

ARTICLES OF ASSOCIATION

THE COMPANIES ACT 2006

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

**ARTICLES OF ASSOCIATION
OF
LINLITHGOW COMMUNITY DEVELOPMENT TRUST**

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Constitution of the Trust

- 1 The model articles of association as prescribe in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of the Trust.

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.
- 3 Any reference to a provision of any legislation (including any statutory modification or re-enactment of that provision in force from time to time).

Objects

- 4 The Trust has been formed to benefit the communities that lie within Linlithgow Ward. The ward includes Linlithgow, Linlithgow Bridge, Bridgend, Philpstoun and Threemiletown, rural Beecraigs and Acredales, rural Kettleston Mains to Wester Woodside and rural Newton as defined by the area delineated in red on the map reproduced in article 101 (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) the advancement of citizenship or community development
 - (b) the advancement of environmental protection or improvement
- 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.
- 9 Save as otherwise provided for in the articles, 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.
- 11 No benefit (whether in money or in kind) shall be given by the Trust to any director except where such payment is made in accordance with articles 72 or 73.

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 FULL 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 JUNIOR 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;
 - (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; and
 - (d) 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.

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 the articles.
- (a) Full membership shall be given to Community residents aged 18 years or over.
 - (b) Full membership shall be given to representatives of Organisations who work progressively with the Trust. These representatives shall be aged 18 years or over.
 - (c) Junior membership shall be given to Community residents aged between 12 and 18 years. Junior members shall be non-voting members.
 - (d) Other interested parties shall be given associate membership. Associate members shall be non-voting members.
- 15 An individual, or Organisation representative, once admitted to membership, shall cease to be a member if he/she ceases to be eligible for membership in terms of the articles.
- 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, may apply to become an associate member of the Trust.

Application for membership

- 18 Any person who wishes to become a member must submit an application for membership to the Trust in such form, and in such manner, as the Trust may nominate from time to time.
- 19 The directors may, at their discretion, refuse to admit any person to 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.

- 20 The directors shall consider each application for membership and the directors shall, within a reasonable time after receipt of the application, notify the applicant of their decision on the application.

Membership subscription

- 21 Unless otherwise determined by the members by way of an ordinary resolution at an annual general meeting, membership of the Trust is free.

Register of members

- 22 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.

Withdrawal from membership

- 23 Any person who wishes to withdraw from membership shall sign, and lodge with the Trust (by email or by post), notice to that effect. On receipt of the notice by the Trust, he/she shall cease to be a member.

Expulsion from membership

- 24 Any person may be expelled from membership by special resolution (see article 37), 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 concerned, specifying the grounds for the proposed expulsion; and
 - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

- 25 Membership shall cease on death.
- 26 A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

- 27 The directors shall convene an annual general meeting in each year.
- 28 Not more than 15 months shall elapse between one annual general meeting and the next.
- 29 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; and
 - (c) the election/re-election of directors (if applicable).
- 30 The directors may convene an extraordinary general meeting at any time.
- 31 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

- 32 At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting.
- 33 The reference to **clear days** in article 32 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.
- 34 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 37) (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.
- 35 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**.
- 36 Notice of every general meeting shall be given:
- (a) in hard copy form;
 - (b) 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
 - (c) (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

- 37 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 the articles. 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.
- 38 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; and
 - (b) to alter any provision of these articles or adopt new articles of association.
- 39 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 the articles.

Procedure at general meetings

- 40 No business shall be dealt with at any general meeting unless a quorum is present. The quorum for a general meeting shall be 15 individuals entitled to vote (each being a full member or a proxy for a full member).
- 41 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.
- 42 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.
- 43 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.
- 44 Every full 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.
- 45 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).
- 46 An instrument of proxy which does not conform with the provisions of article 45, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 47 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 48 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.
- 49 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.
- 50 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.
- 51 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.

- 52 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 and the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Number of directors

- 53 There shall be no maximum number of directors of the Trust.

- 54 The minimum number of directors shall be five.

Eligibility

- 55 Subject to article 56, a person shall only be eligible for election/appointment as a director if he/she is a full member or an associate member.

- 56 A person shall not be eligible for election/appointment as a director if he/she is a junior member or an employee of the Trust.

Election, retiral, re-election

- 57 Subject to articles 55 and 56, at each annual general meeting, the members may elect any member (providing he/she is willing to act) to be a director (a **Member Director**). Unless terminated earlier in accordance with the articles, a Member Director shall serve for a three year term.

- 58 Subject to articles 55 and 56, the directors may at any time appoint any member (providing he/she is willing to act) to be a director (a **Co-opted Director**).

- 59 At each annual general meeting:

- (c) any Member Director who has served a full three year term shall retire from office; and
- (d) any Co-opted Director appointed during the period since the preceding annual general meeting shall retire from office.

- 60 A director who retires from office under article 59 shall be eligible for re-election.

Termination of office

- 61 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 ceases to be a member;
- (e) he/she becomes an employee of the Trust;

- (f) he/she resigns office by notice to the Trust (given by email or by post);
- (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

- 62 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

- 63 The directors shall elect from among themselves:
- (i) a chair; and
 - (j) a treasurer,
- and such other office bearers (if any) as they consider appropriate.
- 64 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.
- 65 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

- 66 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.
- 67 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

- 68 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 and he/she will be debarred from voting on the question of whether or not the Trust should enter into that arrangement.
- 69 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.
- 70 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 72 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) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

- 71 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.
- 72 A director may be paid for providing services to the Trust, or may benefit from any remuneration paid to a connected party for such services, provided that:
- (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).
- 73 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

- 74 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 75 Questions arising at a meeting of the directors shall be decided by a majority of votes. If an equality of votes arises, the chairperson of the meeting shall have a casting vote.
- 76 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 be one third (to the nearest round number) of the total number of directors of the Trust.
- 77 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 78 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.
- 79 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.
- 80 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 and he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 81 For the purposes of article 80, 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.

- 82 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.

Conduct of directors

- 83 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; and (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; and
 - (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

- 84 The directors may delegate any of their powers to any subcommittee consisting of one or more directors and such other persons (if any) as the directors may determine and 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.
- 85 Any delegation of powers under article 84 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 86 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

- 87 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 and at least one out of the two signatures must be the signature of a director and the signatories must be unrelated in any way.

Secretary

- 88 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 and the company secretary may be removed by them at any time.

Minutes

- 89 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees and 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

- 90 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 91 The directors shall prepare annual accounts, complying with all relevant statutory requirements.
- 92 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

- 93 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means and 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.
- 94 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.
- 95 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 Institute of Chartered Secretaries and Administrators.

Winding-up

- 96 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 similar to these articles.
- 97 The charity or charities to which property is transferred under article 96 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.
- 98 To the extent that effect cannot be given to the provisions of articles 96 and 97, the relevant property shall be applied to some other charitable purpose or purposes.

Indemnity

- 99 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.

- 100 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)