, boundary map | articles 109-114 |

Constitution of company ("the Trust")

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

Defined terms

- 2 In these articles of association, unless the context requires otherwise:-
 - (a) "Act" means the Companies Act 2006;
 - (b) "charity" means a body which is either a Scottish Charity, or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
 - (c) "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;
 - (d) "electronic form" has the meaning given in section 1168 of the Act;
 - (e) "OSCR" means the Office of the Scottish Charity Regulator;
 - (f) "property" means any property, heritable or moveable, real or personal, wherever situated;
 - (g) "Scottish Charity" means a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005;
 - (h) "subsidiary" has the meaning given in section 1159 of the Act;
 - (i) "Auditor" means any individual deemed adequately qualified and appointed by the directors to examine the Trust's accounts;
 - (j) "community member" means any person resident or in employment at a location within the Community.
- 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 company ("the Trust") has been formed to benefit the community of Linlithgow and Linlithgow Bridge as defined by the area delineated in red on the map reproduced in article 114("the Community"). The Trust has the aim of building a resilient,

inclusive, enterprising and sustainable community capable of dealing with ongoing change, with the following objects:

- (a) To develop/provide facilities and activities which meet the needs of the Community (as defined through community consultation) and generally improve the quality of life of residents;
- (b) To advance citizenship and community development, promoting civic responsibility and supporting the development of the voluntary sector within the Community;
- (c) To advance the heritage and/or preserve, for the benefit of the general public, the historical, architectural and constructional heritage that exists in the Community;
- (d) To advance environmental protection and improvement in the Community;
- (e) To promote, establish, operate and/or support other similar schemes and projects of a charitable nature for the benefit of the Community;

All the above shall be carried out following principles of sustainable development where 'sustainable development' means development which meets the needs of the present without compromising the ability of future generations to meet their own needs

- 5 The Trust's objects are restricted to those set out in article 4 (but subject to article 6).
- 6 The Trust may by approval of the membership at a general meeting(subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the Trust'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

- 7 In pursuance of the objects listed in article 4 (but not otherwise), the Trust shall have the following powers:-
 - a) To establish, maintain, develop and/or operate a centre or centres providing facilities for childcare, community learning, healthy living initiatives, educational and cultural activities, training activities, leisure pursuits and accommodation for community groups, and for public sector agencies which provide services of benefit to the Community, and which may include refreshment facilities.

- b) To advise in relation to, prepare, organise, conduct and/or support training courses, educational and training events and activities of all kinds.
- c) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio visual recordings, multimedia products and display materials, and to create and maintain a website or websites.
- d) To promote, operate, co-ordinate, monitor, and/or support other projects and programmes (which may include workspace projects) which further the objects of the Trust.
- e) To provide information, advisory, support and/or consultancy services which further the objects of the Trust.
- f) To liaise with local authorities, central government authorities and agencies, charities/community benefit bodies and others, all with a view to furthering the objects of the Trust.
- g) To carry on any other activities which further any of the above objects.
- h) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the Trust, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the Trust, all such functions as may be associated with a holding company.
- i) 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 Trust's activities.
- j) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Trust's activities.
- k) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Trust.
- l) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Trust.
- m) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- n) To borrow money, and to give security in support of any such borrowings by the Trust, in support of any obligations undertaken by the Trust or in support of any guarantee issued by the Trust.
- o) To employ such staff as are considered appropriate for the proper conduct of the Trust'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.

- p) To engage such consultants and advisers as are considered appropriate from time to time.
- q) To effect insurance of all kinds (which may include officers' liability insurance).
- r) To invest any funds which are not immediately required for the Trust's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- s) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the Trust's objects.
- t) To take such steps as may be deemed appropriate for the purpose of raising funds for the Trust's activities.
- u) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- v) To oppose, or object to, any application or proceedings which may prejudice the Trust's interests.
- w) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Trust, and to enter into any arrangement for co-operation or mutual assistance with any charity.
- x) To do anything which may be incidental or conducive to the furtherance of any of the Trust's objects.

Restrictions on use of the Trust's assets

- 8 The income and property of the Trust shall be applied solely towards promoting the Trust's objects (as set out in article 4) and in particular (but without limiting the generality of that provision) any surplus funds or assets of the Trust must be applied for the benefit of the Community for charitable purposes only.
- 9 No part of the income or property of the Trust shall be paid or transferred (directly or indirectly) to the members of the Trust, whether by way of dividend, bonus or otherwise.
- 10 No director of the Trust shall be appointed as a paid employee of the Trust; no director shall hold any office under the Trust for which a salary or fee is payable.
- 11 No benefit (whether in money or in kind) shall be given by the Trust to any director except
 - (a) repayment of out-of-pocket expenses; or
 - (b) reasonable payment in return for particular services (not being of a management nature) actually rendered to the Trust.

Liability of members

- 12 Each member undertakes that if the Trust 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 Trust, to be applied towards:

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

General structure

13 The structure of the Trust consists of:-

- (a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves;
- (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Trust; in particular, the directors are responsible for monitoring the financial position of the Trust; and
- (c) the ASSOCIATE MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) but do not have the right to vote at such meetings and do not have any other powers under the articles of association.

Qualifications for membership

14 The members of the Trust shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 15 to 22.

- (a) Full membership shall be given to (subject to articles 17 and 22) community members only and aged 16 years or over.
- (b) Junior membership shall be given to community members aged between 12 and 15 years of age. They shall be non-voting members.
- (c) Other interested parties shall be given associate membership.

15 An individual, once admitted to membership, shall cease to be a member if he/she ceases to be eligible for membership in terms of article 14.

16 Employees of the Trust shall not be eligible for membership; a person who becomes an employee of the Trust after admission to membership shall automatically cease to be a member.

- 17 Any person who supports the objects and activities of the Trust, irrespective of age or place of residence or employment, may apply to become an associate member of the Trust.

Application for membership

- 18 Any person who wishes to become a member must either apply by any electronic route agreed by the directors or lodge a written application for membership with the Trust; the Trust shall supply a form for applying for membership to any person on request.
- 19 Any person who wishes to become an associate member must either apply by any electronic route agreed by the directors or lodge a written application for associate membership with the Trust; the Trust shall supply a form for applying for associate membership to any person on request.
- 20 The directors may, at their discretion, refuse to admit any person to membership and/or associate membership where they have reasonable grounds to believe that he/she might, if admitted to membership, act in a manner which would damage the reputation of the Trust, undermine the efficiency of its operations and/or disrupt the proper conduct of its meetings.
- 21 The directors shall consider each application for membership and/or for associate membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

Membership subscription

- 22 Membership is free to full, junior and associate members upon receipt and approval of their application, unless and until otherwise determined by ordinary resolution.
- 23 Any annual membership subscriptions, if introduced, shall be payable on or before 31 December in each year.
- 24 The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of an ordinary resolution to that effect passed at an annual general meeting.
- 25 If the membership subscription payable by any member or associate member remains outstanding more than four weeks after the date on which it fell due (and providing he/she has been given at least one written reminder) the directors may, by resolution to that effect, expel him/her from membership; for the avoidance of doubt, it will be open to an individual expelled from membership under this article to reapply for membership if he/she so wishes.
- 26 A person who ceases (for whatever reason) to be a member or an associate member shall not be entitled to any refund of any membership subscription.

Register of members

- 27 The directors 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. The directors shall also maintain a register of associate members.

Withdrawal from membership

- 28 Any person who wishes to withdraw from membership or from associate membership shall sign, and lodge with the Trust, a written notice to that effect; on receipt of the notice by the Trust, he/she shall cease to be a member or an associate member.

Expulsion from membership

- 29 Any person may be expelled from membership or associate membership by special resolution (see article 42), providing the following procedures have been observed:-
- (a) at least 21 days' notice of the intention to propose the resolution must be given to the member or associate member concerned, specifying the grounds for the proposed expulsion;
 - (b) the member or associate member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

- 30 Membership and associate membership shall cease on death.
- 31 A member or associate member may not transfer his/her membership or associate membership to any other person.

General meetings (meetings of members)

- 32 The directors shall convene an annual general meeting in each year (but excluding the year in which the Trust is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the Trust.
- 33 Not more than 15 months shall elapse between one annual general meeting and the next.
- 34 The business of each annual general meeting shall include:-
- (a) a report by the chair on the activities of the Trust;
 - (b) consideration of the annual accounts of the Trust;
 - (c) the election/re-election of directors, as referred to in articles 63 to 68.
- 35 The directors may convene an extraordinary general meeting at any time.
- 36 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the

Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

- 37 At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting.
- 38 The reference to "clear days" in article 37 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.
- 39 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 42) (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.
- 40 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
- 41 Notice of every general meeting shall be given to members
- (a) in writing or, (where the individual to whom notice is given has notified the Trust of an address to be used for the purpose of electronic communication) in electronic form; or
 - (b) (subject to the Trust notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

- 42 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 37 to 41; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 43 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Trust, by special resolution,
- (a) to alter its name
 - (b) to alter any provision of these articles or adopt new articles of association.

44 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 an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 37 to 41.

Procedure at general meetings

45 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be fifteen individuals entitled to vote (each being a member or a proxy for a member).

46 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.

47 The chair of the Trust shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

48 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such date, time and place as the chairperson may determine.

49 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.

50 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):

(a) shall lodge with the Trust, at the Trust's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or

(b) shall send by electronic means to the Trust, at such electronic address as may have been notified to the members by the Trust for that purpose, an instrument of proxy (in such form as the directors require);

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

51 An instrument of proxy which does not conform with the provisions of article 50, or which is not lodged or sent in accordance with such provisions, shall be invalid.

- 52 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 53 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 Trust.
- 54 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 Trust at the Trust's registered office (or, where sent by electronic means, was received by the Trust at the address notified by the Trust 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.
- 55 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.
- 56 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.
- 57 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.

Categories of director

- 58 For the purposes of these articles
- "Member Director" means a director (drawn from the membership of the Trust) appointed under articles 63 to 68;
- "Co-opted Director" means a (non-member) director appointed or re-appointed by the directors under articles 69 and 70.

Maximum/minimum number of directors

- 59 The maximum number of directors shall be fifteen of whom no more than five shall be Co-opted Directors and a majority must be Member Directors.
- 60 The minimum number of directors shall be seven, of whom a majority must be Member Directors.

Eligibility

- 61 A person shall not be eligible for election/appointment as a Member Director unless he/she is a member of the Trust; a person appointed as a Co-opted Director need not, however, be a member of the Trust.
- 62 A person shall not be eligible for election/appointment as a director if he/she is an employee of the Trust.

Election, retiral, re-election: Member Directors

- 63 At each annual general meeting, the members may (subject to article 59) elect any member (providing he/she is willing to act) to be a director (a "Member Director")
- 64 The directors may (subject to article 59) at any time appoint any member (providing he/she is willing to act) to be a director (a "Member Director").
- 65 At the first annual general meeting, all of the Member Directors shall retire from office.
- 66 At each annual general meeting (other than the first)
- (a) any Member Director appointed under article 64 during the period since the preceding annual general meeting shall retire from office;
 - (b) out of the remaining Member Directors, one third (to the nearest round number) shall retire from office.
- 67 The directors to retire under paragraph (b) of article 66 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.
- 68 A director who retires from office under article 65 or 66 shall be eligible for re-election.

Appointment/re-appointment: Co-opted Directors

- 69 In addition to their powers under article 64, the directors may (subject to articles 59 and 60) at any time appoint any non-member of the Trust (providing he/she is willing to act) to be a director (a "Co-opted Director") on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors.
- 70 At each annual general meeting, all of the Co-opted Directors shall retire from office – but shall then be eligible for re-appointment under article 69.

Termination of office

- 71 A director shall automatically vacate office if:-
- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;

- (b) he/she becomes debarred under any statutory provision from being a charity trustee (within the meaning of section 106 of the Charities and Trustee Investment (Scotland) Act 2005);
- (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
- (d) he/she is a Member Director and ceases to be a member of the Trust;
- (e) he/she becomes an employee of the Trust;
- (f) he/she resigns office by notice to the Trust;
- (g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office; or
- (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

Register of directors

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

Office bearers

- 73 The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.
- 74 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.
- 75 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

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

Personal interests

- 78 A director who has a personal interest in any transaction or other arrangement which the Trust is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 93) from voting on the question of whether or not the Trust should enter into that arrangement.

- 79 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director (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.
- 80 Provided
- (a) he/she has declared his/her interest;
 - (b) he/she has not voted on the question of whether or not the Trust should enter into the relevant arrangement; and
 - (c) the requirements of article 82 are complied with,
- a director will not be debarred from entering into an arrangement with the Trust in which he/she has a personal interest (or is deemed to have a personal interest under article 79) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
- 81 No director may serve as an employee (full time or part time) of the Trust, and no director may be given any remuneration by the Trust for carrying out his/her duties as a director.
- 82 Where a director provides services to the Trust or might benefit from any remuneration paid to a connected party for such services, then
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - (b) the directors must be satisfied that it would be in the interests of the Trust to enter into the arrangement (taking account of that maximum amount); and
 - (c) less than half of the directors must be receiving remuneration from the Trust (or benefit from remuneration of that nature).
- 83 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at directors' meetings

- 84 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 85 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall (subject to article 86) have a casting vote.
- 86 The chairperson of the meeting shall not be entitled to have a casting vote if he/she is a Co-opted Director or a Councillor Director.

- 87 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall (subject to article 88) be five.
- 88 A quorum shall not be deemed to be constituted at any meeting of directors unless the Member Directors form a majority of the total number of directors present at the meeting.
- 89 If at any time the number of directors in office falls below the number fixed as the quorum or fails to comply with the provisions of article 59, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 90 Unless he/she is unwilling to do so, the chair of the Trust shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 91 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
- 92 A director shall not vote at a directors' meeting (or at a meeting of a sub-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 Trust; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 93 For the purposes of article 92, 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 company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
- 94 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 95 The Trust may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 92 to 94.

Conduct of directors

- 96 Each of the directors shall, in exercising his/her functions as a director of the Trust, act in the interests of the Trust; and, in particular, must
- (a) seek, in good faith, to ensure that the Trust acts in a manner which is in accordance with its objects (as set out article 4)
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

- (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the Trust and any other party
 - (i) put the interests of the Trust before that of the other party, in taking decisions as a director
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the Trust and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question
- (d) ensure that the Trust complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees

- 97 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the Trust (or the holder of any other post) such of their powers as they may consider appropriate.
- 98 Any delegation of powers under article 98 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 99 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

- 100 The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Trust; at least one out of the two signatures must be the signature of a director and the signatories must be unrelated in any way. The Treasurer and Chairman may individually carry out electronic operation on the bank and building society accounts held by the Trust, subject to limits authorised by the directors.

Secretary

- 101 The directors shall (notwithstanding the provisions of the Act) appoint a company secretary, who may or may not be a director, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the such conditions of appointment shall be as determined by the directors; the company secretary may be removed by them at any time.

Minutes

- 102 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

- 103 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 104 The directors shall prepare annual accounts, complying with all relevant statutory requirements. The annual accounts shall be examined by an Auditor.
- 105 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the Trust, except as conferred by statute or authorised by ordinary resolution of the Trust.

Notices

- 106 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 Trust or (in the case of a member who has notified the Trust of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 107 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 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.
- 108 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up

- 109 If on the winding-up of the Trust any property remains after satisfaction of all the Trust's debts and liabilities, such property shall not be paid to or distributed among the members of the Trust but shall be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the Trust and whose constitution restricts the distribution of income and assets among members to an extent at least as great as do articles 8 to 11.
- 110 The charity or charities to which property is transferred under article 109 shall be determined by the members of the Trust subject to agreement by the Charity Regulator, at or before the time of dissolution or, failing such determination, by such court as may have or may acquire jurisdiction.

111 To the extent that effect cannot be given to the provisions of articles 109 and 110, the relevant property shall be applied to some other charitable purpose or purposes.

Indemnity

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

113 The Trust shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the Trust may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

Community Boundary Map

114 The Community is defined as the area included within the red line on the following map:

