

THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION

of

DANCE BASE LIMITED

(Company number SC145736)

**Anderson Strathern
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Edinburgh
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BXF/DAN0063.0001/SYF/SXP**

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Constitution of Company

- 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) **“Board”** means the board of directors from time to time;
 - (c) **“charity”** means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
 - (d) **“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;
 - (e) **“Company”** means Dance Base Limited (SC145736)
 - (f) **“electronic form”** has the meaning given in section 1168 of the Act;
 - (g) **“OSCR”** means the Office of the Scottish Charity Regulator;

- (h) **“property”** means any property, heritable or moveable, real or personal, wherever situated; and
 - (i) **“subsidiary”** has the meaning given in section 1159 of the Act.
- 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's objects are:
- (a) the advancement of arts and culture;
 - (b) the advancement of education; and
 - (c) the provision of recreational facilities, or the organisation of recreational activities, with the object of improving the conditions of life for the persons for whom the facilities or activities are primarily intended.

These objects are to be achieved by the promotion and development of the art of dance in all its forms, including, without prejudice to the foregoing generality, the arts of drama, opera, cinema, sculpture, painting, music, mime, graphic art, poetry and literature, through support for and championing of the professional dance sector in Scotland and beyond, encouraging public participation in dance as a recreational activity, developing programs aimed at sectors of society where dance will improve their health and wellbeing, and facilitating, producing and hosting public performances (hereinafter referred to as "the Objects of the Company").

- 5 The Company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the Company'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

- 6 In pursuance of the Objects of the Company listed in article 4 (but not otherwise), the Company shall have the power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

Restrictions on use of the Company's assets

- 7
- (a) The income and property of the Company shall be applied solely towards promoting the Objects of the Company.
 - (b) No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the members of the Company, whether by way of dividend, bonus or otherwise.
 - (c) No director of the Company shall be appointed as a paid employee of the Company; no director shall hold any office under the Company for which a salary or fee is payable.

- (d) No benefit (whether in money or in kind) shall be given by the Company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the Company.

Liability of members

- 8 Each member undertakes that if the Company is wound up while they are a member (or within one year after they cease to be a member), they will contribute - up to a maximum of £1 to the assets of the Company, to be applied towards:
 - (a) payment of the Company's debts and liabilities contracted before they cease 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

- 9 The structure of the Company consists of the Board. The Board will hold regular meetings during the period between AGMs, and generally control and supervise the activities of the Company; the directors are responsible for monitoring the financial position of the company, and the strategic direction of the Company.
- 10 Under the provisions of this constitution, no-one can be a member unless they are also a director of the Company.
- 11 The Act requires certain decisions to be taken by the directors in their capacity as members of the Company.

BOARD

Number of directors

- 12 The minimum number of directors shall be two and the maximum number of directors shall be twelve. Notwithstanding the foregoing, the number of directors may exceed twelve if additional directors are required to be co-opted as a condition of a grant award to the Company.

Eligibility

- 13 A person will not be eligible for election or appointment to the Board if they are: -
 - (a) disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - (b) disqualified from being a director under the Act;
 - (c) not a member of the Company; or
 - (d) an employee of the Company.

Appointment, retiral, re-appointment

- 14 The Board may at any time appoint any person to be a director by way of a resolution passed by majority vote at a Board meeting, provided that such person has been recommended for appointment by the nominations sub-committee.

- 15 Directors will serve on the Board for a term of three years at the end of which they must retire. A director shall be eligible for re-appointment by the Board for a second three-year term but must retire at the end of the second three-year term.
- 16 Subject to article 17, after serving a term of six consecutive years, a director cannot be re-appointed until the expiration of a period of one year following the date of the director's retirement.
- 17 No director shall serve for more than six consecutive years, unless the Board considers it would be in the best interests of the Company for a particular director to continue to serve beyond that period and that director is re-appointed in accordance with these Articles.
- 18 All years run from the date of the AGM to the next AGM, regardless of the calendar date of any given appointment or the length of time between each AGM.

Termination of office

- 19 A director shall automatically vacate office if:-
- (a) they cease to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;
 - (b) they become debarred under any statutory provision from being a charity trustee;
 - (c) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months;
 - (d) they cease to be a member of the Company;
 - (e) they become an employee of the Company;
 - (f) they resign office by notice to the Company;
 - (g) they are absent (without permission of the directors) from more than 50% of meetings of the Board in any year, and the directors resolve to remove them from office;
 - (h) they are removed from office by resolution of the directors; or
 - (i) they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.
- 20 A resolution under paragraph (h) or (i) of article 19 shall be valid only if:-
- (a) the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for their removal is to be proposed;
 - (b) the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and

- (c) at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Register of directors

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

Office-bearers

- 22 The directors shall elect from among themselves a chair, a vice-chair and a treasurer, and such other office bearers (if any) as they consider appropriate.
- 23 Except for the chair, all of the office bearers shall cease to hold office at the conclusion of each AGM, but shall then be eligible for re-election.
- 24 The chair shall hold office for a term of five years. Such term shall not include any period prior to the adoption of these articles. All years run from the date of the AGM to the next AGM, regardless of the calendar date of any given appointment or the length of time between each AGM.
- 25 Any office bearer may be removed from their position by a unanimous resolution of the Board, excluding that office bearer.
- 26 A person elected to any office shall cease to hold that office if they cease to be a director, or if they resign from that office by written notice to that effect.

Powers of directors

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

Personal interests

- 29 A director who has a personal interest in any transaction or other arrangement which the Company is proposing to enter into, must declare that interest at a meeting of the directors; they will be debarred (in terms of article 45) from voting on the question of whether or not the Company should enter into that arrangement.
- 30 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 theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director or any limited liability partnership of which they are a member or any Scottish charitable incorporated organisation of which they are a charity trustee or any registered society or unincorporated association of which they are a management committee member (or any other party who/which is deemed to be connected with them for the purposes of the Act) , has a personal interest in that arrangement.
- 31 Provided:
- (a) they have declared their interest
 - (b) they have not voted on the question of whether or not the Company should enter into the relevant arrangement and

(c) the requirements of article 35 are complied with,

a director will not be debarred from entering into an arrangement with the Company in which they have a personal interest (or is deemed to have a personal interest under article 30) and may retain any personal benefit which they gain from their participation in that arrangement.

32 The directors shall be entitled, for the purposes of section 175 of the Act, to authorise (by way of resolution to that effect) any conflict situation (as defined for the purposes of that section of the Act) that may arise (such that the duty of the director concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the directors may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.

33 For the avoidance of doubt, the provisions of section 175 of the Act and article 32 do not apply to a conflict of interest relating to a transaction or arrangement with the Company; conflicts of that kind are regulated by the provisions of articles 29 to 31 and articles 45 to 47.

34 No director may serve as an employee (full time or part time) of the Company, and no director may be given any remuneration by the Company for carrying out their duties as a director.

35 Where a director provides services to the Company 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 Company 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 Company (or benefit from remuneration of that nature).

36 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.

DIRECTORS' MEETINGS

Procedure at directors' meetings

37 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.

38 Except as expressly referred to in these Articles, questions arising at a meeting of the directors shall be decided by a majority of votes.

39 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 four.

- 40 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.
- 41 Unless they are unwilling to do so, the chair of the Company shall preside as chairperson at every directors' meeting at which they are 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 vice-chair shall act as chairperson of the meeting. If the vice-chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 42 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.
- 43 Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
- (a) The meeting has been called and takes place in accordance with the Articles; and
 - (b) They can communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 44 Directors may participate in a directors' meeting regardless of where they are participating from and by what means, provided they can communicate with each other and vote.. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 45 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which they have a personal interest which conflicts (or may conflict) with the interests of the Company; they must withdraw from the meeting while an item of that nature is being dealt with.
- 46 For the purposes of article 45, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director or any limited liability partnership of which they are a member or any Scottish charitable incorporated organisation of which they are a charity trustee or any registered society or unincorporated association of which they are a management committee member has a personal interest in that matter.
- 47 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 48 The Company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 45 to 47.

Conduct of directors

- 49 Each of the directors shall, in exercising their functions as a director of the Company, act in the interests of the Company; and, in particular, must
- (a) seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects;

- (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 Company and any other party:
 - (i) put the interests of the Company before that of the other party, in taking decisions as a director; or
 - (ii) where any other duty prevents them from doing so, disclose the conflicting interest to the Company 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 Company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.
- 50 Each of the directors shall comply with the code of conduct (if any) prescribed by the Board from time to time.
- 51 For the avoidance of doubt, any code of conduct shall be supplemental to the provisions relating to the conduct of directors 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.

MEMBERS

- 52 For certain purposes of the Act, the directors make decisions in their capacity as members of the Company, rather than as a board; the provisions of clauses 52 to 84 relate to those situations
- 53 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership, and the date on which any person ceased to be a member.

GENERAL MEETINGS (MEETINGS OF MEMBERS)

- 54 The directors – in their capacity as members – shall convene an annual general meeting (“AGM”) in each year.
- 55 Not more than 15 months shall elapse between one AGM and the next.
- 56 The business of each AGM shall include:-
- (a) a report by the chair on the activities of the Company;
 - (b) consideration of the annual accounts of the Company; and
 - (c) consideration of the future strategy for the organisation, including a review of key risks and opportunities.
- 57 Subject to articles 54 and 55, the directors may convene a general meeting at any time.

- 58 The directors must convene a 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

- 59 At least 14 clear days' notice must be given of a general meeting.
- 60 The reference to "clear days" in article 59 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.
- 61 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 64) (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.
- 62 A notice convening an AGM shall specify that the meeting is to be an AGM.
- 63 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 Company of an address to be used for the purpose of electronic communication) in electronic form; or
 - (c) (subject to the Company 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

- 64 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 59 to 63; 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.
- 65 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the Company, by special resolution,
- (a) to alter its name
 - (b) to alter any provision of these articles or adopt new articles of association.
- 66 For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 59 to 63.

Procedure at general meetings

- 67 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be four individuals entitled to vote (each being a member or a proxy for a member).
- 68 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.
- 69 The chair of the Company 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 vice-chair shall act as the chairperson of the meeting. If the vice-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 shall elect from among themselves the person who will act as chairperson of that meeting.
- 70 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 71 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 72 A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 73 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 74 Members may attend a general meeting regardless of where they are attending it from and by what means, provided that they can communicate with each other and vote.
- 75 Not used.
- 76 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.
- 77 Any member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting):
- (a) shall lodge with the Company, at the Company's registered office, a written instrument of proxy (in such form as the directors require), signed by them; or
 - (b) shall send by electronic means to the Company, at such electronic address as may have been notified to the members by the Company 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 Company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

- 78 An instrument of proxy which does not conform with the provisions of article 77, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 79 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 80 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting and need not be a member of the Company.
- 81 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 Company at the Company's registered office (or, where sent by electronic means, was received by the Company at the address notified by the Company 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.
- 82 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.
- 83 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.

Written resolutions

- 84 A resolution agreed to in writing (or by e-mail) by all the directors, in their capacity as members of the Company, will be as valid as if it had been passed at a general meeting; the date of the resolution will be taken to be the date on which the last director agreed to it.

MISCELLANEOUS

Delegation to sub-committees

- 85 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 Company (or the holder of any other post) such of their powers as they may consider appropriate.
- 86 Any delegation of powers under article 85 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 87 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

- 88 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 Company; at least one out of the two signatures must be the signature of a director.

Secretary

- 89 The directors shall (notwithstanding the provisions of the Act) appoint a company secretary, 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

- 90 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

- 91 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 92 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
- 93 No member shall (unless they are a director) have any right of inspecting any accounting or other records, or any document of the Company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the Company.

Notices

- 94 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 them to the Company or (in the case of a member who has notified the Company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 95 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.
- 96 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

- 97 If on the winding-up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the Company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes.
- 98 For the avoidance of doubt, a body to which property is transferred under article 97 may be a member of the Company.
- 99 To the extent that effect cannot be given to article 97 (as read with article 98), the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

- 100 Every director or other officer or auditor of the Company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the Company against any loss or liability which they may sustain or incur in connection with the execution of the duties of their 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 them in defending any proceedings (whether civil or criminal) in which judgement is given in their favour or in which they are acquitted or any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of the Company.
- 101 The Company 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 director insurance against any loss or liability which any director or other officer of the Company may sustain or incur in connection with the execution of the duties of their office; and such insurance may (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).