

DATE

2018

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

THE COMPANIES ACTS 1985 AND 1989

ARTICLES OF ASSOCIATION OF

LIVE BORDERS

Incorporated:

Company Number: SC 243577

Charity Number: SC 034227



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF LIVE BORDERS

INTERPRETATION

1. In these Articles of Association (the 'Articles'):

'the Act' means the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts;

'Clear Days' in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect;

'the Board' means the Trustees of the Company acting collectively;

'the Local Authority' means Scottish Borders Council or its successor body;

'Memorandum' means the Memorandum of Association of the Company;

'the Office' means the registered office of the Company;

'the Seal' means the common seal of the Company;

'Secretary' means any person appointed to perform the duties of the secretary of the Company;

An 'Ordinary Trustee' is a member of the Company who is elected at the Annual General Meeting to serve on the Board of the Trust in accordance with the Articles of Association. A 'Nominated Trustee' may be a Local Authority Trustee, and Employee Trustee or a Health Board Trustee, as hereinafter provided for.

'the United Kingdom' means Great Britain and Northern Ireland;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form;

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company;

Words importing gender shall mean and include any other gender and words importing persons shall include corporations and natural persons.

OBJECTS

2. The Company's objects are to provide or assist primarily for the benefit of the community and visitors of all ages to the administrative area of the Scottish Borders and any surrounding areas each of the following:
 - (a) the advancement of:
 - (i) the arts, heritage, culture and science;
 - (ii) health through helping people improve or maintain their health
 - (iii) education through the wide variety of facilities, services, programmes, training courses and cultural, arts, heritage and science events, activities, collections and exhibitions which are provided by or organised through Live Borders;
 - (iv) community development and rural regeneration; and
 - (b) the provision of facilities and services areas for recreational, sporting or other leisure time occupation in the interests of social welfare, such facilities being provided to the public at large save that special facilities may be provided for persons who by reason of their youth, age, infirmity or disability, poverty or social or economic circumstances may have need of special facilities and services.

POWERS

3. The Charity shall have unlimited powers to carry out its charitable objects.

NON DISTRIBUTION

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles 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 members of the Company and no Trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer, employee or consultant of the Company not being a Trustee (save for the Employee Trustee) for any services rendered to the Company;
- (b) of reasonable and proper remuneration paid to the Employee Trustee in respect of his or her employment by the Company notwithstanding that he or she is a Trustee PROVIDED THAT the Employee Trustee complies with the provisions set out in these Articles of Association requiring the Employee Trustee to withdraw from any meeting whilst his or her appointment, remuneration or other terms of employment or the appointment, remuneration or other terms of employment of any other employee of the Company or employees of the Company which might affect the Employee Trustee is being discussed and PROVIDED FURTHER THAT at no time shall the majority of the Trustees be employees;
- (c) of interest on money lent by any member of the Company or of its Board at not less than 2% below the minimum lending rate of a clearing bank selected by that Board;
- (d) of reasonable and proper rent for premises let by any member of the Company or the Board;
- (e) of fees, remuneration or other benefit in money or money's worth to a company of which a Trustee may also be a member holding not more than 1/100th part of the capital of that company;
- (f) of out-of-pocket expenses to any Trustee;
- (g) of any premium paid for insurance to cover the liability of the Board;
- (h) of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his, when instructed by the Company to act in a professional capacity on its behalf PROVIDED THAT at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his appointment or remuneration, or that of his partner, is under discussion.

MEMBERS

5. The subscribers to the Memorandum and such other persons as the Board shall admit to membership shall be members of the Company. Membership is open to any individual or organisation interested in promoting the objects who applies to the Board in accordance with these Articles, subject to an application from that individual or member. The Board

shall approve or decline any such membership application as it sees fit. There shall be no more than 15 members of the Company at any one time.

6. Every person admitted to membership of the Company shall either sign a written consent to become a member or sign the register of members.
7. An application for membership may be approved or rejected by the Board. The Board shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before a final decision is made.
8. A member may withdraw as a member of the Company on giving written notice to the Secretary. A Trustee who is also a member shall automatically cease to be a member if disqualified, removed or otherwise ceases to be a director.

GUARANTEE

9. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up whilst being a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of the Company contracted before ceasing 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 amount as may be required not exceeding one pound.

GENERAL MEETINGS

10. The Company shall each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices 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 annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint. All General Meetings other than annual general meetings shall be called extraordinary general meetings.
11. The Board may whenever it thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened if requisitioned by members as provided by the Act.

NOTICE OF GENERAL MEETINGS

12. An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one Clear Days' notice in writing. Other meetings shall be called by at least fourteen Clear Days' notice in writing. The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company: provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than specified in this Article 12, be deemed to have been duly called if it is so agreed:
- (a) in the case of the annual general meeting, by all the members entitled to attend and vote at it; and
 - (b) in the case of any other general meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
13. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.
14. Notice of every general meeting shall be given in writing either personally, by electronic means or by post to:
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for giving of notices to them;
 - (b) the auditor for the time being of the Company;
 - (c) each Trustee.
15. No other person shall be entitled to receive notices of general meetings.
16. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given by post. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. In the event that notice has been given by electronic means, a receipt confirming that the email

providing notice of the meeting has been delivered to an email address provided by the member, shall be conclusive evidence that notice was given by electronic means.

17. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

PROCEEDINGS AT GENERAL MEETINGS

18. The business to be transacted at an annual general meeting shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of Trustees in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
19. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Six voting members present or such number of members representing 25% of the membership entitled to vote (whichever is the higher) who are present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, or, if during a meeting a quorum ceases to be present, the meeting shall be adjourned to such other day and at such other time and place as the Board determines. If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum. A member may attend meetings remotely by video link/conference call.

CHAIRMAN

20. At the Annual General Meeting of the Board the Trustees shall elect a Chair and a Vice Chair from among their number who shall hold office for a year but be eligible for re-election for a further year. No individual shall ordinarily hold the office of Chair or Vice Chair for more than three consecutive years. In exceptional circumstances the Board shall have the power to extend the appointment of the Chair and Vice Chair, if willing to act, for a further one year if agreed by not less than two thirds of the members present. The Chair and the Vice Chair shall always be independent Trustees.
21. If at any meeting the Chair or the Vice Chair is not available to act as Chairman, within fifteen minutes after the time appointed for holding the meeting, the voting members present shall choose an independent Trustee present to chair that meeting.
22. The Chairman 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 from place

to place, but no other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned, notice of the adjourned meeting shall be given as in the case of an original meeting.

RESOLUTIONS

23. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded:
 - (a) by the Chairman; or
 - (b) by at least two members present and having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
24. Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect together with a record of the number or proportion of the votes recorded in favour of or against such resolution in the minutes of proceedings of the Company shall be conclusive evidence of the fact.
25. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairman. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
26. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote in addition to any other vote he may have.
27. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the Chairman of the meeting directs, not being more than thirty days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
28. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at general meetings (or organisations

by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held.

29. No notice need be given of a poll not taken immediately if the time and the place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

AMENDMENTS TO THE MEMORANDUM AND ARTICLES

30. The Memorandum and Articles may be altered by a resolution passed by not less than 75% of the members present and voting at a general meeting provided that: -

- a) the notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed;
- b) no amendment may be made to clause 1 of the Memorandum without the prior consent of the Scottish Charities Office.
- c) no amendment may be made which would have the effect of making the Company cease to be a charity at law.
- d) the Company sends to the Scottish Charities Office a copy of any amendment made under this clause

VOTES OF MEMBERS

31. Subject to Article 26, every member shall have one vote. The Board may make arrangements for postal voting on such terms and conditions as it thinks fit.
32. No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Company have been paid.
33. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
34. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the registered office before the commencement of the meeting or

adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

APPOINTMENT OF PROXIES

35. Votes may be given on a poll either personally or by proxy. On a show of hands, a member present only by proxy shall have no vote (but a duly authorised representative of a member organisation may show on a vote of hands).
36. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for taking the poll, and in default, the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
37. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"I [] a member of Live Borders,, appoint [] of [] and failing him [] of [] on my behalf at the Annual or Extraordinary General Meeting including adjourned meetings as the case may be, of the Trust to be held on the [] day of [] and at every adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution

For*

Against*

**Place cross in desired box*

As witness my hand this _____ day of

38. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS

39. Any organisation which is a member of the Company may by resolution of its Committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company.

HONORARY OFFICERS

40. The Board shall have the power, at its sole discretion to appoint honorary officers including but not limited to a president or a patron ('Honorary Officers').
41. The Board shall be entitled to appoint Honorary Officers for life or such other term of appointment as the Board may decide.
42. Honorary Officers shall not be entitled to attend meetings of the Board, but may attend if invited by the Board, and shall be entitled to attend general meetings of the Company but not to vote at the same or count towards the quorum unless entitled to vote as a member of the Company.

TRUSTEES

43. Unless otherwise determined by the Company, the Board shall consist of eleven to fifteen individuals all of whom shall be or shall be required to become a member of the Company.
44. The first Trustees shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act, who shall be deemed to have been appointed under these Articles. Future Trustees shall be appointed as provided subsequently in these Articles.
45. The Board shall consist of:
- (a) 3 individuals nominated by the Local Authority ("Local Authority Trustees");
 - (b) 1 employee of the Company (the "Employee Trustee");
 - (c) 1 individual nominated by NHS(Borders) ("Health Board Trustee")
 - (d) Up to 10 other persons appointed by the Trustees or elected by the members of the Company in accordance with these Articles ("Ordinary Trustees").

46. The Trustees may be paid all reasonable out of pocket, hotel and other expenses properly incurred by them in attending and returning from Board meetings or general meetings of the Company or in connection with the business of the Company.

BORROWING POWERS

47. 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 or of any charitable body where such action will directly further the objects of the Company.

POWERS AND DUTIES OF THE TRUSTEES

48. The business of the Company shall be managed by the Board who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in general meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in general meeting; but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
49. All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine provided that all cheques shall be signed by not less than two authorised signatories.
50. The Board shall arrange for minutes to be made:
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the Trustees present at each Board meeting; and
 - (c) of all resolutions and proceedings at all meetings of the

Company. ELECTION AND RETIREMENT OF TRUSTEES

51. In every notice for an annual general meeting, the Board shall set out its requirements for the skills, qualities and experience which it needs from its Trustees. The notice shall state the extent to which those requirements are met by those Trustees continuing in office and those retiring and intending to re-offer themselves for election. In the event of any vacancies on the Board, that part of the notice shall be published.

52. In exercising their powers to nominate, appoint, reappoint, elect, re-elect, approve and dismiss Trustees, both the members and Trustees shall seek to ensure that the Board is representative of those with an interest in the services and facilities offered by the Company and also comprises persons with a broad range of skills and who are likely to contribute to the Company's success.
53. The Local Authority Trustees shall be nominated by the Local Authority to serve for such period of office as shall be confirmed by the Local Authority. A written notice delivered by the Chief Executive of the Local Authority to the Secretary shall be conclusive as to who has been nominated to the Company's Board and for what period of time. The Local Authority may remove and replace the Local Authority Trustees at any time provided written notice is given to the Secretary.
54. The Local Authority Trustees shall automatically cease to be members of the Company if removed by the Local Authority pursuant to Article 53 above.
55. The Employee Trustee shall be nominated to the Annual General Meeting by way of the Staff Association, and thereby elected to the Board. The Employee Trustee shall be eligible for re-appointment on an annual basis up to a maximum number of three consecutive occasions. Thereafter the Employee Trustee must stand down and will not be eligible for election for a minimum twelve month period. The Board will invite the Staff Association to confirm their nomination to the Company Secretary not less than 28 days before the date of the Annual General Meeting.
56. At the first annual general meeting after the Company has commenced its activities all of the Trustees shall retire but will be eligible for reappointment without requirement for nomination. At each annual general meeting held thereafter, one third (or the number nearest one third) of all the Ordinary Trustees must retire, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
57. If the Company, at the meeting at which a Trustee retires in the above manner, does not fill the vacancy, the Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is expressly resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.
58. The Trustees shall have power at any time to appoint any person to be a Trustee, either to fill a casual vacancy or as an addition to the existing Trustees but so that the total number of Trustees shall not at any time exceed any maximum number fixed in accordance with

these Articles. Any Trustee so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

59. No person other than a Trustee retiring at the meeting shall be eligible for election to the Board at any general meeting unless: -

- (a) he is recommended by the Board; or
- (b) not less than 28 Clear Days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed.

60. No person may be appointed as a Trustee;

- (a) unless he has attained the age of 18 years; or
- (b) in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 62.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

61. A Trustee shall cease to hold office if he:

- (a) ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee or being involved in the administration or a charity under any statutory provision; or
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own property and affairs; or
- (c) resigns his office by written notice to the Company; or
- (d) ceases to be a member of the Company; or
- (e) is absent without the agreement of the Board from all their meetings held within a period of six months and the Board resolves that his office be vacated; or
- (f) is removed from office by a three-quarters majority vote of the Trustees at a special meeting called for that purpose, when in the opinion of the Board and having given the Trustee concerned an opportunity to make representations to the Board, it appears that the Trustee in question is acting in a manner detrimental or prejudicial to the well being of the Company.

TRUSTEES' INTERESTS

62. Except to the extent expressly permitted by these Articles, no Trustee shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Company is a party.
63. It is the duty of each Trustee of the Company, in exercising functions as a Trustee, to act in such a way which they in good faith believe to be in the best interests of the Company and in a way which is most likely to promote the success of the Company in achieving its objects irrespective of any duties they owe to any office, post, engagement or other connection they hold or may have with any other body.
- a) The duty in 63(a) includes, but is not limited to, the Trustees:
- (i) seeking to ensure the Company acts in a way which is in accordance with the objects of the Company;
 - (ii) carrying out their functions with reasonable care and diligence; and
 - (iii) ensuring the Company complies with the directions, requirements, notices or duties imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005, amended.
- b) In circumstances where there is a possibility of a conflict of interest between the Trustees' duty under 63(a) and the duties owed to, or interest in any other office, post, engagement or other connection which they hold or may have with any other body, the Trustees must put the interests of the Company before that of any other party. Where the conflict prevents the Trustees from effecting their duty under 63(a) they must disclose the conflicting interest and refrain from participating in, or attending, any deliberation or decision of the other Trustees with regard to the matter which gives rise to the conflict.
- c) For the purposes of 63(a) a conflict of interest will not arise if the situation cannot reasonably be regarded as likely to give rise to a conflict of interest. For the avoidance of doubt, a Trustee appointed in accordance with Articles 45(a) or 45(c) will not automatically be deemed to be conflicted in a situation which involves a transaction or arrangement with Scottish Borders Council (in the case of a Local Authority Trustee) or NHS Borders (in the case of the Health Board Trustee) subject always to the provisions contained in this Article 63.

d) If a proposed decision of the Trustees is concerned with an actual or proposed transaction or arrangement with the Company in which a trustee is interested and that proposed transaction or arrangement can reasonably be regarded as giving rise to a conflict of interest, that Trustee is not to be counted as participating in the decision-making process for quorum or voting purposes unless article 63(e) applies. For the purposes of this article, references to proposed decisions and decision-making processes includes any Trustees' meeting or part of a Trustees' meeting.

e) A Trustee who is interested in an actual or proposed transaction or arrangement with the Company and whose interest can be reasonably regarded as likely to give rise to a conflict is to be counted as participating in the decision-making process for quorum and voting purposes when:

(i) the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a Trustee from being counted as participating in the decision-making process;

(ii) the Trustees authorise a Trustee to vote in relation to an actual or proposed transaction or arrangement in which that Trustee is interested, provided that:

1. the interested Trustee does not count towards a quorum at the meeting at which the authority is considered; and

2. the authorisation was given without their voting

all in accordance with Section 175 of the Companies Act 2006.

f) Subject to Article 63(g), if a question arises at a meeting of Trustees or of a committee of Trustees as to the right of a Trustee to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any Trustee other than the chair is to be final and conclusive.

g) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the Trustees at the meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

PROCEEDINGS OF THE BOARD

64. The Board shall meet a minimum of 4 times in each calendar year.
65. Subject to the provisions of the Articles, the Board may regulate its proceedings as it sees fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes on a proposed resolution, the Chairman shall have a second or casting vote.
66. The quorum for the transaction of the business of the Board shall be fixed at six Trustees unless otherwise determined by the Board.
67. The Board may act notwithstanding any vacancies in its number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
68. Not used.
69. The Trustees may appoint one or more sub-committees consisting of three or more Trustees for the purpose of making an inquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board.
70. All acts done by the Board, or by a committee of the Board, shall, notwithstanding that it be afterwards discovered that there was defect in the appointment of any Trustee or that any of them were disqualified from holding office, or has vacated office, or were not entitled to vote, be as valid as if every such person has been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
71. A resolution in writing, signed by all the Trustees, entitled to receive notice of a meeting of the Board, shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

SECRETARY

72. The Board shall appoint (and may remove) any person to act as Secretary in accordance with the Act provided that if a Trustee is appointed he shall not be paid.

THE SEAL

73. The Board shall provide for the safe custody of a Seal, if any, which shall only be used by the authority of the Board and every instrument to which the Seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee or by some other person appointed by the Board for the purpose.

ACCOUNTS

74. Accounts shall be prepared in accordance with all applicable statutory

requirements. **INDEMNITY**

75. Subject to the provisions of the Act every Trustee or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

WINDING UP

76. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given, subject to the consent of the Scottish Charities Office or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which prohibit(s) the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 76 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

RULES OR BYE LAWS

77. (a) The Trustees may from time to time make such Rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the membership, and in particular but without prejudice to the generality of therefore going, it may by such Rules or Bye Laws regulate:

- (i) the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (ii) the conduct of members of the Company in relation to one another, and to the Company's employees;
- (iii) the procedure at general meetings and meetings of the Board and sub Committees in so far as such procedure is not regulated by these Articles;
- (iv) generally, all such matters as are commonly the subject matter of Company rules.

(b) The Company in general meeting shall have power to alter, add to or repeal the Rules or Bye Laws and the Trustees shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which, so long as they shall be in force, shall be binding on all members of the Company provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles.