

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
of
CAMPHILL RUDOLF STEINER SCHOOLS LIMITED

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PART 1 - INTERPRETATION AND LIMITATION OF LIABILITY

1 Definitions and interpretation

1.1 In these Articles, unless the context requires otherwise

"Act" means the Companies Act 2006;

"Articles" means these articles of association;

"Bankruptcy" means bankruptcy or sequestration and shall include individual insolvency proceedings in a jurisdiction other than Scotland which have an effect similar to that of bankruptcy or sequestration;

"Board" means the board of Trustees;

"Charitable Purposes" means a charitable purpose under section 7 of the Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

"Chairperson" means the independent chairperson appointed pursuant to article 10;

"Chairperson of the Meeting" has the meaning given in article 31;

"Charities Act" means the Charities and Trustee Investment (Scotland) Act 2005;

"Clear Days" means the period of the length specified in these Articles excluding the day of the meeting and the day on which the notice is given. Where the notice is sent by post to an address in the United Kingdom, and the Company can show that it was properly addressed, pre-paid and posted, notice is deemed to have been given to the intended recipient 48 hours after it was posted;

"Community" means the Camphill School Aberdeen community underpinned by the Camphill Movement values which supports children and adults to participate fully and equally in society.;

"Company" means Camphill Rudolf Steiner Schools Limited;

"Document" includes, unless otherwise specified, any document sent or supplied in Electronic Form;

"Electronic Form" means, in relation to the sending or supply of a document or information, the sending or supply by electronic means (such as by e-mail or fax) or by any other means while in an electronic form (such as sending a disk by post);

"External Trustee" means individuals who are appointed from groups external to Camphill School Aberdeen, including but not exclusively from local businesses and the local community in and around Aberdeen;

"**Internal Trustee**" means individuals who live at, work at or use the services of Camphill School Aberdeen;

"**Member**" has the meaning given in section 112 of the Act;

"**Objects**" means the objects of the Company described in article 2;

"**Ordinary Resolution**" has the meaning given in section 282 of the Act;

"**Participate**", in relation to a Trustees' meeting, has the meaning given in article 21 and "**Participating**" shall be construed accordingly;

"**Proxy Notice**" has the meaning given in article 38;

"**Special Resolution**" has the meaning given in section 283 of the Act;

"**Trustee**" means a director of the Company and includes any person occupying such position, such persons being charity trustees for the purposes of the Charities Act, by whatever name called; and

"**Writing**" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

1.2 Unless the context otherwise requires:

1.2.1 other words or expressions contained in these Articles bear the same meaning as in the Act as in force on the date when these Articles become binding on the Company;

1.2.2 words in the singular include the plural and in the plural include the singular; and

1.2.3 unless the context otherwise requires, a reference to one gender includes a reference to the other gender.

1.3 These Articles apply instead, and to the exclusion, of the model articles for private companies limited by guarantee set out in schedule 2 of The Companies (Model Articles) Regulations 2008.

2 **Objects**

2.1 The Company will promote, advance and further Charitable Purposes and activities as part of the international Camphill Movement by aiming to create a community in which children and adults, many with learning disabilities, can live, learn and work with others in healthy social relationships based on mutual care and respect, and in doing so creating an inclusive, lifelong learning culture with an integrated approach to health, education and care.

2.2 In promoting, advancing and furthering Charitable Purposes and activities as detailed in article 2.1 the Company seeks to further develop a living and working community based on equality of rights

and opportunities, collaboration, freedom and empowering respectful relationships. The Company has an active engagement with the wider society, facilitating a mutually beneficial flow of information and learning.

2.3 For the purposes of the Charities Act the following Charitable Purposes are relevant and for the purposes of the Charities Act are the Charitable Purposes identified as applicable from section 7 of the Charities Act:-

2.3.1 the advancement of education;

2.3.2 the advancement of citizenship or community development;

2.3.3 the provision of recreational facilities, or the organisation of recreational activities, with the object of improving the condition of life for the persons from whom the facilities or activities are primarily intended; and

2.3.4 the advancement of environmental protection or improvement.

2.4 For the purposes of the Taxes Acts the provisions set out in 2.1 to 2.3 inclusive shall be read together to ensure the Charitable Purposes of the Company are compliant with the Taxes Act.

3 Charitable Declaration

3.1 It is declared that the assets of the Company shall only be applied for Charitable Purposes and the Trustees shall:-

3.1.1 act in accordance with the Charities Act; and

3.1.2 do nothing to prevent the Company qualifying and continuing to qualify as charitable.

3.2 Each of the Trustees shall, in exercising his powers and duties as a Trustee, act in the interests of the Company. In doing so the Trustees must seek, in good faith, to ensure that the Trustees act in a manner which is in accordance with the purposes of the Company and act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.

4 Income and Property

The income and property of the Company shall be applied solely towards the promotion of its Objects set out in article 2 and no portion shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Company nor shall any payments be made to Trustees except as permitted by these Articles.

5 Liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

- 5.1 payment of the Company's debts and liabilities contracted before he ceases to be a Member;
- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

PART 2 - MEMBERS

6 Members

- 6.1 Members of the Company shall be those persons who are, from time to time, appointed as Trustees.
- 6.2 In the event of a Trustee ceasing to be a Trustee, such Trustee shall cease to be a Member.

PART 3 - TRUSTEES

7 Number of Trustees

- 7.1 The maximum number of Trustees shall be 12.
- 7.2 There shall be a minimum of 5 Trustees.
- 7.3 The number of Internal Trustees shall not be equal to, or exceed, the number of External Trustees. If, for any reason, the number of Internal Trustees is equal to or exceeds the number of External Trustees, the Trustees shall endeavour to restore a majority of External Trustees to the Board without undue delay, and shall do so by way of appointment of additional External Trustees.

APPOINTMENT AND REMOVAL OF TRUSTEES

8 Nominations Committee

- 8.1 The Trustees shall establish a committee (the "Nominations Committee") to make recommendations to the Trustees in relation to the selection of appropriate individuals for appointment as External Trustees and Internal Trustees.
- 8.2 The members of the Nominations Committee shall comprise:
 - 8.2.1 4 Trustees; and

8.2.2 the Chairperson.

8.3 Subject to articles 8.2 to 8.4, the composition and proceedings of the Nominations Committee shall be governed by such directions as may be issued by the Trustees from time to time.

8.4 In carrying out its functions, the Nominations Committee shall give effect to the following principles:-

8.4.1 the Nominations Committee should set an appropriate skills matrix to guide it in selecting and evaluating appropriate candidates, and should review such skills matrix from time to time;

8.4.2 nominations for candidates falling within the remit of the Nominations Committee should be sought from the Community;

8.4.3 all competent expressions of interest submitted via a formal and prescribed selection and recruitment process which has been set by the Nominations Committee should be considered by the Nominations Committee; and

8.4.4 the Nominations Committee should maintain a register of suitable candidates for future reference.

9 Number of Terms and Termination of Trustee's appointment

9.1 A Trustee may serve as a Trustee for a maximum aggregate of nine years.

9.2 Trustees terms shall be specified on appointment and shall be set by the Board at either 2, 3, or 4 years.

9.3 Notwithstanding the provisions of article 9.1, a Trustee may continue to serve after their maximum term of nine years if the remaining Trustees determine at a meeting of the Trustees that special circumstances exist which merit that Trustee continuing to serve.

9.4 A person ceases to be a Trustee if:

9.4.1 that person has died or a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;

9.4.2 that person has missed 3 or more consecutive Board meetings, (unless the Trustees decide by majority decision that this article 9.4.2 shall not apply);

9.4.3 that person ceases to be a Trustee by virtue of any provision of the Act or is prohibited from being a Trustee by law;

- 9.4.4 that person becomes prohibited by law from being a charity trustee;
- 9.4.5 a Bankruptcy order is made against that person;
- 9.4.6 a composition is made with that person's creditors generally in satisfaction of that person's debts; or
- 9.4.7 notification is received by the Company from the Trustee that the Trustee is resigning from office, and such resignation has taken effect in accordance with its terms.

10 Appointment, removal and term of the Chairperson

- 10.1 The Trustees, shall by majority decision at a meeting of Trustees:
 - 10.1.1 appoint any person who is an External Trustee who is willing so to act to be the Chairperson; or
 - 10.1.2 remove the Chairperson from their office as Chairperson.
- 10.2 Any appointment or removal of the Chairperson under this article 10 shall be effective from the date on which the relevant meeting of Trustees is held.

11 Limitation on private benefits

- 11.1 The income and property of the Company shall be applied solely towards the promotion of its purposes as set forth in the Articles.
- 11.2 Subject to clause 11.3, no part of the income and property of the Company shall be paid or transferred, directly or indirectly, by way of benefit to its Trustees or Members.
- 11.3 Nothing herein shall prevent any payment in good faith by the Company:-
 - 11.3.1 of a reasonable and proper remuneration in accordance with sections 67 and 68 of the 2005 Act (i.e. that no more than 49% of Trustees may be remunerated) and any amendment or alteration thereto;
 - 11.3.2 of interest on money lent by any Trustee or Member at a reasonable and proper rate per annum and not exceeding the base lending rate for the time being of the Company's bankers; or reasonable and proper rent for premises let by any Trustee or Member to the Company; and
 - 11.3.3 to any Trustee of out-of-pocket expenses.

TRUSTEES' POWERS AND RESPONSIBILITIES

12 Trustees' general authority

- 12.1 Subject to these Articles, the Trustees are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

13 Members' reserve power

- 13.1 The Members may, by Special Resolution, direct the Trustees to take, or refrain from taking, specified action.
- 13.2 No such Special Resolution invalidates anything which the Trustees have done before the passing of the resolution.

14 Trustees' interests

- 14.1 Subject to the provisions of the Act, articles 2, 15.3 and 25.2 and provided that he/she has disclosed to the Trustees the nature and extent of any personal interest which he/she has (unless immaterial), a Trustee:
- 14.1.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the Company or any associated company;
 - 14.1.2 may be party to, or have some other personal interest in, any transaction or arrangement in which the Company or any associated company has an interest;
 - 14.1.3 may be a trustee or secretary of, or employed by, or have some other personal interest in any associated company;
 - 14.1.4 shall not, because of his/her office, be accountable to the Company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company; and
 - 14.1.5 no such transaction or arrangement shall be liable to be treated as void on the grounds of any such interest or benefit.

15 Conduct of Trustees

- 15.1 Each of the Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Trustees or the Members 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, 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.
- 15.2 It is the duty of each Trustee to take decisions (and exercise his/her other powers and responsibilities as a Trustee) in such a way as he/she considers, in good faith, will be most likely to

promote the success of the Company and will be in the interests of the Company, and irrespective of 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.

15.3 Without prejudice to 15.2 above, each of the Trustees shall have a duty, in exercising functions as a charity trustee, to act in the interests of the Company; and in particular, must:

15.3.1 seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its purposes;

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

15.3.3 in circumstances giving rise to the possibility of a conflict of interest between the Company and any party responsible for the appointment of a Trustee:

15.3.3.1 put the interests of the Company before the other party;

15.3.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Company and refrain from participating in any deliberation or decision of the other Trustees with regard to the matter in question;

15.3.4 ensure that the Company complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities Act ; and

15.3.5 comply with the rules and/or bye laws prescribed by the Board of Trustees from time to time, in accordance with article 15.1; for the avoidance of doubt, such rules and/or bye laws shall be supplemental to the provisions relating to the conduct of Trustees contained in these Articles, and the relevant provisions of these Articles shall be interpreted and applied in accordance with the provisions of the rules and/or bye laws in force from time to time.

16 Trustees may delegate

16.1 Subject to these Articles, the Trustees may delegate any of the powers which are conferred on them under these Articles:

16.1.1 to such person; or

16.1.2 to such committee as is deemed necessary by the Trustees from time to time;

by such means (including by power of attorney), to such an extent, in relation to such matters or territories and on such terms and conditions as they think fit.

16.2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated.

16.3 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

17 Committees

17.1 The Trustees shall make rules of procedure for all or any committees, (including, without prejudice to the forgoing generality, rules on the composition of, the appointment of persons to, and removal of members from, the committee).

17.2 All rules made by the Trustees pursuant to article 17.1 shall be put down in writing and made available to the Community, on request.

17.3 Each committee may comprise individuals who are not Trustees but an External Trustee must chair each committee and that Trustee has the responsibility to provide feedback to the Board regarding the work of the committee.

DECISION MAKING BY TRUSTEES

18 Trustees to take decisions collectively

18.1 Subject to the further provisions of this Article 18, any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with article 19.

18.2 If the Company only has one Trustee for the time being the general rule does not apply, and the Trustee may (for so long as he remains the sole Trustee) take decisions without regard to the provisions of articles 18 to 28 inclusive, save that if that sole remaining Trustee is an Internal Trustee, they must take no action other than to appoint an External Trustee.

18.3 If, for any reason, there is parity of numbers of Internal and External Trustees the External Trustees shall have an additional vote among them in relation to any matter under consideration at a meeting of the Trustees (an "Additional Vote"). The External Trustees shall determine, by majority vote among them, how the Additional Vote conferred upon them by this article 18.3 shall be exercised.

18.4 In the event of parity of votes among the External Trustees in relation to how the Additional Vote shall be exercised, the Chairman shall have a casting vote.

18.5 If, for any reason (including by reason of any termination of any External Trustees' appointment) the number of Internal Trustees exceeds the number of External Trustees, the External Trustees shall have such number of Additional Votes among them as is required to restore a majority of votes to the External Trustees until such time as a sufficient number of External Trustees are appointed under these articles so as to equal or exceed the number of Internal Trustees.

19 Unanimous decisions

- 19.1 A decision of the Trustees is taken in accordance with this article when all Trustees indicate to each other by any means that they share a common view on a matter.
- 19.2 Such a decision may take the form of a resolution in Writing where each Trustee has signed one or more copies of it or to which each Trustee has otherwise indicated agreement in Writing.
- 19.3 A decision may not be taken in accordance with this article if the Trustees would not have formed a quorum at such a meeting in accordance with article 23 below.

20 Calling a Trustees' meeting

- 20.1 Any Trustee may call a Trustees' meeting by giving notice of the meeting to the Trustees or by authorising the company secretary (if any) to give such notice.
- 20.2 Notice of any Trustees' meeting must indicate:
- 20.2.1 its proposed date and time;
 - 20.2.2 where it is to take place;
 - 20.2.3 if it is anticipated that Trustees Participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting; and
 - 20.2.4 the purpose of such meeting.
- 20.3 Notice of a Trustees' meeting must be given to each Trustee, but need not be in Writing.
- 20.4 Notice of a Trustees' meeting need not be given to Trustees who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

21 Participation in Trustees' meetings

- 21.1 Subject to these Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting ("Participate") when:
- 21.1.1 the meeting has been called and takes place in accordance with these Articles; and
 - 21.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 21.2 In determining whether Trustees are Participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

21.3 If all the Trustees Participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

22 Quorum for Trustees' meetings

22.1 At a Trustees' meeting, unless a quorum is Participating, no proposal is to be voted on, except a proposal to call another meeting.

22.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but where the Company has two or more Trustees it must never be less than two, and unless otherwise fixed it is three.

22.3 A quorum shall not be deemed to be present at any meeting of the Trustees unless the number of External Trustees outnumber the number of Internal Trustees present at the meeting.

22.4 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to call a meeting so as to appoint further Trustees and such appointments may, in the absence of recommendations from the Nominations Committee, be made by the Board.

23 Chairing of Trustees' meetings

23.1 The Chairperson shall chair meetings of the Board.

23.2 Where the Chairperson is not present, the Trustees shall appoint another External Trustee to chair their meetings.

23.3 The person so appointed for the time being is known as the Chairperson for the purposes of that meeting only.

24 Casting vote

24.1 If the numbers of votes for and against a proposal are equal, the Chairperson or other Trustee chairing the meeting has a casting vote.

24.2 Article 24.1 does not apply if, in accordance with these Articles, the Chairperson or other Trustee is not to be counted as Participating in the decision-making process for quorum or voting purposes.

25 Trustees' conflicts of interest in transactions or arrangements

25.1 If a proposed decision of the Trustees is concerned with an existing or proposed transaction or arrangement with the Company in which a Trustee is interested (whether directly or indirectly), that Trustee shall disclose the nature and extent of that interest to the other Trustees in accordance with sections 177 or 182 of the Act and the Charities Act as applicable.

- 25.2 Subject to 25.4 and 25.6 , a Trustee shall not vote at a meeting of Trustees or at a meeting of a committee of Trustees on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the Company.
- 25.3 For the purposes of 25.1 above:
- 25.3.1 an interest of a person who is taken to be connected with a Trustee for any purpose of the Act, shall be treated as a personal interest in the Trustee; and
- 25.3.2 a Trustee shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, Trustee, member of the management committee, officer or elected representative has an interest in that matter.
- 25.4 A Trustee shall, notwithstanding the provisions of 25.1 and 25.2, be entitled to vote in relation to a particular matter notwithstanding that he/she has an interest in that matter; but only on the basis that:
- 25.4.1 a majority of the Trustees present at the meeting who are not interested in the matter approve that he/she be entitled to vote; and
- 25.4.2 in the exercising their voting rights in respect of any such matter, he/she shall comply with the provisions of article 15.
- 25.5 A Trustee will not count towards the quorum of a meeting (or part of a meeting) at which he/she is not entitled to vote.
- 25.6 The Company may (subject to the Charities Act) by Ordinary Resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of this article 25.
- 25.7 Notwithstanding anything from time to time contained herewith no Trustee who is for the time being the holder of any salaried office of the Company or any office of the Company remunerated by fees as a teacher or other official as aforesaid shall be entitled to vote at any meeting of the Council or the Company at which is discussed any question affecting the remuneration or terms of employment or any other benefits provided by the Company to any employee of the Company and if any such persons shall purport to vote, his vote shall not be counted to the intent that all such questions shall be decided solely by the members who for the time being do not hold any such office as aforesaid.
- 26 Minutes of meetings**
- 26.1 The Trustees shall ensure that the Company records minutes of proceedings at any Trustees' meetings and that such records are kept for at least 10 years from the date of the relevant meeting.

27 Trustees' discretion to make further rules

Subject to these Articles, and provided it does not conflict with these Articles, the Trustees may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Trustees.

PART 3 – DECISION-MAKING BY MEMBERS**ORGANISATION OF GENERAL MEETINGS****28 Convening a general meeting**

28.1 The Trustees of the Company may call a general meeting of the Company.

28.2 In accordance with the provisions of the Act, the Members of the Company may require the Trustees to call a general meeting of the Company provided the request is made by Members representing at least 5% of the total voting rights of all the Members having a right to vote at general meetings.

28.3 A general meeting must be called by notice of at least 14 days. It may be called by shorter notice than this if agreed to by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights at that meeting of all the Members.

28.4 Notice of a general meeting must be sent to every Member, every Trustee and the Company's auditors (if any).

28.5 A notice of a general meeting must include:

28.5.1 the time, date and place of the meeting;

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

28.5.3 notification of the Member's right to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote at a meeting as set out in section 324 of the Act.

29 Attendance and speaking at general meetings

29.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

29.2 A person is able to exercise the right to vote at a general meeting when:

29.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

29.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

29.3 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

29.4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

29.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

30 Quorum for general meetings

30.1 No business other than the appointment of the Chairperson of the Meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

30.2 If and for so long as the Company has only one Member, the quorum is one qualifying person. In any other case, the quorum is two qualifying persons subject to section 318(2) of the Act. A "qualifying person" means an individual who is a Member of the Company, a corporate representative duly authorised under section 323 of the Act, or a person appointed as a proxy of a Member in relation to a meeting, in each case a qualifying person shall only be a person who is a Member by virtue of their appointment as an External Trustee.

31 Chairing general meetings

31.1 If the Trustees have appointed a Chairperson, the Chairperson shall chair general meetings if present and willing to do so.

31.2 If the Trustees have not appointed a Chairperson, or if the Chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start the Trustees present must appoint an External Trustee to chair the meeting, and the appointment of the Chairperson of the Meeting must be the first business of the meeting.

31.3 The person chairing a meeting in accordance with this article is referred to as "the Chairperson of the Meeting".

32 Attendance and speaking by Trustees and non-Members

32.1 The Chairperson of the Meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting.

33 Adjournment

- 33.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairperson of the Meeting must adjourn it.
- 33.2 The Chairperson of the Meeting may adjourn a general meeting at which a quorum is present if:
- 33.2.1 the meeting consents to an adjournment; or
 - 33.2.2 it appears to the Chairperson of the Meeting that an adjournment is necessary to ensure that the business of the meeting is conducted in an orderly manner.
- 33.3 The Chairperson of the Meeting must adjourn a general meeting if directed to do so by the meeting.
- 33.4 When adjourning a general meeting, the Chairperson of the Meeting must:
- 33.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and
 - 33.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 33.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 Clear Days' notice of it:
- 33.5.1 to the same persons to whom notice of the Company's general meetings is required to be given; and
 - 33.5.2 containing the same information which such notice is required to contain.
- 33.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

34 Voting: general

- 34.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.
- 34.2 On a vote on a resolution on a show of hands:
- 34.2.1 every Member who is a Member by virtue of their appointment as External Trustee (being an individual) is present in person shall have one vote;

- 34.2.2 every proxy present who has been duly appointed by one or more Members entitled to vote on the resolution shall have one vote unless article 34.2.3 or article 34.2.4 applies;
 - 34.2.3 a proxy has one vote for and one vote against the resolution if he has been duly appointed by more than one Member entitled to vote on the resolution and he has been instructed by one or more of those Members to vote for the resolution and by one or more other of those Members to vote against it;
 - 34.2.4 where a proxy has been duly appointed by more than one Member entitled to vote on the resolution and has received concrete instructions to vote in the same way from one or more of those Members and been given a discretion as to how he votes by one or more other of those Members, he may, if he chooses, cast a second vote the other way under the discretionary authority.
- 34.3 On a vote on a resolution on a poll taken at a meeting, every Member has one vote. On a poll, votes may be given personally or by proxy.

35 Errors and disputes

- 35.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 35.2 Any such objection must be referred to the Chairperson of the Meeting whose decision is final.

36 Poll votes

- 36.1 A poll on a resolution may be demanded:
 - 36.1.1 In advance of the general meeting where it is to be put to the vote; or
 - 36.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 36.2 A poll may be demanded by:
 - 36.2.1 the Chairperson of the Meeting;
 - 36.2.2 the Trustees;
 - 36.2.3 two or more persons having the right to vote on the resolution; or
 - 36.2.4 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 36.3 A demand for a poll may be withdrawn if:

36.3.1 the poll has not yet been taken; and

36.3.2 the Chairperson of the Meeting consents to the withdrawal.

36.4 Polls must be taken immediately and in such manner as the Chairperson of the Meeting directs.

37 Content of Proxy Notices

37.1 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

37.1.1 states the name and address of the Member appointing the proxy;

37.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

37.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and

37.1.4 is either delivered to the Company in accordance with these Articles and any instructions contained in or accompanying the notice of the general meeting or the proxy form, or whose delivery is otherwise accepted by the Chairperson of the Meeting at his discretion.

37.2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

37.3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

37.4 Unless a Proxy Notice indicates otherwise, it must be treated as:

37.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

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

38 Delivery of Proxy Notices

38.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.

38.2 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.

- 38.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 38.4 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.
- 39 Amendments to resolutions**
- 39.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
- 39.1.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairperson of the Meeting may determine; and
- 39.1.2 the proposed amendment does not, in the reasonable opinion of the Chairperson of the Meeting, materially alter the scope of the resolution.
- 39.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
- 39.2.1 the Chairperson of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 39.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 39.3 If the Chairperson of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, his error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

40 Written resolutions

The Members may pass any resolution (other than a resolution to remove a Trustee or auditor before expiry of his term of office) as a written resolution in accordance with Chapter 2 of Part 13 of the Act, save that only Members who are Members by virtue of their appointment as External Trustees shall be eligible vote on such a resolution.

Part 5 – ADMINISTRATIVE ARRANGEMENTS

41 Means of communication to be used

- 41.1 Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company.
- 41.2 Subject to these Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.
- 41.3 A Trustee may agree with the Company that notices or Documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

42 Winding-up

- 42.1 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 applied solely for Charitable Purposes.
- 42.2 To the extent that effect cannot be given to Article 42.1 above, the relevant property shall be transferred to another charity to be applied for Charitable Purposes.

TRUSTEES' AND COMPANY SECRETARY'S INDEMNITY AND INSURANCE**43 Indemnity**

- 43.1 Subject to articles 43.2 and 43.3, but without prejudice to any indemnity to which a Trustee is otherwise entitled:

43.1.1 each Trustee may be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a Trustee:

43.1.1.1 in the actual or purported execution and/or discharge of his duties (including the duties of a charity trustee) or in relation to them; and

43.1.1.2 in relation to the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act);

including (in each case) any liability incurred by him in defending any civil or criminal proceedings in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's or an associated company's affairs; and

43.1.2 the Company may provide any Trustee with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 43.1.1 and otherwise may take any action to enable any such Trustee to avoid incurring such expenditure.

43.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law including any provision of the Charities Act.

43.3 This article does not authorise indemnification in respect of any liability incurred by the Trustee to make payment in respect of the matters set out in article 44.2.

43.4 In this article 43.4, companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

44 Insurance

44.1 The Trustees may arrange for the purchase, from the Company's funds, of insurance designed to indemnify the Trustees against personal liability in respect of any negligence, default or breach of duty committed by them in their capacity as:

44.1.1 a charity trustee of the Company, or

44.1.2 Trustees or officers carrying on any activities on behalf of the Company.

44.2 The terms of such insurance must, however, be framed to exclude the provision of any indemnity in respect of any liability incurred by the Trustee to pay:

44.2.1 a fine imposed in criminal proceedings;

44.2.2 a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature;

44.2.3 in respect of representation in any criminal proceedings in which the Trustee is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by the Trustee;

44.2.4 to the Company that arises out of any conduct which the Trustee knew (or must reasonably be assumed to have known) was not in the interests of the Company or in the case of which the Trustee did not care whether it was in the interests of the Company or not.

44.3 For the purposes of article 44.2, the reference to conviction does not include a conviction:

44.3.1 quashed by an order under section 118(1)(b) or 183(1)(c) of the Criminal Procedure (Scotland) Act 1995;

- 44.3.2 quashed by an order under section 118(1)(c) of that Act and which order has the effect of an acquittal by virtue of section 119(9) of that Act or otherwise;
- 44.3.3 in relation to which the verdict is set aside by an order under section 183(1)(d) of that Act and which order has the effect of an acquittal by virtue of section 185(9) of that Act or otherwise.

45 Accounts and independent examination / audit

- 45.1 Except as provided by law or authorised by the Trustees by a resolution, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member.
- 45.2 The Trustees shall comply with the provisions of the Charities Accounts (Scotland) Regulations 2006 (or any statutory modification or re-enactment thereof for the time being in force). The Chartered Accountant (or firm) or Independent Examiner shall have access to all papers, books, vouchers, accounts and documents relating to the Company.