

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

Of

THE FIFE ENVIRONMENT TRUST

Registered as a Co. Ltd by Guarantee on 27 March 1997 (SC174115)

Registered as a Scottish Charity from 5 June 1998 (SC027995)

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GENERAL

Objectives

- 1 The Fife Environment Trust objects are the advancement of environmental protection and/or improvement, and in furtherance aim to:
 - a) The reclamation, remediation, restoration, or other operation on land to facilitate economic, social or environmental use.
 - b) Community based recycling, re-use and waste prevention projects.
 - c) To provide, maintain or improve a public park or other public amenity.
 - d) The conservation or promotion of biological diversity through the provision, conservation, restoration or enhancement of a natural habitat or the maintenance or recovery of a species in its natural habitat.
 - e) The maintenance, repair or restoration of a building, other structure or a site of archaeological interest which is a place of religious worship, or a site of historic or architectural or archaeological interest and is open to the public.
 - f) The provision of financial, administration and other similar services to projects.
- 2 The company's objectives are restricted to those set out in Article 1 (but subject to Article 3).
- 3 The company may (subject to first obtaining the consent of OSCR if necessary) add to, remove or alter the statement of the company's objectives in Article 1; 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

- 4 In pursuance of the objectives listed in Article 1 (but not otherwise), the company shall have the power to:
 - a) Hold a bank account in the name of The Fife Environment Trust and make and receive payments to this account in furtherance of the objectives.
 - b) Purchase, lease or hire premises and necessary equipment and provide/lend such where appropriate to further the Objectives.
 - c) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets owned by the company.
 - d) Receive contributions by way of donations and raise funds to further the objectives.
 - e) Engage the services of staff, and volunteers to assist in the work of the company and provide payment, including salaries and pensions, where appropriate, and reimburse approved out-of-pocket expenses.
 - f) To purchase and maintain insurance of all kinds, including, but not limited to, such reasonable and necessary insurance against any liability.

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- g) To indemnify and reimburse themselves out of the company's assets for any expenses or liabilities.
- h) Promote the company to the public by means of leaflets, posters, newspaper advertisements, new media, and social media.
- i) To appoint and convene such advisory committees or undertake such consultation as is considered appropriate.
- j) To make such rules and procedures as they consider necessary for the day-to-day management of the company.
- k) To merge with or enter any partnership or joint venture arrangement with any other charitable organisation formed for purposes similar to the company.
- l) To affiliate to other groups who hold similar visions and values; and
- m) Do all such other lawful things as appear to the directors to be necessary or desirable in pursuance of the objectives and no part of the income or property of the company may be paid or transferred (directly or indirectly) to the members (either in the course of the company's existence or on dissolution) except where this is done in direct furtherance of the company's charitable purposes.

Equal Opportunities

5 In relation to its objectives, the Company will:

- a). Strive to avoid intentional and unintentional discrimination by virtue of any of the protected characteristics identified in the Equality Act 2010.
- b) Undertake whatever changes in organisation or facilities which may be necessary to implement the above.

Affiliations

6 The Company is a company limited by guarantee with its own identity. It may enter into formal links with suitable organisations, establishments and form partnerships with local businesses and the community at large which further the objectives and improve the facilities and resources available for outdoor teaching and learning and recreational activity in the area.

Restrictions on use of the company's assets

- 7 a) The income and property of the company shall be applied solely towards promoting the company's objectives.
- b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members or directors of the company, whether by way of dividend, bonus or otherwise.
- c) 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.

- d) 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

General structure

8 The structure of the organisation consists of:

- a) the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members can appoint people to serve as directors and take decisions on changes to the articles themselves .
- b) the DIRECTORS - who hold regular meetings, and generally control the activities of the organisation; in particular, the directors are responsible for monitoring and controlling the financial position of the company.

Liability of Members

9 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.

10 The directors have certain legal duties under the Companies Act 2006 and under the Charity and Trust Investment (Scotland) Act 2005; and clause 10 does not exclude (for limit) any liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

MEMBERSHIP

Qualifications

11 The Fife Council and such other persons as are admitted to membership shall be members of the company.

12 Membership shall be open to any such other person as are admitted in terms of Articles 15 to 17. Any incorporated body which is a member of the company may

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authorise, as they think fit, a representative at any meeting of the company to exercise the same powers as if they were an individual member of the company.

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

Application for membership

- 14 Any person who wishes to become a member must sign, and lodge with the company, a written application for membership.
- 15 The directors may, at their discretion, refuse to admit any person to membership. There is a mechanism for appeal in Article 16.
- 16 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application. Refused Applicants may appeal this decision and there shall be a review process which will be overseen by an independent panel.

Register of members

- 17 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.

Withdrawal from membership

- 18 Any person or incorporated body who wishes to withdraw from membership shall provide the company at least twenty-eight [28] days' clear written notice to that effect; on receipt of the notice by the company, they shall cease to be a member.

Expulsion from membership

- 19 Any person or incorporated body may be expelled from membership by special resolution (see Article 35), 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.
 - 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

- 20 Membership shall cease on death.

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- 21 A member may not transfer their membership to any other person.

GENERAL MEETINGS

General meetings (meetings of members)

- 22 All general meetings, other than the annual general meeting, shall be called general meetings, regardless of the business to be conducted.
- 23 The directors will hold a minimum of two [2] meetings per year for the purpose of engaging with and providing information to the public.
- 24 The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
- 25 Not more than 15 months shall elapse between one annual general meeting and the next.
- 26 The business of each annual general meeting shall include:
- a) a report by the chairperson on the activities of the company.
 - b) consideration of the annual accounts of the company.
 - c) consider any requests to become a director of the company.
 - d) the appointment of one or more independent financial examiners.
 - e) consideration of any notices or motions.
- 27 The directors may convene a general meeting at any time.
- 28 The directors must convene a general meeting if there is a valid requisition by three [3] members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of meetings.

- 29 At least twenty-one [21] clear days' notice must be given of an annual general meeting or a special general meeting called for the passing of a special resolution or a resolution removing someone as a director. All other directors' meetings shall also be called by at least seven [7] clear days' notice.
- 30 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other meeting shall be called a Directors' Meeting.
- 31 A notice calling a meeting shall specify the time and place of the meeting and (a) indicate the general nature of the business to be dealt with at the meeting and (b) if

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a special resolution (see Article 35, 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.

- 32 Notice of every Annual/Special general meeting shall be given to all the members, directors, and any Auditors:
- a) in hard copy form or by electronic email; or
 - b) notices in public places and the use of local media where possible; 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

- 33 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/Special Meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with Articles 33 to 35. 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.

- 34 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 the company.

- 35 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/Special Meeting, providing proper notice of the meeting has been given in accordance with Articles 30 to 32.

Procedure at meetings

- 36 No business shall be dealt with at any Annual General/Special Meeting unless a quorum is present; the quorum for an Annual General/Special meeting shall be 3 individuals. The quorum at directors’ meetings shall be 3 of the directors who are entitled to vote (each being a member or a proxy for a member) providing always that at no time shall all the directors appointed by The Fife Council form a quorum or a majority of the quorum.

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- 37 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.
- 38 The chairperson of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chairperson 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. In the absence of any directors then the members present shall elect from among themselves the person who will act as chairperson for that meeting.
- 39 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, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 40 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) should be given personally.
- 41 Proxy votes shall be permitted where these are notified to the company, in a valid format, by a member and received at the registered office of the company not less than 48 hours (weekends are excluded from this requirement) before the start of the general meeting. A valid format means that it must:
- a. state the name and address of the member appointing the proxy.
 - b. identify the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed.
 - c. be signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - d. is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 42 The company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 43 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 44 Unless a proxy notice indicates otherwise, it must be treated as;
- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and,

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- b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

- 45 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, but the status quo will remain. This does not stop the motion being tabled at a future date.
- 46 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 or by video/electronic participation at the meeting and entitled to vote); 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.
- 47 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, and the chairperson's decision shall be final and conclusive.
- 48 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held. Any such resolution may consist of several instruments in the like form each executed by or on behalf of one or more members.

DIRECTORS

- 49 The maximum number of directors shall be not more than twelve [12] with the minimum number of three [3] who shall, subject to these Articles, be responsible for ensuring that all company's business to be carried out.

Appointment of Directors

- 50 Any person who is willing to act as a director and is permitted by law to do so may be appointed to be a director by ordinary resolution or by a decision of the directors.
- 51 While it remains a member of the company The Fife Council may appoint up to two directors of the company and one alternate Director for each director so appointed and shall be entitled to remove any director or alternate director so appointed at any time and appoint any other person to be a director or alternate director in place of the director or alternate director so removed or in place of any director or alternate director vacating office in any way and originally appointed by The Fife Council.
- 52 Notwithstanding the terms of Article 51 at no time shall the directors appointed by The Fife Council be a majority of all directors appointed.
- 53 Any director must be over the age of eighteen (18) and not disqualified from acting as a Charity Trustee or Company Director by law.

54 The directors shall not be required to retire by rotation.

Termination of office

55 A director shall automatically vacate office if:

- (a) they cease to be a director through 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 three consecutive meetings of the directors, and the directors resolve to remove them from office.
- (h) they are removed from office by resolution of the Directors.

Register of Directors

56 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 specifying the date on which any person ceased to hold office as a director.

Co-opting Directors

57 From the first AGM onwards, up to two [2] additional individuals may be co-opted from time to time by the directors themselves, as follows:-

- (a) Subject to Article 57, a co-opted director shall serve until the next AGM after his/her co-option.
- (b) A co-opted director can be re-co-opted by the directors immediately after such AGM.
- (c) For the avoidance of doubt, a co-opted director may participate fully in and vote at all directors' meetings which they attend.

Office Bearers

58 The directors will elect a Chairperson from amongst themselves.

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59 The Chairperson shall cease to hold office at the end of the Annual General Meeting of the membership but shall then be eligible for re-election.

60 The Chairperson 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 to the Company.

Directors' Powers

61 Subject to the provisions of the Act, (the Companies Act 2006), and these Articles, and subject to any directions given by the Members 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.

62 Any meeting of the directors at which a quorum is present, as stated in Article 72, may exercise all of the powers exercisable by the directors.

63 All acts done and all decisions made by the directors shall be valid, notwithstanding that it afterwards be discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office or had vacated office or were not entitled to vote.

Personal interests

64 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 excluded (in terms of Article 68) from voting on the question of whether or not the company should enter into that arrangement.

65 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 other party who/which is deemed to be connected with him/her for the purposes of the Act) or if the interest arises by virtue of being a member of The Fife Council, has a personal interest in that arrangement.

66 A director will not be excluded 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 66) and may retain any personal benefit which they gain from their participation in that arrangement.

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.
- c) the requirements of Article 67 are complied with; and
- d) the requirements of the Act and the 2005 Act are complied with.

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- 67 No director may be given any remuneration by the company for carrying out their duties as a director.
- 68 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).
- 69 The directors may be paid all pre-approved travelling and other expenses reasonably incurred by them in connection with the carrying out of their duties.

DIRECTOR'S MEETINGS

Procedure at Director's Meetings

- 70 Any director may call a meeting of the directors or request the calling of a meeting of the directors.
- 71 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 not be entitled to a casting vote, but the status quo will remain. This does not stop the motion being tabled at a future date.
- 72 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 50% of the total number of directors or 3 whichever is the higher.
- 73 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 (co-opting) or of calling a Special General meeting.
- 74 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 (vested interest).
- 75 Unless they are unwilling to do so, the chairperson of the company shall preside as chairperson at every directors' meeting at which they are present; if the chairperson 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.
- 76 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

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avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.

- 77 Meetings may be held by telephone conference, video conference or other electronic means as appropriate.

Conduct of Directors

- 78 Each of the directors shall, in exercising their functions as a director of the company, act in the interests of the company; and 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 (e.g. 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.
 - (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 about the matter in question.
- (d) to comply with the company's code of conduct always; and
- (e) ensure that the company complies with any direction, requirement, notice, or duty imposed on it by the Act. i.e. Companies Act 2006.

Delegation to sub-committees

- 79 The directors may delegate any of their tasks to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine.

- a) Such sub-groups shall be set up with a specific remit which will lay down the purpose of the group, any powers delegated from the main committee and timescales associated with it.
- b) The group shall make recommendations back to the main committee, who shall have all decision-making authority over the group and shall have the responsibility of those decisions.
- c) At least one member of the committee shall sit on any sub-group and provide a report at each committee meeting after the group set up to inform the rest of the committee members on progress to date.
- d) The chairperson is an ex-officio member of all sub-groups.

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- 80 Any delegation of powers is subject to such conditions as the directors may impose and may be revoked or altered.
- 81 The rules of procedure for any sub-committee shall be as prescribed by the directors. Final decision-making shall always rest with the directors.

ADMINISTRATION

Operation of bank accounts

- 82 Any bank account or other account operated on behalf of the company by a financial institution in which any part of the assets of the company is deposited shall be operated by the directors and shall indicate the name of the company. All cheques and orders for the payment of money from such an account shall be signed by two out of three specified unrelated signatories authorised for this purpose by the directors in accordance with the financial regulations of the company and the terms of any mandates with the company's bankers.
- 83 The company may, subject to ensuring sufficient safeguards in terms of computer security and password management protocols, operate any or all its bank accounts by electronic means. Authorised use of any such systems will be determined and reviewed by the directors.
- 84 No named signatories to the bank account may be connected. The Charities and Trustee Investment (Scotland) Act 2005 defines "connected" as:

"Any person to whom the [signatory] is married, is the civil partner of the [signatory] or with whom the [signatory] is living as husband and wife or, where the [signatory] and the other person are of the same sex, in an equivalent relationship.

Any child, parent, grandchild, grandparent, brother, or sister of the [signatory] (and any spouse of any such person)

For the purposes of the above, a person who is another person's stepchild or brought up or treated by another person as if the person were a child of the other person, is to be treated as that other person's child."

Secretary & Treasurer

- 85 The directors may from time to time appoint a company secretary and a treasurer, and on the basis that the term of the appointment, the remuneration (if any) payable, and such conditions of appointment shall be as determined by the directors. The company secretary and/or the treasurer may be removed by them at any time.

Accounts, Minutes and Record Keeping

- 86 The directors shall ensure that accurate and complete records are kept of all directors' meetings of the company, and meetings of any sub-committee of the directors. Said records shall, inter alia (among other things), record those present for some or all of the meeting, the decisions taken at that meeting and (as far as

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possible) shall be signed by the chairperson of the meeting which approves the minutes).

- 87 The directors shall ensure that proper accounting records are maintained, and annual accounts prepared in accordance with all applicable statutory requirements.
- 88 Where the company is required by law to have its annual accounts audited, the directors shall ensure that an audit is carried out by a qualified auditor. Where no audit is required by law, the directors shall ensure that the annual accounts are independently examined.
- 89 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 an appointed qualified auditor and their duties regulated in accordance with the relevant provision of the Act.
- 90 All members shall have any right of inspecting any accounting or other records, or any document of the company, having given notice of fourteen [14] clear days.

Notices

- 91 Any notice which requires to be given to an individual member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the 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.
- 92 Any notice, if sent by post, shall be deemed to have been given at the expiry of 72 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. (i.e., certificate of posting)
- 93 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 i.e., a hard copy of sent email would be required.

MISCELLANEOUS

Winding-up

- 94 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, and approval by OSCR if necessary, such property shall not be paid to or distributed among the members of the company; that property shall instead be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the company.

95 The charity or charities to which property is transferred under Article 96 shall 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 jurisdiction at the time.

96 To the extent that effect cannot be given to the provisions of Articles 97 and 98, the relevant property shall be applied to some other charitable purpose or purposes.

Indemnity

97 Every director, other officer, member 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 he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include (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 company.

98 To the extent permitted by the Companies Act 2006, the company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other member of the company 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).

Constitution of Company

99 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company insofar as they are repeated here.

Defined Terms

100 In these articles of association, unless the context requires otherwise:

- a) "Act" means the Companies Act 2006.
- b) "2005 Act" means the Charities and Trustee Investment (Scotland) Act 2005.
- 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 2006, 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.

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- e) "electronic form" has the meaning given in section 1168 of the Act.
- f) "Members" means the members of the Company.
- g) "Company" The Fife Environment Trust.
- h) Area will be defined as Scotland in its entirety.
- i) "Directors" means the directors of the Company from time to time (or any duly constituted committee of them) and "Director" means any of them.
- j) "OSCR" means the Office of the Scottish Charity Regulator.
- k) "Person" includes a natural person , corporate or unincorporated body (whether or not having separate legal personality)
- l) "property" means any property, heritable or moveable, real or personal, wherever situated.
- m) "subsidiary" has the meaning given in section 1159 of the Act; and
- n) "clear days" shall be taken to mean that, for the notice period, 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..

- 101 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.
- 102 The singular includes the plural and vice versa and reference to any gender includes all genders.
- 103 Words and expressions defined in the Act shall, save where otherwise defined in these Articles, bear the same meanings herein.