

***PROPOSED FACT ARTICLES SEPTEMBER 2021
BASED ON DTAS MODEL 8.4.21***

Note

These Articles were agreed by the Board of FACT on 20/9/21 for proposal to the members at the AGM in November 2021.

Based on the model prepared by Burness Paull LLP (Solicitors) for
Development Trusts Association Scotland

THE COMPANIES ACT 2006

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

**ARTICLES of ASSOCIATION of
Forres Area Community Trust
SC412275**

Based on the model prepared by Burness Paull LLP (Solicitors) for
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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION of

Forres Area Community Trust SC412275

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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:-
 - (a) "board" means the directors;
 - (b) "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;
 - (c) "charitable purpose" means a charitable purpose under section 7 of the Scottish Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - (d) "community body" means a community body within the meaning of section 34 of the Land Reform (Scotland) Act 2003 (as amended by section 37 of the Community Empowerment (Scotland) Act 2015) which is also regarded as a community body for the purposes of section 49(2)(h) of the Land Reform (Scotland) Act 2016;
 - (e) "community transfer body" means a community transfer body within the meaning of section 77 of the Community Empowerment (Scotland) Act 2015 (as read with section 19 of the Community Empowerment (Scotland) Act 2015);
 - (f) "Companies Act" means the Companies Act 2006;
 - (g) "crofting community body" means a crofting community body within the meaning of section 71 of the Land Reform (Scotland) Act 2003 (as amended by section 62 of the Community Empowerment (Scotland) Act 2015);
 - (h) "electronic form" and "electronic means" have the meanings given in section 1168 of the Companies Act;
 - (i) "OSCR" means the Office of the Scottish Charity Regulator;
 - (j) "Part 3A community body" means a Part 3A community body with the meaning of section 97D of the Land Reform (Scotland) Act 2003 (as inserted by section 74 of the Community Empowerment (Scotland) Act 2015);

- (k) "Part 5 community body" means a Part 5 community body within the meaning of section 49 of the Land Reform (Scotland) Act 2016;
 - (l) "property" means any property or other asset (which may include rights or interests in land and intellectual property);
 - (m) "Scottish Charities Act" means the Charities and Trustee Investment (Scotland) Act 2005;
 - (n) "Scottish charity" means a Scottish charity within the meaning of section 13 of the Scottish Charities Act;
 - (o) "subsidiary" has the meaning given in section 1159 of the Companies Act;
 - (p) "sustainable development" means development which meets the needs of the present without compromising the ability of future generations to meet their own needs.
- 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 has been formed to benefit the community of the Forres Academy catchment area (the "Forres Area") which comprises the postcode units set out in appendix 1 ("the Community"), with the following objects:
- (a) **To advance citizenship and community development**
 - To advance community development including rural regeneration and the promotion of civic responsibility, volunteering, the voluntary sector, and charities within the community
 - To promote, establish, operate and/or support other similar schemes and projects of a charitable nature for the benefit of the community within the Forres Area.
 - (b) **To advance and protect the environment, culture and heritage**
 - Involve local people in caring for the area's environment, heritage and culture and encourage others to visit the area
 - (c) **Education**
 - To advance education and lifelong learning for the benefit of the general public

But such that the company shall do so following principles of sustainable development.

- 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 69) 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 The company has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 8 In particular, the company has power:
 - (a) To register any interest in land and to exercise any right to buy under Part 2 of the Land Reform (Scotland) Act 2003;
 - (b) To exercise any right to buy under Part 3A of the Land Reform (Scotland) Act 2003;
 - (c) To exercise any right to buy under Part 5 of the Land Reform (Scotland) Act 2016;
 - (d) To make any participation request under Part 3 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request;
 - (e) To make any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request.

Restrictions on use of the company's assets

- 9 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.
- 10 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.
- 11 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.

- 12 No benefit (whether in money or in kind) shall be given by the company to any director except:
- (a) repayment of out-of-pocket expenses; or
 - (b) reasonable payment in return for particular services (outwith the ordinary duties of a director) actually rendered to the company.
- 13 Notwithstanding the provisions of articles 11 and 12, the company may make any payment to any individual who is a member or director of the company, where that payment is made in direct furtherance of the objects of the company, and provided that the arrangement is agreed and minuted at a board meeting.

Liability of members

- 14 Each member undertakes that if the company is wound up while they are a member (or within one year after they cease to be a member), they will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
- (a) payment of the company's debts and liabilities contracted before they cease to be a member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

General structure

- 15 The structure of the company consists of:
- (a) the MEMBERS - comprising (i) Ordinary Members (who have the right to participate in 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 Ordinary Members elect people to serve as directors and take decisions in relation to changes to the articles themselves), (ii) the Associate Members and (iii) the Junior Members; and
 - (b) 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.

MEMBERS

Categories of Members

- 16 For the purposes of these articles:-
- (a) "Ordinary Member" means a member who fulfils the qualifications set out in article 19; "Ordinary Membership" shall be interpreted accordingly;
 - (b) "Associate Member" means a member admitted under article 20 (as read with article 21); "Associate Membership" shall be interpreted accordingly;
 - (c) "Junior Member" means a member admitted under article 22; "Junior Membership" shall be interpreted accordingly.
- 17 Associate Members and Junior Members are entitled to participate in general meetings; but they are not eligible to stand for election as Member Directors (as defined in article 99), nor are they eligible to vote at any general meeting.

Qualifications for membership

- 18 The members of the company shall consist of the subscribers to the memorandum of association and such other individuals and organisations as are admitted to membership under articles 19 to 32.
- 19 Ordinary Membership shall (subject to articles 24 and 28) be open to any person aged 16 years or over who:
- (a) is resident in the Community (as defined in article 4);
 - (b) is entitled to vote at a local government election in a polling district that includes the Community or part of it; and
 - (c) supports the objects and activities of the company.
- 20 Associate Membership shall (subject to articles 24, 25 and 25) be open to:
- (a) individuals who do not fulfil the qualifications under paragraphs (a) and (b) of article 19 but support the objects and activities of the company; and
 - (b) (subject to article 21) organisations (wherever they have their principal office or place of business or their main area of operation) that support the objects and activities of the company.
- 21 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 membership

under article 20); but on the basis that no more than one individual nominated by each organisation under this article 21 can be a member of the company at any given time.

- 22 Junior Membership shall (subject to article 24) be open to those individuals aged between 12 and 15 (whether or not they are resident in the Community) who support the objects and activities of the company.
- 23 An individual, once admitted to Ordinary Membership, shall automatically cease to be a member if they cease to fulfil any of the qualifications for Ordinary Membership set out in article 19 (but will then be able to apply for admission as an Associate Member if they so wish).

Application for membership

- 24 Any individual who wishes to become a member (in a personal capacity) must (subject to article 41) submit an application for membership, either in writing, signed by that individual *or* by way of an email issued by that individual; the application must specify the category of membership for which they are applying.
- 25 Any organisation which is a corporate body and wishes to become an Associate Member must (subject to article 41) submit an application for membership, either in writing, signed on its behalf by an appropriate officer of that organisation *or* by way of an email issued by an appropriate officer of that organisation.
- 26 Any individual nominated under article 21 by an organisation which is an unincorporated body who wishes to become an Associate Member must (subject to article 41) submit an application for membership (either in writing, signed by that individual *or* by way of an email issued by that individual); and the organisation which is nominating that individual for membership must also submit confirmation of that nomination (either in writing, signed on its behalf by an appropriate officer of that organisation *or* by way of an email issued by an appropriate officer of that organisation).
- 27 The company shall (subject to article 41) supply a form for applying for membership to any individual or organisation on request.
- 28 An individual applying for Ordinary Membership shall, if the company so requests, supply such evidence as the company may reasonably request to demonstrate that they fulfil the qualifications set out in article 19.
- 29 At the first practicable opportunity when the board meets after receipt of an application for membership, the board shall review the application (together with any evidence supplied under article 28)

to determine whether the applicant fulfils the qualifications for membership set out in article 19, article 20 (as read with article 21) or article 22 (as the case may be).

- 30 If, on the basis of the review carried out under article 29, the applicant fulfils the qualifications for membership, the board shall (subject to article 31) admit the applicant to membership; and, within a reasonable time after the meeting, shall notify the applicant of the outcome of the application.
- 31 The board do not require to admit an applicant to membership (even if they fulfil the qualifications for membership) if:
- (a) the effect of admitting them would be that the requirement under article 33 that at least three quarters of the members must be members of the community was no longer met; or
 - (b) they were expelled from membership under article 47 at any time in the past; or
 - (c) in the case of an individual applying for membership on the basis of nomination by an unincorporated body, any other individual previously nominated for membership by that organisation was expelled from membership under article 47 at any time in the past (unless a special resolution of the nature referred to in article 48 has been passed in relation to that unincorporated body).
- 32 For the avoidance of doubt, in determining whether or not any individual or organisation fulfils the qualifications for membership, the board shall adhere to a transparent process which enshrines the principles of equal treatment and non-discrimination.

Minimum number of members

- 33 The minimum number of members is 20; and at least three quarters of the members of the company must, at all times, be members of the community.
- 34 The expression "members of the community" in article 33 shall be taken to be a reference to Ordinary Members.
- 35 In the event that either or both of the requirements under article 33 cease to be met through a reduction in the number of members of the company or through a reduction in the proportion of members of the community included within the membership of the company, the board may not conduct any business other than to ensure the admission of sufficient members (or, as the case may be, Ordinary Members) to ensure that those requirements are met once more.

Membership subscription

36 There shall be no fee for membership.

Re-registration

37 The board may at any time request all members, or all members within a given category, to confirm that they wish to remain in membership of the company.

38 Any request under article 37 must be issued:

(a) in hard copy form; or

(b) (where the member to whom the request is made has notified the company of an email address to be used for the purpose of communications from the company) by way of email;

and must refer to the possible consequences (under article 39) of failing to confirm, within the period allowed for under article 39, that the member wishes to remain in membership.

39 If the company does not receive confirmation from any member, within four weeks after the issue to that member of a request under article 37, that they wish to remain in membership of the company, the board may, by resolution to that effect, expel that individual or organisation from membership.

40 Subject to article 41, any confirmation under articles 38 and 39 must be:

(a) in writing, signed by the relevant individual (or, in the case of an organisation which is a corporate body, signed on its behalf by an appropriate officer of that organisation); or

(b) by way of email issued by the relevant individual (or, in the case of an organisation which is a corporate body, by way of an email issued by an appropriate officer of that organisation).

Arrangements involving the company's website

41 The board may, if they consider appropriate, introduce arrangements under which an individual or organisation can apply for membership and/or confirm that they wish to remain a member, by accessing the company's website (and, where applicable, links from the company's website), and completing and submitting forms electronically. Such arrangements may be determined by the board

to have the same effect as emails or written documentation as referred to herein.

- 42 The board shall ensure that any arrangements introduced under article 41 incorporate appropriate security measures and reserve the right for the company to request signed hard copy documentation and/or evidence of eligibility in any case where the board consider that to be appropriate.

Register of members

- 43 The board shall maintain a register of members, setting out the full name and address of each member, the date on which each member was admitted to membership, the category of membership into which the member falls, and the date on which any individual or organisation ceased to be a member.
- 44 Where an individual was admitted to Associate Membership on the basis of nomination by an organisation which is not a corporate body, the entries against that individual's name in the register of members shall include details of the organisation which nominated that individual for membership.

Withdrawal from membership

- 45 Any individual or organisation who/which wishes to withdraw from membership shall give the company notice to that effect, either in writing, signed by that individual (or, in the case of a corporate body, signed on its behalf by an appropriate officer of that body) *or* by way of an email issued by that individual (or, in the case of a corporate body, issued by an appropriate officer of that body); on receipt by the company of that notice, the individual or organisation shall cease to be a member.
- 46 An organisation which has nominated an individual for membership under article 21 may withdraw its nomination at any time, by way of notice to the company to that effect, either in writing, signed by an appropriate officer of that organisation *or* via an email issued by an appropriate officer of that organisation; on receipt by the company of the notice, the individual will automatically cease to be a member.

Expulsion from membership

- 47 Any individual or organisation may be expelled from membership by special resolution (see article 66), providing the following procedures have been observed:

- (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
 - (b) the member concerned (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.
- 48 Where an individual who was admitted to membership on the basis of nomination by an unincorporated organisation (i.e. an organisation which is not a corporate body) is expelled from membership under article 47, no other individual nominated for membership by that organisation will be eligible for membership unless and until a special resolution to that effect is passed.

Termination/transfer

- 49 Membership shall cease:
- (a) in the case of an individual, on death;
 - (b) in the case of an organisation which is a corporate body, on the liquidation, winding-up, dissolution or striking-off of that organisation; or
 - (c) 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.
- 50 A member may not transfer their membership to any other individual or organisation.

GENERAL MEETINGS

General meetings (meetings of members)

- 51 The board shall convene an annual general meeting in each year (but excluding the year in which the company is formed).
- 52 The first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
- 53 Not more than 15 months shall elapse between one annual general meeting and the next.
- 54 The business of each annual general meeting shall include:
- (a) a report by the chair on the activities of the company;
 - (b) consideration of the annual accounts of the company;

- (c) the election/re-election of Member Directors, as referred to in articles 105 to 110.
- 55 Subject to articles 51 and 56, the board may convene a general meeting at any time.
- 56 The board must convene a general meeting if there is a valid requisition by members (under section 303 of the Companies Act) or a requisition by a resigning auditor (under section 518 of the Companies Act).

Notice of general meetings

- 57 At least 14 clear days' notice must be given of any general meeting.
- 58 The reference to "clear days" in article 57 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 email, the day after it was sent), and also the day of the meeting, should be excluded.
- 59 A notice calling a meeting shall specify the time of the meeting, and (subject to article 61) the place where the meeting is to be held; and
 - (a) it shall indicate the general nature of the business to be dealt with at the meeting;
 - (b) if a special resolution (see article 66) (or a resolution requiring special notice under the Companies Act) is to be proposed, it shall also state that fact, giving the exact terms of the resolution; and
 - (c) it shall notify the Ordinary Members of their right to appoint a proxy.
- 60 If members and directors are to be permitted to participate in the meeting by way of audio and/or audio-visual link(s), the notice (or notes accompanying the notice) shall:
 - (a) set out details of how to connect and participate via that link or links; and
 - (b) for the benefit of those members who may have difficulty in using a computer or laptop for this purpose, draw members' attention to the following options: (i) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements), (ii) (Ordinary Members only) appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should vote in relation to each resolution to be proposed at the meeting, (iii) (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 the meeting in person (iv)

submitting questions and/or comments in advance of the meeting.

- 61 If participation in the meeting is to be solely 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 one place – 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.
- 62 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 63) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting
- 63 Where article 62 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.
- 64 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 65 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:
- (a) in hard copy form; or
 - (b) (where the individual or organisation to whom notice is given has notified the company of an email address to be used for the purpose of communications from the company) by way of email; or
 - (c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Companies Act) by means of a website.

Special resolutions and ordinary resolutions

- 66 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 57 to 65.

67 For the avoidance of doubt, the reference in article 66 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.

68 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Companies Act allow the company, by special resolution,

(a) to alter its name; or

(b) to alter any provision of these articles or adopt new articles of association.

69 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; and OSCR's prior approval is also required in relation to any change of name.

70 If:

(a) the company is a community body (as defined in article 2) and (i) it has registered a community interest in land under Part 2 of the Land Reform (Scotland) Act 2003 and remains so registered, or (ii) has bought land under Part 2 of the Land Reform (Scotland) Act 2003 any part of which remains in its ownership; or

(b) the company is a Part 3A community body or Part 5 community body (in each case, as defined in article 2) and has bought land under Part 3A of the Land Reform (Scotland) Act 2003 or Part 5 of the Land Reform (Scotland) 2016 any part of which remains in its ownership,

the company must give written notice to the Scottish Ministers of any amendments to the articles of association of the company as soon as possible after such amendments take effect; and that requirement shall also apply in the context of any application to Scottish Ministers (where a determination has not yet been made by Scottish Ministers) under any of the legislation referred to above, if amendments are made to the version of the articles of association which was previously submitted to Scottish Ministers in connection with that application.

71 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 57 to 65.

Procedure at general meetings

- 72 The board may, if they consider appropriate (and must, if that is required under article 73) make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual links which allow them to hear and contribute to discussions at the meeting, providing:
- (a) the means by which members and 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 members - a barrier to participation;
 - (b) the notice calling the meeting (or notes accompanying the notice) contains the information required under article 60; and
 - (c) 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).
- 73 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 (a) to (c) of article 72 will apply.
- 74 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.
- 75 References in articles 60 to 63 and articles 72 to 74 to members should (wherever the context permits) be taken to include proxies for Ordinary Members and authorised representatives of members which are corporate bodies.
- 76 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall (subject to article 77) be 12 Ordinary Members; either present in person (subject to article 79) or represented by proxy.

- 77 A quorum shall not be deemed to be present at any general meeting unless the Ordinary Members present or represented by proxy at the meeting form a majority of the members present or represented by proxy at the meeting.
- 78 For the avoidance of doubt, Associate Members and Junior Members shall not be counted in determining whether a quorum is present at any general meeting.
- 79 An individual participating in a general meeting (whether as a member, as a proxy for a member, as the authorised representative of a member which is a corporate body, as a director, or as the chairperson of the meeting) via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting shall 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.
- 80 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 83) place, as may be fixed by the chairperson of the meeting.
- 81 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 82 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such date, time and (subject to article 83) place as the chairperson may determine.
- 83 Article 61 shall apply in relation to the requirement under article 82 for the chairperson to specify the place of an adjourned meeting.
- 84 Every Ordinary Member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 85 Where an Ordinary Member, or a proxy for an Ordinary Member, is participating in a meeting via an audio or audio-visual link, they may cast their vote on a given 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 board have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast via a show of hands.

- 86 For the avoidance of doubt, Associate Members and Junior Members shall have no power to vote at general meetings, but they have the right to participate and speak at general meetings.
- 87 Any Ordinary Member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting):
- (a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the board require), signed by that Ordinary Member; or
 - (b) shall send by electronic means to the company, at the electronic address notified to the members by the company for that purpose, an instrument of proxy (in such form as the board 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).
- 88 An instrument of proxy which does not conform with the provisions of article 87, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 89 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 90 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed that proxy to speak at the meeting; and a proxy need not be a member of the company.
- 91 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
- 92 An Associate Member which is a corporate body shall be entitled to appoint an individual to participate and speak at any general meeting as its authorised representative.
- 93 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.

- 94 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 participating in the meeting and entitled to vote, whether as Ordinary Members or as proxies for Ordinary 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.
- 95 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.
- 96 Where an Ordinary Member, or a proxy for an Ordinary Member, is participating in a meeting via an audio or audio-visual link, the chairperson's directions regarding how a secret ballot is to be conducted may allow them to cast their votes on the secret ballot via any of the methods referred to in article 85, providing reasonable steps are taken to preserve anonymity (while at the same time, maintaining confidence in the validity of the process).
- 97 The result of any secret ballot shall be declared at the meeting at which the ballot was demanded.
- 98 These articles of association 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 board in relation to a given general meeting (and the manner in which the general meeting is conducted) are consistent with those requirements:
- (a) a member cannot insist on participating in the general meeting, or (in the case of an Ordinary Member) voting at the general meeting, by any particular means;
 - (b) the general meeting need not be held in any particular place;
 - (c) the general meeting may be held without any 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);
 - (d) 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;
 - (e) an Ordinary Member will be able to exercise the right to vote at a 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 board) and which permits that Ordinary Member's vote to be taken

into account in determining whether or not a resolution is passed.

DIRECTORS

Categories of director

99 For the purposes of these articles:

“Member Director” means a director (drawn from the Ordinary Membership of the company) appointed under articles 105 to 110.

“Co-opted Director” means a director appointed or re-appointed by the directors under articles 111 and 112.

Maximum/minimum number of directors

100 The maximum number of directors shall be fifteen; out of that number, no more than twelve shall be Member Directors and no more than three shall be Co-opted Directors.

101 At any given time, directors who are also Ordinary Members must form a majority of the total number of directors in office.

102 The minimum number of directors shall be seven, of whom a majority must be Member Directors.

Eligibility

103 A person shall not be eligible for election/appointment as a Member Director unless they are an Ordinary Member of the company; a person appointed as a Co-opted Director need not, however, be a member of the company.

104 A person shall not be eligible for election/appointment as a director if they are an employee of the company.

Election, retiral, re-election: Member Directors

105 At each annual general meeting, the Ordinary Members may (subject to articles 100 to 104) elect any Ordinary Member (providing they are willing to act) to be a director (a “Member Director”).

106 The board may (subject to articles 100 to 104) at any time appoint any Ordinary Member (providing they are willing to act) to be a director (a “Member Director”).

- 107 At the first annual general meeting, one third (to the nearest round number) of the Member Directors shall retire from office; the question of which of them is to retire shall be determined by some random method.
- 108 At each annual general meeting (other than the first):
- (a) any Member Director appointed under article 106 during the period since the preceding annual general meeting shall retire from office;
 - (b) out of the remaining Member Directors, one third (to the nearest round number) shall retire from office.
- 109 The directors to retire under paragraph (b) of article 108 shall be those who have been longest in office since they were last elected or re-elected; as between persons 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.
- 110 A director who retires from office under article 107 or 108 shall be eligible for re-election.

Appointment/re-appointment: Co-opted Directors

- 111 In addition to their powers under article 106, the board may (subject to articles 100 to 104) at any time appoint any individual (providing they are willing to act) to be a director (a "Co-opted Director") on the basis that:
- (a) they have been nominated by a body with which the company has close contact in the course of its activities; or
 - (b) they have specialist experience and/or skills which could be of assistance to the board; or
 - (c) they are in a position to bring an additional perspective (e.g. a young person's perspective) to the work of the board.
- 112 At each annual general meeting, all of the Co-opted Directors shall retire from office – but shall then (subject to articles 100 to 104) be eligible for re-appointment under article 111.

Termination of office

- 113 A director shall automatically vacate office if:
- (a) they cease to be a director through the operation of any provision of the Companies Act or become prohibited by law from being a director;

- (b) they become debarred under any statutory provision from being a charity trustee (within the meaning of section 106 of the Scottish Charities Act);
- (c) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months;
- (d) (in the case of a Member Director) they cease to be an Ordinary Member of the company;
- (e) they become an employee of the company;
- (f) they resign office by notice to the company (either in writing or by email);
- (g) they are absent (without permission of the board) from more than three consecutive board meetings, and the board resolve to remove them from office;
- (h) they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Scottish Charities Act;
- (i) they are removed from office by resolution of the board on the grounds that they are considered to have committed a serious breach of the code of conduct for directors (as referred to in article 164); or
- (j) they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Companies Act.

114 A resolution under paragraph (h) or (i) of article 113 shall be valid only if:

- (a) the director who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for removal is to be proposed;
- (b) 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
- (c) at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Register of directors

115 The board shall maintain a register of directors, setting out full details of each director, including the date on which each of them

became a director, and also specifying the date on which any person ceased to hold office as a director.

Office-bearers

- 116 The directors shall elect from among themselves a chair and a treasurer, and such other office-bearers (if any) as they consider appropriate.
- 117 All of the office-bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
- 118 A person elected to any office shall cease to hold that office if they cease to be a director, or if they resign from that office by written notice to that effect.

Powers of directors

- 119 Subject to the provisions of the Companies 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 board, who may exercise all the powers of the company.
- 120 A board meeting at which a quorum is present may exercise all powers exercisable by the board.

Conflicts of interest involving directors - general

- 121 The board shall use every effort to ensure that conflicts of interest involving directors (including those which relate to individuals or bodies connected with directors) are identified at the earliest opportunity and appropriately managed; the following provisions of these articles are of particular relevance in that regard:
- (a) articles 124 to 129 (reflecting similar provisions contained in the Companies Act) require directors to declare any personal interest which they (or an individual or body connected with them) may have in any transaction or arrangement with the company;
 - (b) articles 156 to 158 prohibit a director with a personal interest of this nature from voting on the question of whether the company should enter into that arrangement;
 - (c) articles 130 to 133 refer to the duty on directors under the Companies Act to avoid any conflict of interest situation, and outline the process by which the board may authorise a conflict of interest situation if they consider that to be appropriate (note: this does not apply to a conflict of interest relating to a transaction or arrangement with the company);

- (d) articles 134 to 136 (reflecting similar provisions contained in the Scottish Charities Act) set out restrictions and conditions which would apply to any arrangement under which remuneration would be paid to a director (or where the director might benefit from remuneration paid to a connected party).

122 In addition to complying with the articles referred to in article 121:

- (a) the board shall maintain a register of directors' interests, identifying all directorships or other similar positions with other organisations held by each director from time to time;
- (b) every individual, on becoming a director, shall be required to declare any matters which ought to be entered against their name in the register of directors' interests;
- (c) every director shall notify the board promptly of any change which should be made to the matters entered against their name in the register of directors' interests;
- (d) the chairperson of each board meeting shall, shortly after the commencement of the meeting, ask the directors participating in the meeting to declare any personal interest which they (or an individual or body connected with them) may have in the matters to be discussed at that meeting (except to the extent that that is evident from entries in the register of directors' interests);
- (e) the minutes of each board meeting shall identify any conflicts of interest which have been declared at the meeting, and shall record in detail how any such conflicts of interest have been managed.

123 The code of conduct for directors (as referred to in article 164) shall include rules on conflict of interest which shall define in greater detail, and supplement, the requirements set out (or referred to) in articles 121 and 122.

Conflicts of interest relating to transactions/arrangements with the company

124 A director who has a personal interest (directly or indirectly) in any transaction or other arrangement which the company is proposing to enter into, must declare that interest (including details of the nature and extent of the director's interest) at a board meeting.

125 Any declaration under article 124 must be made before the discussion at the board meeting on the question of whether the transaction or other arrangement should be entered into.

126 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into will be

debarred under article 156 (unless the special circumstances outlined in article 158 apply) from voting on the question of whether or not the company should enter into that arrangement.

127 Where a transaction or arrangement has already been entered into by the company and a director has a personal interest in that arrangement, that director must (unless they declared their interest in advance of the company entering into the arrangement, in accordance with articles 124 and 125) declare the nature and extent of their interest at a board meeting or by way of a notice to the directors.

128 For the purposes of articles 124 and 127, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs or any third sector organisation of which they are a board member or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director or any limited liability partnership of which they are a member (or any other party who/which is deemed to be connected with them for the purposes of the Companies Act), has a personal interest in that arrangement.

129 Provided:

- (a) the director concerned has declared their interest;
- (b) they have not voted on the question of whether or not the company should enter into the relevant arrangement; and
- (c) the requirements of articles 134 and 135 are complied with,

a director will not be debarred from entering into an arrangement with the company in which they have a personal interest (or are deemed to have a personal interest under article 128) and may retain any personal benefit which they gain from their participation in that arrangement.

Conflict of interest situations

130 Section 175 of the Companies Act imposes a duty on every director to avoid any situation (referred to below as a "Conflict Situation") in which they have, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company – unless the matter has been authorised by the board under article 133.

131 For the purposes of section 175 of the Companies Act, conflict of interest is taken to include a conflict of interest and duty, and a conflict of duty.

- 132 The duty referred to in article 130 does not apply to a conflict of interest arising in relation to a transaction or arrangement with the company; any conflict of interest of that kind should be addressed in accordance with the provisions of articles 124 to 129, and the code of conduct referred to in article 164.
- 133 The board may, if they consider it appropriate to do so, pass a resolution (in accordance with the provisions of section 175 of the Companies Act), authorising any particular Conflict Situation; the board may give authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances, and may amend or vary any such authorisation.

Remuneration and expenses

- 134 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 their ordinary duties as a director.
- 135 Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then:
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - (b) the board must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
 - (c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
- 136 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at board meetings, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

DIRECTORS' MEETINGS

Procedure at board meetings

- 137 Any director may call a board meeting or request the secretary to call a board meeting.
- 138 At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.
- 139 If directors are to be permitted to participate in a board 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:

- (a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
- (b) (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.

140 Questions arising at a board meeting shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall (subject to article 141) have a casting vote.

141 A chairperson who is not an Ordinary Member shall not be entitled to a casting vote.

142 No business shall be dealt with at a board meeting unless a quorum is present; the quorum for board meetings shall (subject to article 143) be five.

143 A quorum shall not be deemed to be constituted at any board meeting unless the Member Directors who are also Ordinary Members form a majority of the total number of directors present at the meeting.

144 An individual participating in a board 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 director, will be deemed to be in attendance) at the meeting.

145 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 143, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.

146 The board may if they consider appropriate (and must, if this is required under article 147), allow directors to participate in board meetings by way of an audio and/or audio-visual link or links which allow them to hear and contribute to discussions at the meeting, providing:

- (a) 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

- (b) 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).

147 If restrictions arising from public health legislation, directions or guidance are likely to mean that attendance in person at a proposed board meeting would not be possible or advisable for one or more of the directors, the board must make arrangements for directors to participate in that board meeting by way of audio and/or audio-visual link(s); and on the basis that:

- (a) the requirements set out in paragraphs (a) and (b) of article 146 will apply; and
- (b) the board 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.

148 A board 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.

149 Where a director is participating in a board meeting via an audio or audio-visual link, they may cast their vote on a given 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.

150 The principles set out in article 98 (technical objections to remote participation) shall apply in relation to remote participation and voting at board 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 members' meeting were a reference to a board meeting.

151 A resolution agreed to in writing (or by e-mail) by a majority of the directors then in office shall (subject to articles 152 and 153) be as valid as if duly passed at a board meeting.

152 A resolution under article 151 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 153.

153 If a resolution is circulated to the directors under article 151, any one or more directors may, following receipt of a copy of the

resolution, notify the secretary that they consider that a board 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:

- (a) the secretary must convene a board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
- (b) the resolution cannot be treated as valid under article 151 unless and until that board meeting has taken place;
- (c) the board may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that board 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.

154 Unless they are unwilling to do so, the chair of the company shall preside as chairperson at every board meeting at which they are 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 directors present shall elect from among themselves the person who will act as chairperson of the meeting.

155 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to participate (whether in person or by way of an audio or audio-visual link) in any board meeting; for the avoidance of doubt, any such person who is invited to participate in a board meeting shall not be entitled to vote.

156 A director shall not vote at a board meeting (or at a meeting of a sub-committee) on any resolution concerning a matter in which that director has a personal interest which conflicts (or may conflict) with the interests of the company; and they must withdraw from the meeting while an item of that nature is being dealt with.

157 For the purposes of article 156, a person shall (subject to article 158) be deemed to have a personal interest in a particular matter if any partner or other close relative of theirs or any third sector organisation of which they are a board member or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director or any limited liability partnership of which they are a member (or any other party who/which is deemed to be connected with them for the purposes of the Companies Act), has a personal interest in that matter.

158 Where a subsidiary of the company has an interest in a particular matter which is to be considered by the board, a director of the company who is also a director of that subsidiary will not be debarred from voting on that matter (unless they have a different

personal interest in that matter, unrelated to their position as a director of that subsidiary).

- 159 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 160 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 156 to 159.

Conduct of directors

- 161 It is the duty of each director of the company to take decisions (and exercise their other powers and responsibilities as a director) in such a way as they consider 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 they may have with any other body which may have an interest in the matter in question.
- 162 Each of the directors shall, in exercising their functions as a director of the company, act in the interests of the company; and, in particular, must:
- (a) 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);
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party
 - (i) put the interests of the company before that of the other party, in taking decisions as a director; or
 - (ii) where any other duty prevents that director 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;
 - (d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Scottish Charities Act.
- 163 In addition to the duties outlined in article 162, all of the directors must take such steps as are reasonably practicable for the purpose of ensuring:

- (a) that any breach of any of those duties by a director is corrected by the director concerned and not repeated; and
 - (b) that any director who has been in serious or persistent breach of those duties is removed as a director.
- 164 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board 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.

ADMINISTRATION

Delegation to sub-committees

- 165 The board may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the board 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.
- 166 Any delegation of powers under article 165 may be made subject to such conditions as the board may impose and may be revoked or altered.
- 167 The rules of procedure for any sub-committee shall be as prescribed by the board.

Operation of bank accounts

- 168 The board shall adopt such systems of financial control relating to the operation of bank accounts (including online banking) as may be recommended from time to time by the company's auditors or independent examiners or other external accountants.

Secretary

- 169 The board shall (notwithstanding the provisions of the Companies 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 board; the company secretary may be removed by the board at any time.

Minutes

- 170 The board shall ensure that minutes are made of all proceedings at general meetings, board meetings and meetings of committees; a

minute of any meeting shall include the names of those participating in the meeting, and (as far as possible) shall be signed by the chairperson of the meeting.

- 171 Any person may request a copy of the minutes of any meeting of the company (whether a general meeting or a board meeting) and, provided that the request is reasonable, the company must (subject to article 172) provide a copy of the minutes to that person within 28 days of the request.
- 172 Where a request for a copy of minutes is made under article 171, 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

- 173 The board shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 174 The accounting records shall be maintained by the treasurer and overseen by the chair, or otherwise by, or as determined by, the board; such records shall be kept at such place or places as the board think fit and shall always be available for inspection by the board.
- 175 The board shall prepare annual accounts, complying with all relevant statutory requirements.
- 176 Subject to article 177, the board shall ensure that an audit of the annual accounts is carried out by an auditor.
- 177 Notwithstanding the provisions of article 176, an audit (within the meaning of the Companies Act) by a company auditor (as defined in the Companies Act) shall not be required, in a case where the company is exempt (under the Companies 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 Companies Act and (if the company is a Scottish charity at the time) the requirements of the Scottish Charities Act.
- 178 No member shall (unless they are 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

- 179 Any notice, notification or request which requires to be given to a member under these articles shall be given either in writing or by

electronic means (or, in the case of a notice of general meeting, by way of a website - 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 Companies Act); the notice, notification or request 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 that member 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.

- 180 Any application, nomination, confirmation, notice or notification to the company under these articles (where it is sent by email) must be sent to the email address used by the company for communications of that nature, as intimated by the company from time to time.
- 181 Any notice or other document 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 or other document was given, it shall be sufficient to prove that the envelope containing it was properly addressed and posted.
- 182 Any notice or other document 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 or other document 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.

MISCELLANEOUS

Winding-up

- 183 If – at the time when the company is being wound up – the company has registered any interest in land and/or exercised any right to buy under Part 2 of the Land Reform (Scotland) Act 2003, any property remaining after satisfaction of all the company's debts and liabilities shall not be paid to or distributed among the members of the company; instead, that property shall be transferred (subject to article 187) to:
- (a) such other community body or bodies, crofting community body or bodies or Part 3A community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers); or
 - (b) (if no community body, crofting community body or Part 3A community body is approved by the Scottish Ministers) the

Scottish Ministers (to be held for charitable purposes only) or to such Scottish charity as the Scottish Ministers may direct.

184 If – at the time when the company is being wound up – the company has exercised any right to buy under Part 3A of the Land Reform (Scotland) Act 2003, any property remaining after satisfaction of all the company’s debts and liabilities shall not be paid to or distributed among the members of the company; instead, that property shall be transferred (subject to article 187) to:

- (a) such other community body or bodies or crofting community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers); or
- (b) (if no community body or crofting community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such Scottish charity as the Scottish Ministers may direct.

185 If – at the time when the company is being wound up – the company has exercised any right to buy under Part 5 of the Land Reform (Scotland) Act 2016, any property remaining after satisfaction of all the company’s debts and liabilities shall not be paid to or distributed among the members of the company; instead, that property shall be transferred (subject to article 187) to:

- (a) such other community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers); or
- (b) (if no community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such Scottish charity as the Scottish Ministers may direct.

186 If – at the time when the company is being wound up – the company has made any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, any property remaining after satisfaction of all the company’s debts and liabilities shall not be paid to or distributed among the members of the company; instead, that property shall be transferred (subject to article 187) to:

- (a) another community transfer body;
- (b) a Scottish charity;
- (c) such community body or bodies or crofting community body or bodies as may be determined by the members (subject to the identity of the transferee body or bodies being approved by the Scottish Ministers); or

- (d) (if no community body or crofting community body is approved by the Scottish Ministers) the Scottish Ministers (to be held for charitable purposes only) or to such Scottish charity as the Scottish Ministers may direct.
- 187 If – at the time when the company is being wound up – the company is a Scottish charity:
- (a) no property shall be transferred under article 183, 184, 185 or 186 to any body unless it is a body entered in the Scottish charity register; for the avoidance of doubt, the Scottish Ministers should be taken to be a “body” for the purposes of this article and articles 183, 184, 185 and 186; and
 - (b) nothing in these articles shall authorise any application of the property of the company for any purpose which is not a charitable purpose (as defined in article 2).

Indemnity

- 188 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 Companies Act) out of the assets of the company against any loss or liability which they may sustain or incur in connection with the execution of the duties of their office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Companies Act), any liability incurred by them in defending any proceedings (whether civil or criminal) in which judgement is given in their favour or in which they are acquitted or any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
- 189 The company shall be entitled (subject to the provisions of section 68A of the Scottish Charities Act) 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 their 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).

Appendix 1

As stated in Article 4 the company has been formed to benefit the community of the Forres Academy catchment area (the "Forres Area") which comprises the postcode units set out in this appendix ("the Community").

The table below is a list of all postcodes, as at October 2021, which have at least one property (domestic or commercial) located in the Forres Academy catchment area. The school catchment areas do not follow any postcode mapping and therefore some properties with the same postcode may fall within more than one School catchment area e.g. IV30 5YQ which is covered by Forres Academy and Lossiemouth High School.

New postcodes are introduced as development is completed and/or if the Royal Mail decided that new postcodes need to be allocated to existing properties.

POSTCODE

IV30 5YP	IV36 1EW	IV36 1NT	IV36 2QB	IV36 3AB
IV30 5YQ	IV36 1EX	IV36 1NU	IV36 2QD	IV36 3AD
IV30 8FE	IV36 1EY	IV36 1NW	IV36 2QE	IV36 3AE
IV30 8TS	IV36 1FB	IV36 1NX	IV36 2QG	IV36 3AH
IV30 8TU	IV36 1FD	IV36 1NZ	IV36 2QH	IV36 3AR
IV30 8UE	IV36 1FE	IV36 1PA	IV36 2QL	IV36 3BN
IV30 8UF	IV36 1FF	IV36 1PB	IV36 2QN	IV36 3BP
IV30 8UP	IV36 1FG	IV36 1PD	IV36 2QP	IV36 3BT
IV30 8UR	IV36 1FH	IV36 1PE	IV36 2QQ	IV36 3BU
IV30 8UT	IV36 1FJ	IV36 1PF	IV36 2QR	IV36 3BW
IV30 8UU	IV36 1FL	IV36 1PG	IV36 2QS	IV36 3EB
IV30 8UW	IV36 1FN	IV36 1PH	IV36 2QT	IV36 3ED
IV30 8UX	IV36 1FP	IV36 1PJ	IV36 2QU	IV36 3EE
IV30 8UY	IV36 1FQ	IV36 1PL	IV36 2QW	IV36 3EF
IV30 8UZ	IV36 1FR	IV36 1PN	IV36 2QX	IV36 3FF
IV30 8XA	IV36 1FS	IV36 1PP	IV36 2QY	IV36 3FG
IV30 8XB	IV36 1FT	IV36 1PQ	IV36 2QZ	IV36 3FJ

IV30 8XD	IV36 1FW	IV36 1PR	IV36 2RA	IV36 3GH
IV30 8XE	IV36 1FX	IV36 1PS	IV36 2RB	IV36 3GU
IV30 8XF	IV36 1FY	IV36 1PT	IV36 2RD	IV36 3JS
IV30 8XG	IV36 1FZ	IV36 1PU	IV36 2RE	IV36 3QJ
IV30 8XP	IV36 1GA	IV36 1PW	IV36 2RF	IV36 3RY
IV30 8XR	IV36 1GB	IV36 1PX	IV36 2RG	IV36 3SH
IV30 8XS	IV36 1GD	IV36 1PY	IV36 2RH	IV36 3ST
IV30 8XT	IV36 1GF	IV36 1PZ	IV36 2RJ	IV36 3SX
IV30 8XW	IV36 1GG	IV36 1QA	IV36 2RL	IV36 3TA
IV36 1AA	IV36 1GH	IV36 1QB	IV36 2RN	IV36 3TB
IV36 1AB	IV36 1GL	IV36 1QD	IV36 2RP	IV36 3TD
IV36 1AD	IV36 1GP	IV36 1QE	IV36 2RQ	IV36 3TE
IV36 1AE	IV36 1GQ	IV36 1QG	IV36 2RR	IV36 3TF
IV36 1AF	IV36 1GS	IV36 1QS	IV36 2RS	IV36 3TG
IV36 1AG	IV36 1GT	IV36 1RA	IV36 2RT	IV36 3TH
IV36 1AH	IV36 1GZ	IV36 1SW	IV36 2RU	IV36 3TJ
IV36 1AJ	IV36 1HA	IV36 1WR	IV36 2RW	IV36 3TL
IV36 1AL	IV36 1HB	IV36 1WS	IV36 2RX	IV36 3TN
IV36 1AN	IV36 1HD	IV36 1ZN	IV36 2RY	IV36 3TP
IV36 1AP	IV36 1HE	IV36 1ZQ	IV36 2RZ	IV36 3TQ
IV36 1AQ	IV36 1HF	IV36 1ZR	IV36 2SA	IV36 3TR
IV36 1AR	IV36 1HG	IV36 1ZZ	IV36 2SB	IV36 3TS
IV36 1AS	IV36 1HH	IV36 2AB	IV36 2SD	IV36 3TT
IV36 1AT	IV36 1HJ	IV36 2AD	IV36 2SF	IV36 3TU
IV36 1AU	IV36 1HL	IV36 2AE	IV36 2SG	IV36 3TW
IV36 1AW	IV36 1HN	IV36 2BH	IV36 2SH	IV36 3TX
IV36 1AX	IV36 1HP	IV36 2EY	IV36 2SJ	IV36 3TY
IV36 1AY	IV36 1HQ	IV36 2GG	IV36 2SL	IV36 3TZ

IV36 1AZ	IV36 1HR	IV36 2GJ	IV36 2SN	IV36 3UA
IV36 1BA	IV36 1HS	IV36 2GR	IV36 2SP	IV36 3UB
IV36 1BB	IV36 1HT	IV36 2GU	IV36 2SQ	IV36 3UG
IV36 1BD	IV36 1HU	IV36 2GW	IV36 2SR	IV36 3UH
IV36 1BE	IV36 1HX	IV36 2GX	IV36 2SS	IV36 3UJ
IV36 1BG	IV36 1HY	IV36 2GY	IV36 2ST	IV36 3UL
IV36 1BH	IV36 1HZ	IV36 2HE	IV36 2SU	IV36 3UN
IV36 1BJ	IV36 1JA	IV36 2HF	IV36 2SW	IV36 3UP
IV36 1BL	IV36 1JB	IV36 2HG	IV36 2SX	IV36 3UR
IV36 1BN	IV36 1JD	IV36 2HJ	IV36 2SY	IV36 3UT
IV36 1BQ	IV36 1JE	IV36 2HL	IV36 2SZ	IV36 3UW
IV36 1BS	IV36 1JF	IV36 2HN	IV36 2TA	IV36 3UX
IV36 1BU	IV36 1JG	IV36 2HW	IV36 2TB	IV36 3WF
IV36 1BX	IV36 1JJ	IV36 2JG	IV36 2TD	IV36 3WN
IV36 1BY	IV36 1JL	IV36 2JH	IV36 2TE	IV36 3WU
IV36 1BZ	IV36 1JU	IV36 2JN	IV36 2TF	IV36 3WX
IV36 1DA	IV36 1JY	IV36 2JP	IV36 2TG	IV36 3WY
IV36 1DB	IV36 1LA	IV36 2JQ	IV36 2TH	IV36 3XJ
IV36 1DD	IV36 1LB	IV36 2JR	IV36 2TJ	IV36 3XL
IV36 1DE	IV36 1LD	IV36 2JT	IV36 2TL	IV36 3XN
IV36 1DF	IV36 1LE	IV36 2JU	IV36 2TN	IV36 3XP
IV36 1DG	IV36 1LF	IV36 2JW	IV36 2TP	IV36 3XQ
IV36 1DH	IV36 1LG	IV36 2JX	IV36 2TQ	IV36 3XR
IV36 1DJ	IV36 1LH	IV36 2JZ	IV36 2TR	IV36 3XS
IV36 1DL	IV36 1LJ	IV36 2LP	IV36 2TS	IV36 3XT
IV36 1DN	IV36 1LL	IV36 2NL	IV36 2TT	IV36 3XU
IV36 1DP	IV36 1LN	IV36 2NS	IV36 2TU	IV36 3XW
IV36 1DQ	IV36 1LP	IV36 2NT	IV36 2TW	IV36 3XX

IV36 1DR	IV36 1LQ	IV36 2NW	IV36 2TX	IV36 3XY
IV36 1DS	IV36 1LR	IV36 2NZ	IV36 2TY	IV36 3XZ
IV36 1DT	IV36 1LS	IV36 2PA	IV36 2TZ	IV36 3YA
IV36 1DU	IV36 1LT	IV36 2PB	IV36 2UA	IV36 3YB
IV36 1DW	IV36 1LU	IV36 2PD	IV36 2UB	IV36 3YD
IV36 1DX	IV36 1LW	IV36 2PE	IV36 2UD	IV36 3YE
IV36 1DY	IV36 1LX	IV36 2PF	IV36 2UE	IV36 3YF
IV36 1DZ	IV36 1LY	IV36 2PG	IV36 2UF	IV36 3YG
IV36 1EA	IV36 1LZ	IV36 2PH	IV36 2UG	IV36 3YH
IV36 1EB	IV36 1NA	IV36 2PJ	IV36 2UH	IV36 3YJ
IV36 1ED	IV36 1NB	IV36 2PL	IV36 2UJ	IV36 3YL
IV36 1EE	IV36 1ND	IV36 2PN	IV36 2UL	IV36 3YN
IV36 1EF	IV36 1NE	IV36 2PP	IV36 2US	IV36 3YP
IV36 1EG	IV36 1NF	IV36 2PQ	IV36 2WA	IV36 3YQ
IV36 1EH	IV36 1NG	IV36 2PR	IV36 2WD	IV36 3YR
IV36 1EL	IV36 1NH	IV36 2PS	IV36 2WE	IV36 3YS
IV36 1EN	IV36 1NJ	IV36 2PT	IV36 2WG	IV36 3YT
IV36 1EP	IV36 1NL	IV36 2PU	IV36 2WH	IV36 3YU
IV36 1EQ	IV36 1NN	IV36 2PW	IV36 2WJ	IV36 3YW
IV36 1ER	IV36 1NP	IV36 2PX	IV36 2WP	IV36 3YX
IV36 1ES	IV36 1NQ	IV36 2PY	IV36 2WT	IV36 3YY
IV36 1EU	IV36 1NR	IV36 2PZ	IV36 2XH	IV36 3YZ
	IV36 1NS	IV36 2QA	IV36 2ZH	PH26 3PU