

## Special resolution to amend the Company's Articles of Association

Whale, The Arts Agency

Scottish Charity SC020305

Company Limited Guarantee SC180118

Date Sent to Members: 11<sup>th</sup> November 2019

On 15<sup>th</sup> November 2019 at WHALE Arts Centre, 30 Westburn Grove, Edinburgh, EH14 2SA the special resolution was agreed and passed unanimously by the members:

### Amendments to the Memorandum of Association and Articles of Association of the Company:

#### Addition of Article 5.2 and added a 5.3 of the Mem of Assoc, to read:

5.2 the payment in good faith to any director of out of pocket expenses incurred by him/her in or about the performance of his/her duties, except as stated hereafter;

5.3 the company being entitled to pay reasonable and proper remuneration to any director or member of the company in return for services actually rendered to the company

#### Amended Article 17 of the Articles of Assoc, to read:

1 No business shall be transacted at a General Meeting unless a quorum of at least 10% or 10 (whichever is lower) of those members entitled to vote at a General Meeting of the Company be present at the time when the meeting proceeds to business. For the purpose of this Article the members of the Company at a date determined as two months prior to the convening of any General Meeting shall be those entitled to vote.

#### Amended Article 40 by adding 40.1 and 40.2, to read:

40.1 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the organisation should enter into the arrangement - a member of the board will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and subject to the provisions relating to remuneration for services contained in Sections 67, 68 and 68A of the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.

40.2 For the avoidance of doubt, it is permissible for a member of the board to be employed as a sessional worker or otherwise, provided that:

40.2.1 such employment is explicitly authorised by the Board; and

40.2.2 it is temporary; and

40.2.3 it be in accordance with the rules laid down in clause 40.1

Date: 15.11.19

Signed:

Grant Williams, Vice-Chair of the Board of Trustees



TUESDAY



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18/02/2020

#488

COMPANIES HOUSE

**THE COMPANIES ACTS 1985 AND 1989**

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

**MEMORANDUM OF ASSOCIATION**

**of**

**WHALE, THE ARTS AGENCY**

**COMPANY NUMBER: SC180118**

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THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION  
OF  
WHALE, THE ARTS AGENCY

- 1 The Company's name is WHALE, The Arts Agency.
- 2 The Company's registered office is to be situated in Scotland.
- 3 This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the company such that any activity which would otherwise be permitted by the clause may be carried out only if that activity furthers a purpose which is regarded as charitable for the purposes of Section 505 of the Income and Corporation Taxes Act 1988. Subject to the over-riding qualification the company's objects are:
  - 3.1 To advance education and knowledge of the arts among the people of Wester Hailes and the surrounding area, by delivering lifelong learning, training and inclusive routes into further education and by becoming a best practice model of arts service and
  - 3.2 to promote, establish and operate other schemes of a charitable nature for the benefit of the said people.
- 4 In furtherance thereof but not otherwise the Company may:
  - 4.1 acquire by gift, purchase, feu, lease or licence any buildings or land or any moveable property corporeal or incorporeal or any rights in the same and restore, alter, develop, extend or build such buildings, facilities or accommodation as the Directors of the Company may think is in the best interests of the Company with a view to carrying out the Company's objects or as is reasonably incidental thereto and may dispose of, lease, part with or share occupation of or deal with any interest in any such land, buildings or other property;
  - 4.2 borrow, invest, raise and lend money or give credit in any manner and secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage, charge, standard security, lien or security, secure and guarantee the performance by the Company of any obligations or liability it may undertake or which may become binding on it;
  - 4.3 give guarantees, enter into Contracts of Indemnity and securities of all kinds,

and receive money or securities on deposit or loan all upon any terms and conditions and in any manner and in relation to any person, firm or company including shareholders and directors of the Company;

- 4.4 effect insurance against risk of all kinds;
- 4.5 undertake and execute any charitable trusts or any agency business which may be necessary or conducive to any of the objects of the Company;
- 4.6 establish and support and aid in the establishment and support of any other charitable association formed for all or any of the objects of the Company and promote or join in the promotion of any charitable company or companies for the purpose of carrying on any activity or business which the company is authorised to carry on;
- 4.7 enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable or benevolent body, whether incorporated or unincorporated;
- 4.8 establish a separate company or companies for the purpose of trading;
- 4.9 amalgamate with any Charitable Companies, Institutions, Societies, Associations or Trusts having objects similar to those of the Company with a similar restriction on the distribution of surplus assets on liquidation;
- 4.10 transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the Companies, Institutions, Societies, Associations or Trusts with which the Company is authorised to amalgamate;
- 4.11 pay all expenses preliminary or incidental to the formation of the Company and its registration;
- 4.12 advertise, print and publish any newspapers, magazines, periodicals, books or leaflets that the Company may consider desirable for the promotion of its objects and mount exhibitions or presentations of the Company's aims, activities and achievements;
- 4.13 bring together the said inhabitants, voluntary organisations, local authorities and other statutory agencies in a common effort to achieve the above charitable objects;
- 4.14 do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
- 4.15 do all other lawful things as are conducive or incidental to the attainment of any of the above objects;

but the objects and powers hereby conferred shall be subject to the restriction contained in the following clause 5.

- 5 The income and property of the Company wherever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this memorandum of association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company

PROVIDED that nothing herein shall prevent:

- 5.1 the payment in good faith by the Company of interest at a rate not exceeding 2 per centum per annum below the base rate for lending from time to time of the Bank of Scotland on money lent by any member or Director of the Company, or the reimbursement to any person of interest at a commercial rate on money borrowed by any such person on behalf of and for the benefit of the Company or reasonable and proper rent for premises let by any member or Director of the Company or reimbursement of outlays properly incurred on behalf of the Company;
- 5.2 the payment in good faith to any director of out of pocket expenses incurred by him/her in or about the performance of his/her duties, except as stated hereafter;
- 5.3 the company being entitled to pay reasonable and proper remuneration to any director or member of the company in return for services actually rendered to the company<sup>1</sup>
- 6 So long as the Company is recognised by the Inland Revenue as having charitable status no addition, alteration or amendment shall be made to or in this memorandum of association for the time being in force unless the same shall have been previously submitted to and approved by the appropriate section of the Inland Revenue for Scotland.
- 7 The liability of the members is limited.
- 8 Every member of the Company undertakes to contribute to the Company's assets if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such total amount as may be required not exceeding £1.
- 9 If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever subject to any prior rights created independently of the memorandum the same shall not be paid or distributed among members of the Company but shall be given or transferred to an

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<sup>1</sup> Amended on 15 November 2019 by unanimous vote at Annual General Meeting

institution or institutions recognised as a charity in law and having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as it is imposed on the Company under or by virtue of Clause 5 hereof, such charitable ~~institution or institutions to be determined by the members of the Company~~ at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object.

We, the subscribers to this memorandum of association, wish to be formed into a Company pursuant to this memorandum.

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NAMES ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

- |   |   |                                       |
|---|---|---------------------------------------|
| 1 | Lycidas Nominees Limited<br>292 St Vincent Street<br>Glasgow    | Director, Lycidas Nominees Limited    |
| 2 | Lycidas Secretaries Limited<br>292 St Vincent Street<br>Glasgow | Director, Lycidas Secretaries Limited |

Dated 30 September 1999

Witness to the above signatures

Graeme Sproule  
Trainee Solicitor  
49 Queen Street  
Edinburgh

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

WHALE, THE ARTS AGENCY

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**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**WHALE, THE ARTS AGENCY**

**1 In these Articles:**

"The Act"	means	the Companies Act 1985 and any amendments thereof.
"The Articles"	means	these Articles of Association or such as are in force from time to time.
"The Board"	means	the Board of Directors of the Company constituted in terms of the Articles.
"Board Member" or "Member of the Board"	means	a member for the time being of the Board of the Company with full voting rights.
"The Company"	means	Whale, The Arts Agency.
"person"	means	any individual, company, partnership, body corporate or unincorporated association.
"Secretary"	means	either the honorary secretary or the assistant secretary (if any) of the Company for the time being appointed in the terms of the Articles, unless the context specifically determines the one or the other.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to handwriting, typescript, printing, lithography, photography, and other means of representing or reproducing words in a visible form. Words importing the singular number only include the plural and vice versa and words importing the masculine gender include the feminine gender, unless the context requires otherwise, and words or expressions contained in these Articles shall bear the same meaning as in the Act or statutory modification thereof in force at the date at which these regulations become binding on the Company.

**2 The Company is established for the purposes expressed in the Memorandum of**



Association.

### **Membership**

- 3 Except as may otherwise be resolved by the Company in general meeting there shall be no limit on the number of persons registered as members of the Company provided they satisfy the qualifications set out in the Articles.
- 4 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with the Articles shall be members of the Company.
- 5 A register of members for the time being shall be kept by the Secretary and shall contain each member's name, address and date of admission to the Company and so far as applicable, comply with the provisions of section 352 of the Act.
- 6 The rights and privileges of membership shall not be transferable or transmissible.

### **Qualifications of Membership**

- 7 Any person nominated by two members of the Company shall be eligible to become a member of the Company. He shall continue to be a member of the Company subject to the remaining provisions of these Articles.
- 8 The application of a person for membership in terms of Article 7 above provided shall be in writing signed by the applicant and countersigned by two members and left with the Secretary at the registered office.
- 9
  - 9.1 The Secretary shall place the application before the Board members at the next Board meeting to be held after receipt of the said application.
  - 9.2 The Board may in their absolute discretion and without assigning any reason therefor admit or refuse the applicant's request.
  - 9.3 The Secretary shall thereafter signify in writing that decision to the applicant and, if that decision is to admit him to membership, shall enter the name of the person in the books of the Company, whereupon that person shall become a member.

### **Retirement of Members**

- 10 A member of the Company shall forthwith cease to be a member if:
  - 10.1 he dies;
  - 10.2 he becomes of unsound mind;
  - 10.3 he resigns;

- 10.4 he becomes apparently insolvent;
  - 10.5 he is expelled;
  - 10.6 being a body corporate partnership or unincorporated association it enters into receivership administration or liquidation, or is wound up or struck from the register, or dissolved, or becomes apparently insolvent, or suffers the appointment of a trustee in bankruptcy or for behoof of creditors, or any other analogous form of insolvency proceedings.
- 11 Any member of the Company who shall desire to retire shall signify such desire in writing to the Secretary, and thereupon his name shall be removed from the list of members and he shall be deemed to have retired.
- 12 12.1 A member may be expelled by a resolution carried by two thirds of the members present in person or by proxy and voting on a poll at an annual or special general meeting of the Company, of which notice has duly been given. If on due notice having been served upon him the member fails to attend the meeting without due cause the meeting may proceed in his absence.
- 12.2 A person expelled from membership shall cease to be a member on the date at which the resolution to expel him was carried under this rule.
- 12.3 No person who has been expelled from membership shall be readmitted other than by a resolution carried by the votes of two thirds of the members present in person or by proxy and voting on a poll at any general meeting of which notice has been duly given.

### General Meetings

- 13 The Company shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that calendar year and shall specify the meeting as such in the notice calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next, provided that so long as the Company holds its first general meeting within eighteen months of its incorporation, it need not hold it in the calendar year. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
- 14 The business to be transacted at each Annual General Meeting of the Company shall include:
- 14.1 consideration of reports of the Company's activities and financial position and of the income and expenditure account and balance sheet to be presented to the meeting;
  - 14.2 the election of members of the Board of Directors;

- 14.3 the appointment of the Auditors or Independent Examiners;<sup>2</sup>
- 14.4 the transaction of any other general business of the Company included in the notice convening the meeting.
- 15 Other General Meetings shall be called Extraordinary General Meetings. The Board of Directors may, whenever it thinks fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting in default may be convened by such requisition as is provided by Section 368 of the Act.
- 16 16.1 Subject to the provisions of Section 369 of the Act, seven clear days' notice of meetings, at least, or (in the case of an Annual General Meeting or a Meeting convened to pass a Special Resolution), twenty one clear days' notice, at least, shall be given to such members as are, under the provisions herein contained, entitled to receive notices from the Company, and also to the Company's Auditors or Independent Examiners.<sup>3</sup> The length of notice in every case shall be calculated exclusive of the day on which the Notice is served or deemed to be served and the day for which it is given.
- 16.2 A meeting shall notwithstanding that it is called by shorter notice than that specified in the preceding Article, be deemed to have been duly called if it is so agreed:
- 16.2.1 in the case of a meeting called as the Annual General Meeting by all members having the right to attend and vote thereat; and
- 16.2.2 in the case of any other meeting, by such proportion of the members as is prescribed in the Act.
- 16.3 Every notice of meeting shall specify the place, the day and the hour of meeting, and the general nature of the business to be transacted. The notice convening an Annual General Meeting shall specify the meeting as such, and the notice convening a meeting to pass a Special or Extraordinary Resolution shall specify the intention to propose the Resolution as a Special or Extraordinary Resolution as the case may be.
- 16.4 The accidental omission to give notice at any meeting to, or the non receipt of a notice by any person entitled to receive notice shall not invalidate any resolutions passed or any proceedings at any meeting.

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<sup>2</sup> Amended on 20<sup>th</sup> November 2012 by unanimous vote at Annual General Meeting

<sup>3</sup> Amended on 20<sup>th</sup> November 2012 by unanimous vote at Annual General Meeting

### Proceedings at General Meetings

- 17 No business shall be transacted at a General Meeting unless a quorum of at least 10% or 10 (whichever is lower) of those members entitled to vote at a General Meeting of the Company be present at the time when the meeting proceeds to business. For the purpose of this Article the members of the Company at a date determined as two months prior to the convening of any General Meeting shall be those entitled to vote<sup>4</sup>.
- 18 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board of Directors may determine, and if at the adjourned meeting at least three persons are present, those present shall be a quorum.
- 19 The Chairperson of the Board of Directors shall preside at every General Meeting if he be present and willing. If he is not present and willing to preside at the time fixed for the opening of the meeting or within fifteen minutes thereafter the members present shall choose one of themselves to be Chairperson of the Meeting.
- 20 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and place to place, but no business shall be transacted except for that left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 21 At any General Meeting a Resolution put to the vote shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three members present or by the Chairperson, or by any member or members present and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or lost, or carried or not carried, by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 22 If a poll is duly demanded, it shall be taken in such manner and at such time as the Chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of the Chairperson shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs. The demand for a poll may be withdrawn.

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<sup>4</sup> Amended on 15<sup>th</sup> November 2019 by unanimous vote at Annual General Meeting

- 23 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or the poll is demanded shall be entitled to a second or casting vote.
- 24 Proper minutes shall be kept of all proceedings of General Meetings and of the meetings of the Board of Directors and of any Special and Advisory Committees by the Secretary, or such other person as the Board of Directors may appoint to act for him.

#### **Votes of Members**

- 25 Every member shall have one vote and a poll vote must be given personally.
- 26 No member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question at any General Meeting.

#### **Board of Directors**

- 27 Subject to the remaining provisions of the Articles, there shall be a minimum of four and a maximum of twelve Directors of the Company. It is desired that local directors should be in the majority and that not more than six shall be from outwith the area of Wester Hailes and the surrounding district. All Directors shall be entitled to receive notice of and attend and speak at all General Meetings of the Company. There shall be a Board of Directors consisting of elected members of the Company. Until there shall be a Board of Directors so constituted the first members of the Board of Directors shall be such persons as shall sign the statement required by Section 10 of the Act consenting to be members of the Board of Directors.<sup>5</sup>
- 28 The business of the Company shall be managed by the Board of Directors, who may exercise all such powers of the Company as are not by Statute or by these Articles required to be exercised by the Company in General Meeting, subject always to such regulations or methods as may be prescribed by the Company in General Meeting.
- 29 The Board of Directors shall be such number as the Company may decide in General Meeting from time to time.

#### **Election of Board Members**

- 30 At each Annual General Meeting (other than the First Annual General Meeting, at which all the members of the Board of Directors shall retire) one third of the members of the Board of Directors subject to retirement by rotation, or, if their number is not three or a multiple of three, then the number nearest to one third shall retire from office; and if there is only one member of the Board of Directors who is subject to retirement by rotation, he shall retire. Those members of the Board of Directors to retire by rotation shall be those who have been longest in office since their last

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<sup>5</sup> Amended on 6<sup>th</sup> November 2006 by unanimous vote at Annual General Meeting

appointment or reappointment, but as between persons who became or were last reappointed members of the Board of Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. If the Company, at the meeting at which the member of the Board of Directors retires, does not fill the vacancy, the retiring member of the Board of Directors shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of that member of the Board of Directors is put to the meeting and lost.

- 31 Nominations to the Board of Directors should be submitted in writing to the Secretary at least two weeks prior to the Annual General Meeting or other General Meeting if appropriate but at the discretion of the Chairperson nominations may be accepted from the floor.
- 32 Any casual vacancy in the Board of Directors may be filled by the Board. Members appointed to fill casual vacancies shall hold office (subject to Article 50) until the close of the next Annual General Meeting of the Company, but shall be subject to earlier removal by Resolution of the Company passed by two thirds of the members attending and having the right to vote.
- 33 The Board of Directors may act although their number is, or is reduced by death, retirement or otherwise, below the minimum number if any determined by the Company in General Meeting providing that if at any time their number is, or is reduced, below, such minimum number the members for the time being of the Board of Directors shall act only for the purpose of filling up vacancies or convening a General Meeting of the Company until there are then at least that number of members of the Board of Directors.
- 34 The Board of Directors may have power to co-opt such number of additional members of the Board of Directors as the Company shall in General Meeting decide. They shall be taken into account for the purposes of these Articles and shall retire at the next following Annual General Meeting.
- 35 A Board Member may be removed from office by a resolution carried by two thirds of the votes given thereon at an Extraordinary General Meeting which may thereupon proceed to fill the vacancy.
- 36 A Board Member shall be deemed to have vacated his office if he becomes bankrupt, or compounds with his creditors, or is convicted of an indictable offence, or absents himself from four consecutive meetings of the Board without special leave of absence. Any Board Member who is interested personally or as a member of a firm, director of a Company, or officer of a bank or building society or in any other way whatsoever in any contract, arrangement or other transaction about to be discussed by the Board shall disclose his interest and having disclosed his interest may attend and vote upon the matter under discussion, and (unless requested not to do so by the other Members of the Board) remain during its discussion of such matter. Any Board Member so interested shall not be accountable for any profit he or the Company which employs him may receive from such a transaction.

### Proceedings at Board Meetings

- 37 The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes of the Members of the Board present. In the case of an equality of votes the Chairperson shall have a second or casting vote.
- 38 The Chairperson of the Board of Directors may at any time summon a meeting of the Board by notice served upon each Member of the Board. A Member of the Board of Directors who is absent abroad shall not be entitled to notice of a meeting. Only Members of the Board of Directors are entitled to vote at such meetings.
- 39 Unless otherwise determined by the Company in General Meeting the quorum at the Meeting of the Board of Directors shall be three, other than in respect of the period until the resignation of the Director signatory to the Form 10 for the Company's incorporation when the quorum shall be one.<sup>6</sup>
- 40 Members of the Board shall be entitled to remuneration of any reasonable expenses incurred as a result of membership on the Board. These must be agreed in advance by the Board and will be in line with current procedures applying to staff and volunteers.<sup>7</sup>
- 40.1 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the organisation should enter into the arrangement - a member of the board will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and subject to the provisions relating to remuneration for services contained in Sections 67, 68 and 68A of the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
- 40.2 For the avoidance of doubt, it is permissible for a member of the board to be employed as a sessional worker or otherwise, provided that:
- 40.2.1 such employment is explicitly authorised by the Board; and
- 40.2.2 it is temporary; and
- 40.2.3 it be in accordance with the rules laid down in clause 40.1<sup>8</sup>
- 41 Meetings of the Board shall be presided over by the Chairperson or in his absence by one of the Members of the Board to be chosen by those present.
- 42 Any Member of the Board may appoint any other member of a sub group to act as an alternate director in his place.

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<sup>6</sup> Amended on 6<sup>th</sup> November 2006 by unanimous vote at Annual General Meeting

<sup>7</sup> Amended on 27<sup>th</sup> October 2008 by unanimous vote at Extraordinary General Meeting

<sup>8</sup> Amended on 15<sup>th</sup> November 2019 by unanimous vote at Annual General Meeting

### Powers of Board

- 43 The business of the Company shall be conducted by the Board which may exercise all such powers as may be exercised by the Company in general meeting, subject nevertheless to the provisions of these rules and any regulations not inconsistent with these rules made from time to time by the Company in General Meeting. Any person acting in good faith and without prior notice shall not be concerned to see or inquire whether the powers of the Board have been restricted by any regulations so made. The Board shall in all things act for and in the name of the Company.
- 44 The Board shall have the power to appoint and remove solicitors and such other agents and consult such professional advisors as it may think fit. It shall have full power from time to time to determine their fees or remuneration.
- 45 The Company in General Meeting and (subject to any restriction or conditions imposed by the Company in General Meeting) the Board of Directors respectively may appoint and dissolve sub-Committees or working parties to consider and report on any particular subject as they may from time to time think fit. Only sub committees or working parties made up exclusively of directors shall have delegated decision-making powers as approved by the Board.
- 46 The Board of Directors may invite and appoint such person or persons as they shall think fit to be a Patron of the Company and shall consult with and take the advice of such Patron or Patrons from time to time as may be thought fit. Patrons shall have such powers and duties as may be determined by the Board of Directors but shall not be Members of the Company and shall not receive a salary from the Company.
- 47 All acts done in good faith by any meeting of the Board or of any sub-Committee shall, notwithstanding that it shall afterwards be discovered that there was any defect in the appointment of any Board Member or Board Members or that any one or more of them were disqualified, be as valid as if every Board Member had been duly appointed and was duly qualified to serve.
- 48 A resolution in writing signed by all Board Members or by all the Members of a sub-Committee shall be as valid and effectual as if it had been passed at a meeting of the Board or sub-Committee duly called and constituted.

### Election of Officers

- 49 The Chairperson of the Company shall be a Board Member and shall be elected by the Board of Directors from persons who are at that time existing Board Members. Election will take place at the first meeting of the Board of Directors after the Annual General Meeting and shall be by a majority vote of the Board of Directors constituting a quorum and entitled to vote. The Chairperson will hold office until the following Annual General Meeting or until such time as the office is vacated, whichever is soonest.<sup>9</sup>

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<sup>9</sup> Amended on 27<sup>th</sup> October 2008 by unanimous vote at Extraordinary General Meeting



- 50 The office of any Member of the Board of Directors shall be vacated:
- 50.1 if he resigns his office by a notice in writing to the Company; or
  - 50.2 if he is removed from office by a resolution passed by two thirds of the Members present and voting at a General Meeting of the Company; or
  - 50.3 if he becomes bankrupt or of unsound mind; or
  - 50.4 if he ceases to hold office by virtue of any provisions of the Act; or
  - 50.5 if he accepts remuneration in contravention of the Memorandum of Association.
- 51 No officer shall be liable for any loss happening to the Company through the duties of his office, unless the loss be the consequence of his own dishonesty or gross negligence.

#### Accounts

- 52 The Board of Directors shall cause to be kept such books of account as are necessary to exhibit and explain the transactions and financial position of the Company and to give a true and fair view of the state of its affairs and in particular (but without limiting the generality of the foregoing provisions) proper books of account with respect to:
- 52.1 All sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place;
  - 52.2 All sales and purchases of goods by the Company;
  - 52.3 The assets and liabilities of the Company.
- 53 The books of account shall be kept at the Registered Office of the Company or, at such other place as the Board thinks fit, and shall always be open to the inspection of Members of the Board.
- 54 In respect of each financial year of the Company the Board of Directors shall lay before the Company in General Meeting copies of accounts of the Company for that year.
- 55 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's or Independent Examiner's Report, shall not less than twenty one days before the date of the Meeting be sent to all persons entitled to receive notice of General Meetings of the Company.<sup>10</sup>

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<sup>10</sup> Amended on 20<sup>th</sup> November 2012 by unanimous vote at Annual General Meeting

### Audit or Independent Examination

- 56 Once at least in every year the accounts of the Company shall undergo an appropriate external scrutiny requirement by either a registered auditor or an appropriately qualified independent examiner.<sup>11</sup>

### Notices

- 57 Any notice may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter, addressed to such person at his registered address as appearing in the Register of Members.
- 58 Any person described in the Register of Members by an address not within the United Kingdom, who shall from time to time give to the Company an address within the United Kingdom at which notices may be served upon him at such address, shall be entitled to receive any notice from the Company.
- 59 Any notice served by post shall be deemed to have been served on the day following that on which the letter containing the same was put into the post office, and in proving such service it shall be sufficient to show that the letter containing the same was properly addressed and put into the post as a prepaid letter.

### Regulations

- 60 The Company in General Meeting may from time to time make such regulations in the form of bye-law, standing orders or otherwise, not inconsistent with the Articles, or amounting to such an addition thereto or alteration thereof as could only legally be made by Special Resolution, as they think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Board of Directors and any Special or Advisory Committee.

### Indemnity

- 61 Subject to the provisions of Section 310 of the Act any officer of the Company or Member of the Board of Directors or of any sub-Committee, working party, Special or Advisory Committee of the Company shall be:
- 61.1 chargeable only for so much money or property as he shall actually receive for the Company; and
- 61.2 answerable only for his own acts or defaults and not for those of any other person or body, nor for any loss or damage of any kind which may happen in the election of his duties.

### Dissolution

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<sup>11</sup> Amended on 20<sup>th</sup> November 2012 by unanimous vote at Annual General Meeting

- 62 The provisions of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

NAMES ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

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- |   |   |                 |
|---|---|-----------------|
| 1 | Lycidas Nominees Limited<br>292 St Vincent Street<br>Glasgow    | Limited Company |
| 2 | Lycidas Secretaries Limited<br>292 St Vincent Street<br>Glasgow | Limited Company |

Dated 30 September 1999

Witness to the above signatures:

Graeme Sproule  
Trainee Solicitor  
49 Queen Street  
Edinburgh