



**THE COMPANIES ACT 2006**

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

**ARTICLES OF ASSOCIATION**

**of**

**RAPE CRISIS SCOTLAND**

**Company number: SC258568**

**(as adopted by special resolution passed on 1 September 2021)**

**(as altered by special resolution passed on 15 June 2023)**



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## **Constitution of company**

- 1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

## **Defined terms**

- 2 In these articles of association, unless the context requires otherwise:
  - 2.1 “Act” means the Companies Act 2006;
  - 2.2 “charity” means a body which is either a Scottish charity, or a “charity” within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
  - 2.3 “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;
  - 2.4 “conflict of interest” includes a conflict of interest and duty, and a conflict of duty;
  - 2.5 “Conflict Situation” means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any director has or could have a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company including (without limitation) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the company could take advantage of the property, information or opportunity);
  - 2.6 “electronic form” and “electronic means” have the meanings given in section 1168 of the Act;
  - 2.7 “Model” means the Rape Crisis Scotland Best Practice Model as prescribed by the board from time to time (including all amendments and supplementary provisions introduced by the board from time to time);
  - 2.8 “OSCR” means the Office of the Scottish Charity Regulator;
  - 2.9 “property” means any property, heritable or moveable, real or personal, wherever situated;
  - 2.10 “Scottish charity” means a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005;

2.11 “Standards” means the Rape Crisis National Service Standards as prescribed from time to time by the company in conjunction with Rape Crisis (England & Wales) (Charity Commission charity number: 1155140) (including all amendments and supplementary provisions introduced by the company in conjunction with Rape Crisis (England & Wales) from time to time);

2.12 “subsidiary” has the meaning given in section 1159 of the Act.

3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

### **Objects**

4 The company’s objects are:

4.1 to relieve those in need; and

4.2 to advance education,

through (but not limited to):

(a) the provision of support to (i) individuals who have been raped or in any way sexually assaulted or abused, including advocating on their behalf, and (ii) local rape crisis services across Scotland, enabling collaboration between such organisations in order that they may work more effectively together; and

(b) the provision of advice, information and training regarding the nature and extent of sexual violence, with the aim of broadening understanding about its prevention and developing appropriate responses.

5 The company’s objects are restricted to those set out in article 4 (but subject to article 6).

6 The company may (subject to article 53) add to, remove or alter the statement of the company’s objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

### **Powers**

7 In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:

- 7.1 To advise in relation to, prepare, organise, conduct and/or support training courses, educational and training events and activities of all kinds.
- 7.2 To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio visual recordings, multimedia products and display materials, and to create and maintain a website or websites.
- 7.3 To promote, operate, co-ordinate, monitor, and/or support other projects and programmes (which may include workspace projects) which further the objects of the company.
- 7.4 To provide information, advisory, support and/or consultancy services which further the objects of the company.
- 7.5 To liaise with local authorities, central government authorities and agencies, charities/community benefit bodies and others, all with a view to furthering the objects of the company.
- 7.6 To carry on any other activities which further any of the above objects.
- 7.7 To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- 7.8 To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.
- 7.9 To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- 7.10 To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- 7.11 To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- 7.12 To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- 7.13 To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.

- 7.14 To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- 7.15 To engage such consultants and advisers as are considered appropriate from time to time.
- 7.16 To effect insurance of all kinds (which may include officers' liability insurance).
- 7.17 To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- 7.18 To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- 7.19 To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- 7.20 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- 7.21 To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- 7.22 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity.
- 7.23 To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

#### **Restrictions on use of the company's assets**

- 8 The income and property of the company shall be applied solely towards promoting the company's objects (as set out in article 4) and in particular (but without limiting the generality of that provision) any surplus funds or assets of the company must be applied for the benefit of the Community.
- 9 No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.

- 10 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.
- 11 No benefit (whether in money or in kind) shall be given by the company to any director except:
- 11.1 repayment of out-of-pocket expenses; or
  - 11.2 reasonable payment in return for particular services (outwith the ordinary duties of a director) actually rendered to the company.

### **Liability of members**

- 12 Each member undertakes that if the company is wound up while he/she/it is a member (or within one year after he/she/it ceases to be a member), he/she/it will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
- 12.1 payment of the company's debts and liabilities contracted before he/she/it ceases to be a member;
  - 12.2 payment of the costs, charges and expenses of winding up; and
  - 12.3 adjustment of the rights of the contributories among themselves.

### **General structure**

- 13 The structure of the company consists of:
- 13.1 the MEMBERS - comprising (i) Full Members (who have the right to attend the annual general meeting (and any other general meeting) and have important powers under the articles of association and the Companies Act; in particular, the Full Members elect people to serve as directors and take decisions in relation to changes to the articles themselves), and (ii) the Associate Members; and
  - 13.2 the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

### **Categories of Members**

- 14 For the purposes of these articles:

- 14.1 “Full Member” means a member who fulfils the qualifications set out in article 16 (as read with article 18); “Full Membership” shall be interpreted accordingly;
- 14.2 “Associate Member” means a member admitted under article 17 (as read with article 18); “Associate Membership” shall be interpreted accordingly.
- 15 Associate Members are not eligible to stand for election to the board nor are they eligible to vote at any general meeting.

### **Qualifications for membership**

- 16 Full Membership shall (subject to articles 20, 21, 22, 25 and 26) be open to organisations which:
- 16.1 are not established for the purposes of generating a profit;
- 16.2 support the objects and activities of the company; and
- 16.3 provide support to individuals who have been raped or sexually abused.
- 17 Associate Membership shall (subject to articles 20, 21, 22, 23 and 26) be open to:
- 17.1 individuals who support the objects and activities of the company; and
- 17.2 (subject to article 18) to organisations that are not eligible for Full Membership under article 16 but that support the objects and activities of the company.
- 18 In the case of an organisation which is not a corporate body, the organisation itself cannot be a member of the company; instead, membership shall be open to an individual nominated by that organisation (where the organisation would qualify for Full Membership under article 16 or Associate Membership under article 17), but on the basis that no more than one individual nominated by each organisation under this article 18 can be a member of the company at any given time.
- 19 An organisation, once admitted to Full Membership, shall automatically cease to be a member if it ceases to fulfil any of the qualifications for Full Membership set out in article 16.
- 20 Employees of the company 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**

- 21 Any organisation which is a corporate body and wishes to become a Full Member or Associate Member must lodge with the company a written application for membership, signed on its behalf by an appropriate officer of that organisation, and specifying the category of membership it is applying for; the application must be accompanied by the written confirmation referred to in article 25.
- 22 Any individual nominated by an organisation which is an unincorporated body under article 18 who wishes to become a Full Member or Associate Member must lodge with the company a written application for membership, signed by him/her and also signed by an appropriate officer of the organisation which is nominating him/her for membership, and specifying the category of membership he/she is applying for; if the application is for Full Membership, the application must be accompanied by the written confirmation referred to in article 25.
- 23 Any individual who wishes to become an Associate Member must sign, and lodge with the company, a written application for membership.
- 24 The company shall supply a form for applying for membership to any individual or organisation on request.
- 25 An organisation applying for Full Membership, or an organisation nominating an individual for Full Membership under article 18, shall provide to the company written confirmation that it adheres to and complies with, and will continue to adhere to and comply with, the terms of the Model and the Standards.
- 26 Notwithstanding article 25, an organisation or individual applying for membership shall, if the company so requests, supply such evidence as the company may reasonably request to demonstrate that he/she/it fulfils the qualifications set out in articles 16 or 17.
- 27 The directors may, at their discretion, refuse to admit any individual or organisation to membership where they have reasonable grounds to believe that he/she/it might, if admitted to membership, act in a manner which would damage the reputation of the company, undermine the efficiency of its operations and/or disrupt the proper conduct of its meetings.
- 28 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.

## **Membership subscription**

- 29 No membership subscription shall be payable.

### **Register of members**

- 30 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she/it was admitted to membership, the category of membership into which he/she/it falls, and the date on which any individual or organisation ceased to be a member.
- 31 Where an individual was admitted to Full Membership or Associate Membership on the basis of nomination by an organisation which is not a corporate body, the entries against his/her name in the register of members shall include details of the organisation which nominated him/her for membership.

### **Withdrawal from membership**

- 32 Any individual or organisation who/which wishes to withdraw from membership shall lodge with the company a written notice to that effect, signed by him/her or (in the case of a corporate body) signed on its behalf by an appropriate officer of that body; on receipt of the notice by the company, he/she/it shall cease to be a member.
- 33 An organisation which has nominated an individual for membership under article 18 may withdraw its nomination at any time, by way of notice to the company to that effect, signed by an appropriate officer of that organisation; on receipt of the notice by the company, he/she will automatically cease to be a member.

### **Expulsion from membership**

- 34 Any individual or organisation may be expelled from membership by special resolution (see article 51), providing the following procedures have been observed:
- 34.1 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;
- 34.2 the member concerned (or, in the case of a corporate body, an individual authorised by it) shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

### **Termination/transfer**

- 35 Membership shall cease:
- 35.1 in the case of an individual, on death;
- 35.2 in the case of an organisation, on the liquidation, winding-up, dissolution or striking-off of that organisation;

35.3 in the case of an individual admitted to membership on the basis of nomination by an organisation which is not a corporate body, if that organisation is wound-up or dissolved.

36 A member may not transfer his/her/its membership to any other individual or organisation.

#### **General meetings (meetings of members)**

37 The directors shall convene an annual general meeting in each year.

38 Not more than 15 months shall elapse between one annual general meeting and the next.

39 The business of each annual general meeting shall include:

39.1 a report by the chair on the activities of the company; and

39.2 consideration of the annual accounts of the company.

40 Subject to articles 37 and 41, the directors may convene a general meeting at any time.

41 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

#### **Notice of general meetings**

42 At least 14 clear days' notice must be given of any general meeting.

43 The reference to "clear days" in article 42 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

44 A notice calling a meeting shall specify the time and (subject to article 48) place of the meeting; it shall:

44.1 indicate the general nature of the business to be dealt with at the meeting; and

44.2 if a special resolution (see article 51) (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.

- 45 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 46 Notice of every general meeting shall be given to all the members and directors, and (if auditors are in office at the time) to the auditors:
- 46.1 in hard copy form;
  - 46.2 in writing or (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
  - 46.3 (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.
- 47 If members and directors are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s) (see article 55), the notice (or notes accompanying the notice) must:
- 47.1 set out details of how to connect and participate via that link or links; and
  - 47.2 (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the following options:
    - 47.2.1 participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
    - 47.2.2 appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should use that proxy vote in relation to each resolution to be proposed at the meeting;
    - 47.2.3 (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting;
    - 47.2.4 (where article 49 applies) submitting questions and/or comments in advance of the meeting.
- 48 If participation in the meeting is to be by way of audio and/or audio-visual links - with no intention for the meeting to involve attendance in person by two or more members in any particular location - the place of the meeting shall, for the purposes of the notice calling the meeting, be taken to be the place where the anticipated chairperson of the meeting is expected to be, as at the time fixed for the commencement of the meeting; and, if it transpires that the chairperson of the meeting

is at some other place as at the commencement of the meeting, the meeting shall be taken to have been validly adjourned to that other place.

- 49 Where a general meeting is to involve participation solely via audio and/or audio-visual links, the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to article 50) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.
- 50 Where article 49 applies, the chairperson of a general meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.

### **Special resolutions and ordinary resolutions**

- 51 For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 42 to 49; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the total number of votes cast in relation to the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 52 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution:
- 52.1 to alter its name;
  - 52.2 to alter any provision of these articles or adopt new articles of association.
- 53 If the company is a Scottish charity, amendments to the objects of the company (as set out in article 4) will require the prior approval of OSCR.
- 54 For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 42 to 49.

### **Procedure at general meetings**

- 55 The directors may if they consider appropriate (and must, if that is required under article 56) make arrangements for members and directors to participate in general

meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:

- 55.1 the means by which members and directors can participate via those link(s) are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;
- 55.2 the notice calling the meeting (or notes accompanying the notice) contains the information required under article 47; and
- 55.3 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and directors who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and directors (if any) who are attending in person (and vice versa).

56 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the membership, the directors must make arrangements for members and directors to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs 55.1 to 55.3 of article 55 will apply.

57 A general meeting may involve two or more members or directors participating via attendance in person while other members and/or directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

58 Reference in articles 47 to 49 and articles 55 to 57 to members should be taken to include proxies for members and authorised representatives of members which are corporate bodies.

59 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be one-third (to the nearest round number) of the members entitled to vote (each being a Full Member, an authorised representative of a Full Member or a proxy for a Full Member).

60 For the avoidance of doubt, Associate Members shall not be counted in determining whether a quorum is present at any general meeting.

61 An individual participating in a general meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a member or the authorised representative

of a member which is a corporate body, will be deemed to be in attendance) at the meeting.

62 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and (subject to article 63) place as may be fixed by the chairperson of the meeting.

63 Where participation in the adjourned meeting is to be by way of audio and/or audio-visual links - with no intention for the adjourned meeting to involve attendance in person by two or more members or directors in one place - the requirement under article 62 for the chairperson to fix the place of the adjourned meeting shall not apply.

64 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair of the company is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the vice chair shall preside as chairperson of the meeting.

65 If neither the chair of the company nor the vice chair is present and willing to act as chairperson within 15 minutes after the time appointed for holding a general meeting, the directors present shall elect one of their number to act as chairperson of the meeting; or, if there is only one director present and willing to act, he/she shall be chairperson of the meeting.

66 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such date, time and (subject to article 67) place as the chairperson may determine.

67 Article 48 shall apply in relation to the requirement under article 66 for the chairperson to specify the place of an adjourned meeting.

68 Every Full Member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally (in the case of a corporate body, via an authorised representative) or by proxy (subject to article 78).

69 For the avoidance of doubt, Associate Members shall have no power to vote at general meetings.

70 Any Full Member who/which wishes to appoint a proxy to vote on his/her/its behalf at any meeting (or adjourned meeting):

70.1 shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or

70.2 shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require),

providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

71 An instrument of proxy which does not conform with the provisions of article 70, or which is not lodged or sent in accordance with such provisions, shall be invalid.

72 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

73 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.

74 A vote given, or ballot demanded, by proxy or by the duly authorised representative of a Full Member which is a corporate body shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

75 A member which is a corporate body may authorise an individual to act as its representative at any general meeting of the company; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that corporate body could exercise if it were an individual member.

76 If there are an equal number of votes for and against any resolution proposed at a general meeting, the chairperson of the meeting shall not be entitled to a casting vote.

77 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as Full Members, as authorised representatives of Full Members which are corporate bodies or as proxies for Full Members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

78 Where members are participating in a meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent



electronically - and providing the directors have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.

- 79 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
- 80 Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to in article 78, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).
- 81 The principles set out in articles 78 and 80 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member or as the authorised representative of a member which is a corporate body.

#### **Technical objections to remote participation in general meetings**

- 82 These articles impose certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at general meetings; providing the arrangements made by the directors in relation to a given general meeting (and the manner in which the general meeting is conducted) are consistent with those requirements:
- 82.1 a member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;
- 82.2 the general meeting need not be held in any particular place;
- 82.3 the general meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);
- 82.4 the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
- 82.5 a member will be able to exercise the right to vote at the general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the directors) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

### **Categories of director**

83 For the purposes of these articles:

83.1 “Member Director” means a director (drawn from the membership of the company) appointed under articles 89 to 100;

83.2 “Co-opted Director” means a (non-member) director appointed or re-appointed by the directors under articles 101 to 105.

### **Maximum/minimum number of directors**

84 The maximum number of directors shall be 10.

85 The minimum number of directors shall be 5.

86 At any given time, the board of directors shall include at least 3 Member Directors.

### **Eligibility**

87 A person shall not be eligible for election/appointment as a Member Director unless he/she is a Full Member of the company; a person appointed as a Co-opted Director need not, however, be a member of the company.

88 A person shall not be eligible for election/appointment as a director if he/she is an employee of the company.

### **Election, retiral, re-election: Member Directors**

89 Nominations for directors (within the category of “Member Directors”) shall be sought from the Full Members at least 12 weeks in advance of each annual general meeting.

90 The procedure for seeking nominations shall consist of a circular to members and such other steps (if any) as the directors may determine from time to time.

91 An individual shall not be eligible to serve as a Member Director unless he/she demonstrates to the satisfaction of the Nominations Committee (as defined in article 153) that he/she has the requisite skills to make a substantial contribution to the work of the board of directors.

92 For the avoidance of doubt, the provisions of article 91 shall apply in relation to any individual retiring from office as a director, as well as those who have been nominated for appointment as a director; and on the basis that the Nominations Committee shall re-assess his/her skills and experience on each occasion when he/she retires from office as a director.

- 93 Each nominee (including, for the avoidance of doubt, an individual retiring from office as a Member Director who wishes to be re-elected as a Member Director) will require to submit a nomination form, accompanied by brief biographical details, to the Secretary at least 8 weeks in advance of the relevant annual general meeting; the nomination form shall be signed as follows:
- 93.1 in the case of a member which is an incorporated body, it shall be signed on its behalf by an appropriate officer of that organisation and also by the individual who is being nominated for election as a Member Director; and
- 93.2 in the case of a member who is an individual admitted to membership on the basis of nomination by an unincorporated body, it shall be signed by him/her and by an appropriate officer of that unincorporated body and also by the individual who is being nominated for election as a Member Director.
- 94 The Nominations Committee shall determine which of the nominees in respect of which valid nomination forms have been returned by the due date under article 93 fulfil the requirements of article 91; a nominee who, in the opinion of the Nominations Committee, does not fulfil the requirements of article 91 shall not be eligible for election as a Member Director, and the decision of the Nominations Committee in this respect shall be final.
- 95 At each annual general meeting, the Full Members may (subject to articles 84 to 88) elect as a director (a "Member Director") any individual in respect of whom the Nominations Committee, in accordance with article 94, have determined fulfil the requirements of article 91.
- 96 If a vacancy arises in relation to the directors in the period between annual general meetings (or if not all places available are filled), the directors may fill the vacancy by appointing as a director any individual (willing so to act) – providing the Nominations Committee has first determined that he/she has the requisite skills and experience to make a substantial contribution to the work of the board of directors.
- 97 At each annual general meeting:
- 97.1 any director appointed under article 96 during the period since the immediately preceding annual general meeting shall retire from office; and
- 97.2 out of the remaining Member Directors, one shall retire from office.
- 98 The Member Directors to retire under paragraph 97.2 shall be those who have been longest in office since they were last elected or re-elected; as between directors who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.

- 99 A Member Director who retires from office under article 97 shall be eligible for re-election.
- 100 For the avoidance of doubt, a director who is due to retire at an annual general meeting shall remain in office as a director throughout that annual general meeting; he/she shall, however, unless re-elected under articles 89 to 95\*, automatically vacate office at the conclusion of the meeting of that annual general meeting.

#### **Appointment/re-appointment: Co-opted Directors**

- 101 In addition to their powers under article 94, the directors may (subject to articles 84 to 88) at any time appoint any non-member of the company (providing he/she is willing to act) to be a director (a “Co-opted Director”) either on the basis that he/she has been nominated by or on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors.
- 102 An individual shall not be eligible to serve as a Co-opted Director unless he/she demonstrates to the satisfaction of the Nominations Committee that he/she has the requisite skills to make a substantial contribution to the work of the board of directors.
- 103 For the avoidance of doubt, the provisions of article 102 shall apply in relation to any individual retiring from office as a Co-opted Director, as well as those who have been nominated for appointment as a Co-opted Director; and on the basis that the Nominations Committee shall re-assess his/her skills and experience on each occasion when he/she retires from office as a Co-opted Director.
- 104 In exercising their powers under article 101, the directors shall be guided by the Nominations Committee in relation to the selection of appropriate individuals for appointment (or, as the case may be, re-appointment) as Co-opted Directors.
- 105 At each annual general meeting, all of the Co-opted Directors shall retire from office – but shall then (subject to articles 84 to 88) be eligible for re-appointment under article 101.

#### **Termination of office**

- 106 A director shall automatically vacate office if:
- 106.1 he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;

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\* as altered by special resolution passed on 15 June 2023

- 106.2 he/she becomes debarred under any statutory provision from being a charity trustee (within the meaning of section 106 of the Charities and Trustee Investment (Scotland) Act 2005);
  - 106.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
  - 106.4 (in the case of a Member Director) he/she ceases to be a member of the company;
  - 106.5 he/she becomes an employee of the company;
  - 106.6 he/she resigns office by notice to the company;
  - 106.7 he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office;
  - 106.8 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a serious breach of the code of conduct for directors (as referred to in article 149);
  - 106.9 they are removed from office by resolution of the directors on the grounds that they are considered to have been in serious or persistent breach of their duties under sub-sections 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
  - 106.10 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.
- 107 A resolution under paragraphs 106.8 or 106.9 of article 106 shall be valid only if:
- 107.1 the director who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
  - 107.2 the director concerned is given the opportunity to address the meeting at which the resolution is proposed; prior to the resolution being put to the vote; and
  - 107.3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

### **Register of directors**

- 108 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 also specifying the date on which any person ceased to hold office as a director.

### **Officebearers**

- 109 The directors shall (subject to article 110) elect from among themselves a chair and a vice-chair, and such other office bearers (if any) as they consider appropriate.
- 110 A director shall not be eligible for appointment as chair if he/she is an employee of an organisation which is a Full Member.
- 111 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall (subject to article 112) then be eligible for re-election.
- 112 A person elected to any office who, as at the annual general meeting when he/she retires from office under article 110, has held an office for a period of five years or more shall not be eligible for re-election.
- 113 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

### **Powers of directors**

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

### **Personal interests**

- 116 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; he/she will be debarred (under article 138) from voting on the question of whether or not the company should enter into that arrangement.
- 117 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 his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director or any limited liability partnership of which he/she is a member (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.

- 118      Provided:
- 118.1    he/she has declared his/her interest;
- 118.2    he/she has not voted on the question of whether or not the company should enter into the relevant arrangement; and
- 118.3    the requirements of articles 121, 122 and 138 are complied with,
- a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 117) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
- 119      The directors shall be entitled, for the purposes of section 175 of the Act, to authorise (by way of resolution to that effect) any Conflict Situation that may arise (such that the duty of the director concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the directors may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.
- 120      For the avoidance of doubt, article 119 shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the company; any conflict of interest of that nature shall be governed by the provisions of articles 116 to 118 and articles 138 to 141 and the code of conduct referred to in article 149.
- 121      No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her ordinary duties as a director.
- 122      Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then:
- 122.1    the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
- 122.2    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
- 122.3    less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
- 123      The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general

meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

#### **Procedure at directors' meetings**

- 124 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 125 If directors are to be permitted to participate in a directors' meeting by way of audio and/or audio-visual link(s), the directors must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those directors who may have difficulties in using a computer or laptop for this purpose) the directors' attention should be drawn to the following options:
- 125.1 participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
- 125.2 (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.
- 126 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 have a casting vote.
- 127 The directors may, if they consider appropriate (and must, if this is required under article 128) allow directors to participate in directors' meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:
- 127.1 the means by which directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the directors - a barrier to participation; and
- 127.2 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those directors who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those directors (if any) who are attending in person (and vice versa).
- 128 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed directors' meeting would not be possible or advisable for one or more of the directors, the directors must make arrangements for directors to participate in that directors' meeting by way of audio and/or audio-visual link(s); and on the basis that:



- 128.1 the requirements set out in paragraphs 127.1 and 127.2 of article 127 will apply; and
- 128.2 the directors must use all reasonable endeavours to ensure that all directors have access to one or more means by which they may hear and contribute to discussions at the meeting.
- 129 A directors' meeting may involve two or more directors participating via attendance in person while other directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 130 For the avoidance of doubt, an individual participating in a directors' meeting via an audio or audio-visual link will be deemed to be present in person (or, if they are not a director, will be deemed to be in attendance) at the meeting.
- 131 Where a director or directors are participating in a directors' meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
- 132 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 (subject to article 133) be 4.
- 133 A quorum shall not be deemed to be constituted at any meeting of directors unless the Member Directors form at least 50%\* of the total number of directors present at the meeting.
- 134 If at any time the number of directors in office falls below the number fixed as the quorum or ceases to comply with the provisions of article 85, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 135 Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the vice chair shall preside as chairperson of the meeting.
- 136 If neither the chair of the company nor the vice chair is present and willing to act within 15 minutes after the time when a meeting of the directors was due to commence, the directors present may appoint one of their number to be chairperson of the meeting.

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\* as altered by special resolution passed on 15 June 2023

- 137 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend (whether in person or by way of an audio or audio-visual link) and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
- 138 A director shall not vote at a directors' meeting (or at a meeting of a sub-committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 139 For the purposes of article 138, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director or any limited liability partnership of which he/she is a member, has a personal interest in that matter.
- 140 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.
- 141 The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 138 to 140.
- 142 The principles set out in article 82 (technical objections to remote participation) shall apply in relation to remote participation and voting at directors' meetings, as if each reference in that article to a member were a reference to a director and each reference in that article to a general meeting were a reference to a directors' meeting.
- 143 A resolution agreed to in writing (or by e-mail) by a majority of the directors then in office shall (subject to articles 144 and 145) be as valid as if duly passed at a directors' meeting.
- 144 A resolution under article 143 shall not be valid unless a copy of the resolution was circulated to all of the directors, along with a cut-off time (which must be reasonable in the circumstances) for notifications under article 145.
- 145 If a resolution is circulated to the directors under article 144, any one or more directors may, following receipt of a copy of the resolution, notify the secretary that they consider that a directors' meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:
- 145.1 the secretary must convene a directors' meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
- 145.2 the resolution cannot be treated as valid under article 143 unless and until that directors' meeting has taken place;

- 145.3 the directors may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that directors' meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the directors then in office.

### **Conduct of directors**

- 146 It is the duty of each director of the company to take decisions (and exercise his/her other powers and responsibilities as a director) in such a way as he/she considers will be in the best interests of the company and will promote the success of the company in furthering its objects, and irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question.

- 147 Each of the directors shall, in exercising his/her functions as a director of the company, act in the interests of the company; and, in particular, must:

- 147.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects (as set out article 4);

- 147.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

- 147.3 in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party;

- 147.3.1 put the interests of the company before that of the other party, in taking decisions as a director:

- 147.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question;

- 147.4 ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

- 148 In addition to the duties outlined in article 146, all of the directors must take such steps as are reasonably practicable for the purpose of ensuring:

- 148.1 that any breach of any of those duties by a director is corrected by the director concerned and not repeated; and

148.2 that any director who has been in serious or persistent breach of those duties is removed as a director.

149 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors from time to time; for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

#### **Delegation to sub-committees**

150 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.

151 Any delegation of powers under article 150 may be made subject to such conditions as the directors may impose and may be revoked or altered.

152 The rules of procedure for any sub-committee shall be as prescribed by the directors.

#### **Nominations Committee**

153 The directors shall establish a committee (referred to in these articles as the “**Nominations Committee**”) to determine, in accordance with article 94, which of the nominees fulfil the requirements of article 91.

154 The Nominations Committee shall consist of:

154.1 the company’s Chief Executive;

154.2 2 directors; and

154.3 2 individuals appointed by the board, having been nominated by Full Members.

155 The proceedings of the Nominations Committee shall be governed by such standing orders as may be issued by the directors from time to time.

#### **Operation of bank accounts**

156 The directors shall appoint authorised signatories from the senior management team, the signature of at least one authorised signatory shall be required in relation to all

operations (other than lodgement of funds) on the bank and building society accounts held by the company.\*

- 157 Where the company uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in article 156.

### **Secretary**

- 158 The directors shall (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the conditions of appointment, shall be as determined by the directors; the company secretary may be removed by them at any time.

### **Minutes**

- 159 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.
- 160 Any person may request a copy of the minutes of general meetings or meetings of the directors of the company and, provided that the request is reasonable, the company must, subject to article 161, provide a copy of the minutes to that person within 28 days of the request.
- 161 Where a request for a copy of minutes is made under article 160, the company may withhold information contained in the minutes provided that the person requesting a copy of the minutes is informed of the reasons for doing so.

### **Accounting records and annual accounts**

- 162 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 163 The accounting records shall be maintained by the treasurer and overseen by the chair, or otherwise by, or as determined by, the directors; such records shall be kept at such place or places as the directors think fit and shall always be available for inspection by the directors.
- 164 The directors shall prepare annual accounts, complying with all relevant statutory requirements.

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\* as altered by special resolution passed on 15 June 2023

- 165 Subject to article 166, the directors shall ensure that an audit of the annual accounts is carried out by an auditor.
- 166 Notwithstanding the provisions of article 165, an audit (within the meaning of the Act) by a company auditor (as defined in the Act) shall not be required, in a case where the company is exempt (under the Act) from the requirement to have an audit, if and to the extent that proper arrangements for the auditing or independent examination of the company's accounts are made in a manner which satisfies the requirements of the Act and (if the company is a Scottish charity at the time) the requirements of the Charities and Trustee Investment (Scotland) Act 2005.
- 167 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or authorised by ordinary resolution of the company.

### **Notices**

- 168 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her/it to the company or (in the case of a member who/which 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.
- 169 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 170 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

### **Winding-up**

- 171 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes.
- 172 For the avoidance of doubt, a body to which property is transferred under article 171 may be a member of the company.

- 173 To the extent that effect cannot be given to article 171 (as read with article 172), the relevant property shall be applied to some charitable purpose or purposes.

### **Indemnity**

- 174 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by 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.
- 175 The company shall be entitled (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may (subject to the provisions of section 68A) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).