

This is a print of the articles of association as adopted by written resolution passed on 13 April 2022

Director

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

Ronald McDonald House Glasgow

(as adopted by written resolution dated 13 March 2022)



DEFINED TERMS

1. In these articles of association, unless the context requires otherwise:
 - 1.1. "Act" means the Companies Act 2006;
 - 1.2. "board" means the board of the company appointed pursuant to article 70;
 - 1.3. "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;
 - 1.4. "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;
 - 1.5. "electronic form" has the meaning given in section 1168 of the Act;
 - 1.6. "member" means a member of the company who has been admitted pursuant to article 16 to 21;
 - 1.7. "OSCR" means the Office of the Scottish Charity Regulator;
 - 1.8. "property" means any property, heritable or moveable, real or personal, wherever situated; and
 - 1.9. "subsidiary" has the meaning given in section 1159 of the Act.
2. Any reference
 - 2.1. 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;
 - 2.2. to words importing one gender shall be construed as importing any other gender.

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of

RONALD McDONALD HOUSE GLASGOW

COMPANY NUMBER: SC155050

(AS ADOPTED BY WRITTEN RESOLUTION PASSED ON 13 APRIL 2022)

OBJECTS

3. The company's objects are to provide high quality "home away from home" accommodation and such other assistance and support as the board may determine in their discretion to the families of a sick child/sick children while their child/children is/are receiving hospital treatment at any hospital within the west of Scotland.
4. The company's objects are restricted to those set out in article 3 (but subject to article 5).
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 3; 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. For the purposes aforesaid but not otherwise the company shall have power to carry on any other activities which further any of the above objects including without prejudice to the foregoing generality;
 - 6.1. to purchase, take on lease or in exchange, hire or otherwise acquire and hold any lands, houses, buildings, equipment, goods, play areas and other property, heritable or moveable, real or personal and any rights or privileges which may be considered necessary or convenient for any purposes of the company;
 - 6.2. to improve, manage, develop, construct, refurbish, alter or otherwise deal with, all or any part of the property, land and right of the company;
 - 6.3. to provide, endow, furnish and fit out with all necessary furniture and other equipment, and maintain and manage such accommodation, the gardens, play areas, car parking facilities and such other premises as may be required for any of the purposes of the company;
 - 6.4. to take steps by personal, digital or written appeals, public meetings, publications or otherwise as may be considered necessary for the purposes of procuring contributions to the funds of the company or funds application for any particular charitable purpose by means of donations, covenants, subscriptions, or otherwise;
 - 6.5. to accept grants, donations, gifts and legacies of all kinds (and to accept any reasonable conditions attaching to them);
 - 6.6. to publish any newspapers, periodicals, books, leaflets, digital or other publications which the company may consider desirable for the promotion of any of its objects;
 - 6.7. subject to such consents as may be required by law, to raise money by borrowing in such manner and on such terms as to security and otherwise as the company thinks fit;
 - 6.8. to sell, manage, excamb, lease, mortgage, charge, hire, dispose of or otherwise deal with any property heritable or moveable, real or personal and any rights or privileges necessary or convenient for the purposes of the company subject in every case to such consents or orders (if any) as may be required by law;

- 6.9. to invest any moneys of the company not immediately required for its purposes in or upon such investments, securities or property as the company thinks fit (and to dispose of such investments);
- 6.10. to undertake any charitable trust or other activity which directly or indirectly promotes any of the objects of the company;
- 6.11. to employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for member of staff, ex-members of staff and their dependants;
- 6.12. to establish and support, and to aid in the establishment and support of, any other charitable companies, Scottish charitable incorporated organisations ("SCIOs"), foundations, trusts or associations formed for all or any of the objects of the company;
- 6.13. to establish, promote and otherwise assist any SCIO(s), charitable company or companies for the purpose of acquiring any or the property or furthering any of the objects of the company;
- 6.14. to amalgamate/merge with or take over any SCIOs, charitable companies, institutions, societies, foundations or associations having objects altogether on in part similar to those of the company;
- 6.15. to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of anyone or more of the SCIOs, charitable companies, institutions, societies, foundations or associations with which the company is authorised to amalgamate, merge with or take over;
- 6.16. to transfer all or any part of the property, assets, liabilities and engagements of the company to any one or more of the SCIOs, charitable companies, institutions, societies, foundations or associations with which the company is authorised to amalgamate, merge with or take over or to any company which it is hereby authorised to establish, promote and otherwise assist;
- 6.17. to enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity;
- 6.18. to lend money and give credit (with or without security) and to grant guarantees and issue indemnities;
- 6.19. to borrow money, and to give security in support of any such borrowings by the company, in support or any obligations undertaken by the company or in support of any guarantee issued by the company;
- 6.20. to establish and to hold shares in a subsidiary trading company;
- 6.21. to engage such consultants and advisers as are considered appropriate from time to time;
- 6.22. to effect insurance of all kinds (which may include officers' liability insurance);
- 6.23. to liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects;



- 6.24. to take such steps as may be deemed appropriate for the purpose of raising funds for the company's interests; and
- 6.25. to do all such other lawful things as may be incidental to or conducive with the furtherance of the objects of the company.

RESTRICTIONS ON USE OF THE COMPANY'S ASSETS AND APPLICATION OF INCOME AND PROPERTY

- 7. The income and property of the company shall be applied solely towards promoting the company's objects.
- 8. Except as provided below, no part of the income or property of the company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the company. This shall not prevent any payment in good faith by the company of:
 - 8.1. a benefit to any member in the capacity of being a beneficiary of the company;
 - 8.2. reasonable and proper remuneration to any member, any company of a member or any partnership in which a member is a partner for any goods or services (not being of a management nature) supplied to the company;
 - 8.3. interest on money lent by a member to the charity at a reasonable and proper rate per annum which shall not exceed the published base lending rate of a clearing bank to be selected by the board; and
 - 8.4. reasonable and proper rent for premises demised or let by a member to the company.
- 9. No member/director of the company shall be appointed as a paid employee of the company or shall hold any other office under the company for which a salary or fee is payable.
- 10. Except as set out in articles 8.1 to 8.4, no benefit (whether in money or in kind) shall be given by the company to any member/director except in respect of the repayment of out-of-pocket expenses.

LIABILITY OF MEMBERS

- 11. The liability of members is limited.
- 12. 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:
 - 12.1. payment of the company's debts and liabilities contracted before they cease to be a member;
 - 12.2. payment of the costs, charges and expenses of winding up; and
 - 12.3. adjustment of the rights of the contributories among themselves.

WINDING-UP

- 13. 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) having charitable objects, to be used solely for a charitable purpose or charitable purposes provided that the constitution/governance of such body shall prohibit the distributions of its or their income and property among its or their members to an extent at least as great as is imposed on the company pursuant to the terms of these articles.

14. For the avoidance of doubt, a body to which property is transferred under article 13 may be a member of the company provided that such member complies with the requirements of article 13.
15. To the extent that effect cannot be given to article 13 (as read with article 14), the relevant property shall be applied to some charitable purpose or purposes.

MEMBERSHIP

16. The subscribers to the original memorandum of association were the initial members of the company. The maximum number of members shall be 15 but the board may from time to time register an increase in numbers.
17. The subscribers to the original memorandum of association and such other persons as the board shall admit to membership in accordance with the provisions in these articles shall be members of the company.
18. Subject to articles 17, 19 and 20, membership shall be open to any individual who wishes to support the aims and activities of the company and who has been nominated by two directors of the company.
19. No employee of the company may become a member; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.
20. The board shall have an absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to assign any reason for its decision but nothing herein contained shall entitle the board to discriminate in any way between applicants by reason of any of the protected characteristics set out in section 4 of the Equality Act 2010.
21. An individual, once admitted to membership, shall remain a member (subject to the provisions of articles 19, 22 and 23).
22. Membership shall not be transferable. A member shall cease to be a member:
 - 22.1. on death; or
 - 22.2. if they shall tender their resignation in writing; or
 - 22.3. if they shall cease to be a member of the board for any reason.
23. Any member shall (subject to article 26), on ceasing to be a member of the company, automatically cease to be a member of the board.
24. Where a person retires from office as a director pursuant to articles 72 to 76 and is forthwith reappointed as a director, they shall not cease to be a member by reason of article 23 alone.

APPLICATION FOR MEMBERSHIP

25. Any person who wishes to become a member must lodge with the company a written application for membership (in such form as the directors require), signed by them and also signed by the two directors nominating them for membership.
26. Any individual applying for membership shall lodge with the company such information and evidence in support of their application as the directors require.
27. The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application (and, if required by the directors, supporting information and evidence); the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

REGISTER OF MEMBERS

28. 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)

29. An annual general meeting shall be held once in every year, at such time (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting) and at a place which has been determined by the board.
30. The business of each annual general meeting shall include:-
 - 30.1. a report by the chairperson on the activities of the company;
 - 30.2. the election/re-election of the members of the board as referred to in articles 72 to 76.
31. Subject to articles 29 and 32, a board member may convene a general meeting at any time.
32. The board members 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 MEETING

33. At least 14 clear days' notice must be given of a general meeting.
34. The reference to "clear days" in article 33 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.
35. A notice calling a meeting shall specify the time and (subject to article 39) place of the meeting; it shall (a) include the general nature of the business to be dealt with at the meeting and (b) if a special resolution (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.
36. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.

37. Notice of every general meeting shall be given:
- 37.1. in hard copy form;
 - 37.2. 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
 - 37.3. (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.
38. If members/directors are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s) (see article 40), the notice (or notes accompanying the notice) must:
- 38.1. set out details of how to connect and participate via that link or links; and
 - 38.2. (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the following options:
 - 38.2.1. participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - 38.2.2. appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should use that proxy vote in relation to each resolution to be proposed at the meeting;
 - 38.2.3. (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting.
39. If participation in the meeting is to be by way of audio and/or audio-visual links - with no intention for the meeting to involve attendance in person by two or more members in any particular location - the place of the meeting shall, for the purposes of the notice calling the meeting, be taken to be the place where the anticipated chairperson of the meeting is expected to be, as at the time fixed for the commencement of the meeting; and, if it transpires that the chairperson of the meeting is at some other place as at the commencement of the meeting, the meeting shall be taken to have been validly adjourned to that other place.

PROCEDURE AT GENERAL MEETINGS

40. The directors may if they consider appropriate (and must, if that is required under article 41) make arrangements for participation in general meetings by way of audio and/or audio-visual link(s) which allow those participating to hear and contribute to discussions at the meeting, providing:
- 40.1. the means by which members/directors can participate via those link(s) are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;
 - 40.2. the notice calling the meeting (or notes accompanying the notice) contains the information required under article 38; and
 - 40.3. the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members/directors who participate via an audio or audio-visual link are not

disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those (if any) who are attending in person (and vice versa).

41. If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the membership, the directors must make arrangements for members/directors to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs 40.1 to 40.3 of article 40 will apply.
42. A general meeting may involve two or more members/directors participating via attendance in person while others participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
43. Reference in articles 38 and 39 and articles 40 to 42 to members should be taken to include proxies for members.
44. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be eight individuals entitled to vote (each being a member or a proxy for a member).
45. An individual participating in a general meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a member, will be deemed to be in attendance) at the meeting.
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 (subject to article 47) place as may be fixed by the chairperson of the meeting.
47. Where participation in the adjourned meeting is to be by way of audio and/or audio-visual links - with no intention for the adjourned meeting to involve attendance in person by two or more members/directors in one place - the requirement under article 46 for the chairperson to fix the place of the adjourned meeting shall not apply.
48. The chairperson elected pursuant to article 91 of the company shall (if present) preside as chairperson of each general meeting; if there is no such chairperson or the chairperson is not present within 15 minutes after the time at which the meeting was due to commence, the members of the board present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
49. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and (subject to article 50) place as the chairperson may determine.
50. Article 39 shall apply in relation to the requirement under article 49 for the chairperson to specify the place of an adjourned meeting.
51. At any general meeting a resolution put to the vote shall be decided on a show of hands, unless a secret ballot is (before or on the declaration of the result of the show of hands) demanded by:
 - 51.1. the chairperson of the meeting; or
 - 51.2. not less than two members present in person or by proxy.

52. Where members are participating in a meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the directors have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.
53. Demand for a secret ballot may be withdrawn; unless a secret ballot be so demanded (and the demand be not withdrawn) a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book shall be conclusive evidence of the fact against such resolution.
54. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting or at any adjournment thereof, and not in that case unless it shall in the opinion of the chairperson be of sufficient magnitude to vitiate the resolution.
55. 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.
56. Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to in article 52, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).
57. The principles set out in articles 52 and 56 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member.
58. In the case of an equality of votes whether on a show of hands or on a secret ballot, the chairperson of the meeting at which the show of hands takes place or at which the secret ballot is demanded, shall be entitled to a second or casting vote.

TECHNICAL OBJECTIONS TO REMOTE PARTICIPATION IN GENERAL MEETINGS

59. These articles impose certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at general meetings; providing the arrangements made by the directors in relation to a given general meeting (and the manner in which the general meeting is conducted) are consistent with those requirements:
 - 59.1. a member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;
 - 59.2. the general meeting need not be held in any particular place;
 - 59.3. the general meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);
 - 59.4. the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;

- 59.5. a member will be able to exercise the right to vote at the general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the directors) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

VOTES OF MEMBERS

60. Every member shall have one vote which (whether on a show of hands or on a poll) may be given either personally or by proxy (subject to article 52).
61. Any member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting):
- 61.1. 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
- 61.2. 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).
62. A proxy need not be a member of the company.
63. An instrument appointing a proxy shall be in such form as the board may from time to time determine. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
64. An instrument of proxy which does not conform with the provisions of articles 61 and 63, or which is not lodged or sent in accordance with such provisions, shall be invalid.
65. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
66. 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.
67. 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.
68. Any matter or thing which may under these articles be dealt with by ordinary resolution or special resolution and is not required by law to be dealt with in general meeting may, if the board so resolve, be determined by a postal ballot to be conducted in such manner as the board may think fit and any resolution declared by the board to have been carried by a majority of the members voting on such ballot shall have effect in all respects as if it were an ordinary resolution or a special resolution duly passed at a meeting duly convened and held.

PERSONAL INTERESTS

99. A member of the board, who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at the meeting of the board; they will be debarred from voting on the question of whether or not the company should enter into that arrangement.
100. For the purposes of the preceding article, a member of the board shall be deemed to have a personal interest in an arrangement if any partner or other close relative of their 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.
101. Provided:
- 101.1. they have declared their interest and
- 101.2. they have not voted on the question of whether or not the company should enter into the relevant arrangement
- subject to the remaining provisions of these articles the board member will not be debarred from entering into an arrangement with the company in which they have a personal interest (or are deemed to have a personal interest under article 99) and may retain any personal benefit which they gain from their participation in that arrangement.
102. The board members 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 board member concerned, under that section, to avoid conflicts of interest is not infringed) and so amend or vary any such authorisation; the board members may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.
103. For the avoidance of doubt, the provisions of section 175 of the Act and article 102 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 99 to 100 and articles.

CONDUCT OF DIRECTORS

104. 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:
- 104.1. seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects;
- 104.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 104.3. in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party:



- 104.3.1. put the interests of the company before that of the other party, in taking decisions as a director; or
- 104.3.2. 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;
- 104.4. ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.
- 105. Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the directors of directors from time to time.
- 106. For the avoidance of doubt, the 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.

BORROWING POWERS

- 107. The board may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt liability or obligation of the company.

POWERS OF THE BOARD

- 108. The affairs of the company shall be managed by the board who may pay all expenses incurred in forming and registering the company and may exercise all such powers of the company except those which are required by operation of the Act or are specifically provided in these articles as being required to be exercised by the members of the company subject always to such regulations as may be prescribed by the company at a general meeting but no regulation made by the company at a general meeting shall invalidate any prior act of the board which would have been valid if that regulation had not been made.
- 109. The board shall have power from time to time to adopt and make, alter or revoke, byelaws for the regulations of the company and otherwise for the furtherance of the purposes for which the company is established, provided that such byelaws do not contravene these articles. All such byelaws for the time being in force shall be binding upon all members and no member shall be absolved from such byelaws by reason of their not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the board to make byelaws on other matters the following shall be deemed to be matters which may be governed by byelaws within the meaning of this article, that is to say:
 - 109.1. as to the persons eligible for membership of the company;
 - 109.2. as to the conditions on which persons shall be admitted to membership of the company;
 - 109.3. as to the manner in which membership of the company may be terminated or shall determine;
 - 109.4. as to the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on, members of the company;

- 109.5. as to sub-committees in connection with various branches of the company's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such sub-committees; and
- 109.6. as to the manner in which the company's funds are to be distributed.
110. Provided always that no byelaw as to the manner in which membership may be terminated shall have any validity or effect unless it provides that any member whose membership is proposed to be terminated shall be given a proper opportunity of attending and being heard at any meeting to which such proposal is to be submitted.
111. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the company, and any online banking transactions shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the board shall from time to time by resolution determine.

GENERAL OR HOUSE MANAGER

112. The board may from time to time appoint a person to the office of general or house manager or to any other salaried employment or office in the company for such period and on such terms as they think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
113. The general or house manager may not be a member of the board.
114. The board may entrust to and confer upon the general or house manager any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers provided that all activities of any such general or house manager should be reported back to the board as soon as possible.

OFFICERS

115. The board may elect from their own number persons to act as the chairperson and vice chairperson of the company (and "Officeholder").
116. Subject always to the provision of article 77 any Officeholder shall initially hold office for a period of three years from the date of their appointment but if willing to act, may be re-appointed as an Officeholder for a further period of three years. On the expiry of the latter period of three years, they must retire as an Officeholder but they may offer themselves for election as an Officeholder at any time after (i) the expiry of three years from the date of their retirement; or (ii) such earlier date if no other member of the board wishes to act as either the chairperson or vice chairperson. For the avoidance of doubt in the event that a person is elected as a vice chairperson and thereafter as chairperson (or vice versa), they will be deemed to hold the same office and the provisions of this article in respect of retirement shall apply notwithstanding that the office held was different.
117. Any person elected as chairperson or vice chairperson shall vacate office if they cease to be a member of the board.

SECRETARY AND TREASURER

118. Subject to the provisions of the Act the board shall elect a secretary and a treasurer from their own number for such term and upon such conditions as they may think fit, and any secretary or treasurer

so elected may be removed by them. The secretary and treasurer may be one and the same person. Neither the secretary nor the treasurer shall be entitled to any remuneration for acting as such.

MINUTES

119. The board shall ensure that minutes are made of all proceedings at general meetings, board meetings and meetings of committees or sub-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

120. The board shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements and which shall contain in particular (and without prejudice to the generality of the foregoing):
- 120.1. all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure takes place;
 - 120.2. all sales and purchases of assets by the company; and
 - 120.3. all assets and liabilities of the company.
121. The board shall procure the preparation of the annual accounts, complying with all relevant statutory requirements.
122. 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 and where appointed the auditors duties shall be regulated in accordance with the provision of the Act.
123. The books of account shall always be open to the inspection of members of the board or as authorised by ordinary resolution of the company.

NOTICES

124. Any notice which required to be given to a member under these articles shall be given either in writing or by electronic means; such 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 purposes of electronic communications) may be given to the member by electronic means.
125. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purposes of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
126. 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 purposes of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any evidence referred to in the relevant guidance from time to time by the Chartered Institute of Secretaries and Administrators.

INDEMNITY

127. Every board member, committee or sub-committee member 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 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.

128. 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 board member or other officer of the company insurance against any loss or liability which any board member 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 board member).

