

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES of ASSOCIATION**  
**of**  
**SOCIAL ENTREPRENEURS NETWORK SCOTLAND**  
**[SENSCOT]**

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**Constitution of company**

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

**Defined terms**

- 2 In these articles of association, unless the context requires otherwise:-
  - 2.1 “Act” means the Companies Act 2006;
  - 2.2 “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
  - 2.3 “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
  - 2.4 “electronic form” has the meaning given in section 1168 of the Act;
  - 2.5 “OSCR” means the Office of the Scottish Charity Regulator;
  - 2.6 “property” means any property, heritable or moveable, real or personal, wherever situated;
  - 2.7 “subsidiary” has the meaning given in section 1159 of the Act.
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

## **Objects**

- 4 The organisation is established for charitable purposes only, and in particular, the objects are:
  - 4.1 To relieve poverty among the residents of Scotland;
  - 4.2 To advance education among the residents of Scotland.
  - 4.3 The company shall seek to achieve the stated objectives by any and all appropriate means including:
    - 4.3.1 bringing together those persons who it deems are most able to contribute towards the achievement of its objects;
    - 4.3.2 assisting those individuals by the provision of information, advice, guidance and training;
    - 4.3.3 informing the public of the role of those individuals through the production of reports, pamphlets, leaflets or other document;
    - 4.3.4 promoting, establishing and operating other schemes of a charitable nature for the benefit of the residents of Scotland.
- 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 first obtaining the consent of OSCR) 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 To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular:
  - 7.1 To bring together in conference and work in liaison with representatives of voluntary organisations, government departments, local and statutory authorities and individuals;
  - 7.2 To collect and disseminate information on all matters affecting the objects, where appropriate arranging for the publication of such information and the holding of exhibitions and meetings on those matters;
  - 7.3 To take out membership of such organisations as are considered to be in the interests of and compatible with the objects of the company;
  - 7.4 To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company

which is a subsidiary of the company, all such functions as may be associated with a holding company;

- 7.5 To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities;
- 7.6 To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities;
- 7.7 To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company;
- 7.8 To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company;
- 7.9 To lend money and give credit (with or without security) and to grant guarantees and issue indemnities;
- 7.10 To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company;
- 7.11 To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants;
- 7.12 To engage such consultants and advisers as are considered appropriate from time to time;
- 7.13 To effect insurance of all kinds (which may include officers' liability insurance);
- 7.14 To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
- 7.15 To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the company's objects;
- 7.16 To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities;
- 7.17 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- 7.18 To oppose, or object to, any application or proceedings which may prejudice the company's interests;
- 7.19 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and

to enter into any arrangement for co-operation or mutual assistance with any charitable body;

7.20 To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

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

8 Subject to article 9:-

8.1 the income and property of the company shall be applied solely towards promoting the company's objects (as set out in article 4);

8.2 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;

8.3 no director of the company shall be appointed as a paid employee of the company and no director shall hold any office under the company for which a salary or fee is payable; (other than a Founder Director) and;

8.4 no benefit (whether in money or in kind) shall be given by the company to any director except

8.4.1 repayment of out-of-pocket expenses; or

8.4.2 reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

9 The company shall, notwithstanding the provisions of article 8, be entitled:-

9.1.1 to pay a rent not exceeding the market rent for premises let to the company by any member of the company;

9.1.2 to make any transfer or payment to a member where such transfer or payment is made in direct furtherance of the purposes of the company; and

9.1.3 to pay reasonable remuneration, and provide reasonable pension and/or other benefits, to the Founder Director, in his/her capacity as an employee of the company.

### **General structure**

10 The structure of the company consists of:-

10.1 the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves

- 10.2 the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

### **Liability of Members**

- 11 Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
- 11.1 payment of the company's debts and liabilities contracted before he/she ceases to be a member;
  - 11.2 payment of the costs, charges and expenses of winding up; and
  - 11.3 adjustment of the rights of the contributories among themselves.
- 12 The Directors have certain legal duties under the Companies Act 2006 and Charities and Trustee Investment (Scotland) Act 2005; and clause 11 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

### **Qualifications for Membership**

- 13 Membership shall be open, irrespective of nationality, religious opinion, age, sex, race, physical or mental ability to:
- 13.1 Full Company Members: all individuals over the age of 18, who support the objectives of the Company and have complied with the procedure for application for membership;
  - 13.2 Associate Members: any organisation or group which supports the objectives of the Company and have complied with the procedure for application for membership;
  - 13.3 Donor Members: Any other individual or group who supports the objectives of the Company who is entitled to attend members meetings but will not have a vote.
- 14 Employees of the organisation are not eligible for membership.

### **Application for membership**

- 15 Any person who wishes to become a member must sign, and lodge with the company, a written application for membership along with a remittance to meet the annual membership subscription; and for associate members, that application must be signed by an appropriately authorised officer of that body who will remain as the representative of that associate member until such time as the associate member informs the Board otherwise.

- 16 The Board may not, unless there are reasonable grounds to do so, refuse to admit any person or group, to Membership.
- 17 The Board shall consider each application for membership at the first board meeting which is held after receipt of the application; the board, within a reasonable time after the meeting, shall notify the applicant of their decision on the application. If the decision was to refuse admission, the board shall return to the applicant the remittance lodged by him/her.
- 18 If an application has been refused, an appeal may be made in writing to the Board, who shall consider the appeal at its next meeting after the appeal is received, and who shall respond in writing to the applicant within 21 days of the meeting. The decision on such appeals is final.

### **Membership subscription**

- 19 Members shall be required to pay an annual membership subscription; the amount of the annual membership subscription shall be fixed at the discretion of the Directors.
- 20 The annual membership subscriptions shall be payable annually from January until March.
- 21 The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of an ordinary resolution to that effect passed at an annual general meeting.
- 22 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

### **Withdrawal from membership**

- 23 Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.

### **Expulsion from membership**

- 24 Any person may be expelled from membership by special resolution (see article 37), providing the following procedures have been observed:-
  - 24.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion; and
  - 24.2 the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

### **Termination/transfer**

- 25 Membership shall cease on death of a full company members or for associate member upon termination of the organisation or on the death or the last surviving member.

26 A member may not transfer his/her membership to any other person.

### **Annual General Meeting**

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

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

29 The business of each annual general meeting shall include:-

29.1 a report by the chair on the activities of the company;

29.2 consideration of the annual accounts;

29.3 the election/re-election of directors.

30 The directors may convene an extraordinary general meeting at any time.

31 The directors must convene an extraordinary general meeting within 8 weeks if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

### **Notice of general meetings**

32 At least 14 clear days' notice must be given of general meetings.

33 The reference to "clear days" in article 32 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

34 A notice calling a meeting shall specify the date, time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

35 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.

36 Notice of every general meeting shall be given:

36.1 in hard copy form;

36.2 in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or

36.3 (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

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

37 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 32 to 36; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

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

38.1 to alter its name

38.2 to alter any provision of these articles or adopt new articles of association.

39 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 32 to 36.

### **Written resolutions**

40 A resolution agreed to in writing (including by e-mail) will be as valid as if it had been passed at an AGM or Board meeting; the date of the resolution will be taken to be the date on which the last member agreed to it and it must be unanimous.

### **Procedure at general meetings**

41 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 10 members entitled to vote (each being a member, authorised representative or a proxy for a member).

42 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 place as may be fixed by the chairperson of the meeting.

43 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.

- 44 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 45 Every 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.
- 46 An individual shall not be entitled to vote at a general meeting if he/she has been a member of the company for less than three months.
- 47 If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
- 48 If a member is unable to attend any general meeting, they may attend the meeting remotely by telephone, videolink, Skype, and other internet VOIP or teleconferencing mechanisms. Remote participation may only be used in the event of exceptional circumstances and no more than one person may be allowed to join the meeting electronically for the purpose of attaining a quorum.
- 49 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- 49.1 shall lodge with the company, at the company's registered office or such address as may be specified in the Notice of General Meeting, a written instrument of proxy (in such form as the directors require), signed by him/her; or
- 49.2 shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require);
- providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 50 An instrument of proxy which does not conform with the provisions of article 49, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 51 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 52 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.
- 53 The termination of a proxy's authority by the member appointing him does not invalidate the vote given or ballot demanded, unless the company receives notice of the termination before the commencement of the meeting or adjourned meeting. Such notice should be received by the company at the company's registered office or such address as may be specified in the Notice of General Meeting (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).

- 54 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for 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.
- 55 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

## **BOARD**

### **Number of Directors**

- 56 The maximum number of directors shall be 10; out of that number, a maximum of 6 directors shall be Member Directors, and a maximum of 2 shall be Co-opted Directors.

### **Eligibility**

- 57 A person will not be eligible for election or appointment to the Board if he/she: -
- 57.1 he/she has not been a member of the company for at least one year; a person who has been a member of the company for less than one year may nevertheless be appointed by the directors as a Co-opted Director.
  - 57.2 is disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 57.3 has entered into a full time or part time employment contract with the organisation, with the exception of the Founder Director.

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

- 58 Any member who wishes to be considered for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming that he/she is willing to be elected; the notice must be signed by him/her (as vouching his/her willingness to be elected) and may be lodged with the company at any time before the commencement of the annual general meeting.
- 59 At an annual general meeting the members may (subject to articles 56) elect as a director (a "Member Director") any member who has given notice of his/her willingness to accept appointment in accordance with the preceding article.
- 60 Subject to articles 56, the directors may at any time appoint any member (providing he/she is willing to act) to be a director (a "Member Director"), either to fill a vacancy or as an additional director.

- 61 At the first annual general meeting, two directors shall retire from office, but will then be eligible for re-election in accordance with article 58; the directors to retire under the preceding provisions of this article shall be determined by some random method.
- 62 At each annual general meeting (other than the first)
- 62.1 any Member Director who was appointed by the directors under article 60 during the period since the preceding annual general meeting shall retire from office; and
- 62.2 out of the remaining Member Directors, two shall retire from office.
- 63 The directors to retire under paragraph 62.2 shall be those who have been longest in office since they were last appointed or re-appointed; as between directors who were last appointed/re-appointed on the same date, the question of which of them is to retire shall be determined by some random method.
- 64 The members may re-elect as a director any Member Director who retires from office at an annual general meeting; if they do not do so, the Member Director concerned shall vacate office at the conclusion of the annual general meeting.

#### **Appointment, vacating of office, re-appointment: Co-opted Directors**

- 65 Subject to article 56, the directors may at any time appoint any individual (other than an employee of the company) to be a director (a "Co-opted Director") providing he/she is willing so to act, either on the basis that he/she has specialist skills which would be of assistance to the board or on the basis that he/she is a representative of a body with which the company has close contact in the course of its activities.
- 66 At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office.
- 67 Immediately following each annual general meeting, the directors may reappoint any Co-opted Director who vacated office under the preceding article at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

#### **Founder Directors**

- 68 The Founder Director is a Director who is also an employee of the organisation. The Founder Director will not receive remuneration for being a Director but will be entitled to retain all remuneration, and pension and/or other benefits, paid or provided to them in their capacity as employees of the organisation, provided that: -
- 68.1 the Board agrees that it is in the interests of the organisation for the services to be provided by the service provider for this amount;
- 68.2 the maximum amount of remuneration is set out in a written agreement(s) and is reasonable in the circumstances;

68.3 only a minimum of the Directors will receive remuneration under the agreement(s) once entered into;

68.4 the Director receiving the remuneration does not partake in any discussions regarding that remuneration.

69 A Founder Director shall continue to hold office as a director of the company unless and until he/she ceases (for whatever reason) to hold that post.

### **Termination of office**

70 A director shall automatically vacate office if:-

70.1 he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director or Charity Trustee;

70.2 (other than in the case of an Founder Director) he/she becomes an employee of the company;

70.3 he/she resigns office by notice to the company;

70.4 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act;

70.5 he/she is absent (without good reason, in the opinion of the Board) from more than six consecutive meetings of the Board - but only if the Board resolves to remove him/her from office.

71 If a director is convicted of fraud or other crime involving dishonesty or misappropriation of funds or if s/he is considered to be disqualified from acting as director under the Company Directors Disqualification Act 1986 (or any subsequent legislation) as outlined in the preceding article, and shall be he or she must notify the Company as soon as reasonably practicable.

### **Register of Directors**

72 The Board must keep a register of Directors, setting out:

72.1 for each current Directors:

72.1.1 his/her full name and address; and

72.1.2 the date on which he/she was appointed as a Director; and

72.1.3 any office held by him/her in the organisation; and

72.2 for each former Director - for at least 6 years from the date on which he/she ceased to be a Director:

72.2.1 the name of the Director; and

72.2.2 any office held by him/her in the Company; and

72.2.3 the date on which he/she ceased to be a Director.

### **Office-bearers**

- 73 The Directors may elect a chair and treasurer (from among themselves) if they consider that appropriate.
- 74 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected at the first Board meeting after the AGM.
- 75 A person/nominated individual/corporate body elected to any office will automatically cease to hold that office: -
- 75.1 if he/she ceases to be a Director; *and/or*
- 75.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her authorised officer.

### **Powers of Board**

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

### **Conduct of Directors**

- 78 Each of the directors shall, in exercising his/her functions as a director of the company, act in the interests of the company; and, in particular, must: -
- 78.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects;
- 78.2 promote the success of the company;
- 78.3 exercise independent judgement;
- 78.4 act with the due care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 78.5 in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party:-
- 78.5.1 put the interests of the company before that of the other party, in taking decisions as a director;

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

### **Personal interests**

79 A director, who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred from voting on the question of whether or not the company should enter into that arrangement.

80 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.

81 Provided:

81.1 he/she has declared his/her interest; and

81.2 he/she has not voted on the question of whether or not the company should enter into the relevant arrangement

a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

82 No director may serve as an employee (full time or part time) of the company (except in the case of Founder Director), and no director may be given any remuneration by the company for carrying out his/her duties as a director.

83 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

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

84 Any director may call a meeting of the directors.

85 A meeting of the directors shall be held at least four times per year.

86 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

87 No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be 4.

- 88 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
- 89 Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 90 A director may participate in a meeting of the directors or a meeting of a committee of directors by means of a telephone, video conferencing facility or similar communications equipment whereby all the directors participating in the meeting can hear each other; a director participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 91 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
- 92 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 93 A person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
- 94 For the avoidance of doubt, the Founder Director shall not be entitled to vote in relation to any matter concerning his/her terms and conditions of employment.
- 95 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

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

- 96 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.
- 97 Any delegation of powers under article 96 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 98 The rules of procedure for any sub-committee shall be as prescribed by the directors.

## **Operation of bank accounts**

- 99 The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company; at least one out of the two signatures must be the signature of a director.

## **Secretary**

- 100 The company secretary shall be appointed by the directors for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the company secretary may be removed by them at any time.
- 101 No remuneration may be paid to the company secretary if he/she is a director of the company.

## **Minutes**

- 102 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

## **Accounting records and annual accounts**

- 103 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 104 The Board must prepare an annual statement of account, complying with all relevant statutory requirements; which includes deciding the correct format of the accounts, and the appropriate external scrutiny requirement by either a registered auditor or an appropriately qualified independent examiner.

## **MISCELLANEOUS**

### **Dissolution and wind-up of the organisation**

- 105 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall instead be transferred to some other charity or charities (whether incorporated or unincorporated) or other asset locked body whose objects are altogether or in part similar to the objects of the company.
- 106 The charity or charities or asset locked body to which property is transferred under article 105 shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at that time.
- 107 To the extent that effect cannot be given to the provisions of articles 105 and 106, the relevant property shall be applied to some other charitable purpose or purposes.

## Indemnity

- 108 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted **or** any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
- 109 The company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).