

**THE COMPANIES ACT 2006
SPECIAL RESOLUTION**

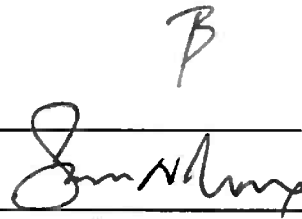
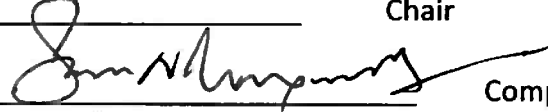
**The Volunteer Centre – The Centre for Volunteering, Community Action and
Employment Initiatives
SC166042**

CHANGE OF ARTICLES OF ASSOCIATION

At the annual general meeting of the members of the above-named company, duly convened and held at the Scottish Youth Theatre, 105 Brunswick Street, Glasgow G1 1TF on Monday 4th November 2019

The following Special Resolution was duly passed:

1. the attached articles of association be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association (which, by virtue of the Companies Act 2006 are deemed to include the provisions of the amended memorandum of association of the Company).

Signed  Chair
 Company secretary

Date 4/11/19.

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

**THE VOLUNTEER CENTRE – THE CENTRE FOR VOLUNTEERING COMMUNITY ACTION
AND EMPLOYMENT INITIATIVES LIMITED - operating as Volunteer Glasgow**

REGISTERED COMPANY NUMBER SC166042

A CHARITY REGISTERED IN SCOTLAND NUMBER SC005462

Incorporated 03 June 1996

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

THE VOLUNTEER CENTRE – THE CENTRE FOR VOLUNTEERING COMMUNITY ACTION AND EMPLOYMENT INITIATIVES LIMITED

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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) "Act" means the Companies Act 2006;
 - (b) "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 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 Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - (d) "electronic form" has the meaning given in section 1168 of the Act;
 - (e) "OSCR" means the Office of the Scottish Charity Regulator;
 - (f) "property" means any property, heritable or moveable, real or personal, wherever situated; and
 - (g) "subsidiary" has the meaning given in section 1159 of the Act.
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

- 4 The company's objects are to benefit the inhabitants of the West of Scotland through: -
- Promoting citizenship and community development by:
- (a) Establishing and providing the means by which individuals interested in volunteering may receive information, training, assistance or support that shall enable them to play an active role in volunteering;
 - (b) Assisting other voluntary and statutory bodies to extend the range of volunteering opportunities;
 - (c) Providing assistance to individuals, groups, charitable bodies or statutory agencies concerned with community action, volunteering and employment;
 - (d) Providing and assisting in the provision of training and learning opportunities with a view to developing skills which will assist people to find work;

- (e) Disseminating information in order to promote good policy and practice in volunteering.

And the relief of need by:

- (f) Developing facilities and opportunities of benefit to unemployed people and other disadvantaged groups, including temporary employment and training projects and related initiatives;
- (g) Developing and sustaining a range of community-based care and support services for disadvantaged families and individuals.

- 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 The Company may carry out any activity and do all such lawful things as may further the Company's objects and, in particular but without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

Restrictions on use of the company's assets

- 8
 - (a) The income and property of the company shall be applied solely towards promoting the company's objects.
 - (b) 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.
 - (c) 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.
 - (d) No benefit (whether in money or in kind) shall be given by the company to any Director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

Liability of members

- 9 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

- 10 The structure of the company consists of:-
- (a) the MEMBERS – who shall be divided into two categories:
 - Principal Members - who have the right to attend the annual general meeting (and any other general meeting) and have important powers under the articles of association and the Act; in particular, the Principal Members elect people to serve as Directors and take decisions in relation to changes to the articles themselves.
 - Associate Members – who have the right to attend the annual general meeting (and any other general meeting) but have no voting rights.
 - (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.

Qualifications for membership

- 11 The members of the company shall consist of such persons as are admitted to membership under articles 16 to 18.
- 12 Principal Membership shall be open to any individual age sixteen or over who is resident in the West of Scotland and either:
- (a) is a volunteer with the company; or
 - (b) is a representative of a not-for-profit organisation with purposes aligned with those of the company; or
 - (c) has an interest in furthering the objects of the company.
- 13 Any individual who or organisation which is based in the United Kingdom and does not qualify for Principal Membership shall be eligible for Associate Membership subject to payment of an annual subscription fee which may be fixed by the Directors from time to time.

- 14 The Directors may invite Local Authorities and other statutory bodies to nominate one or more representatives to attend general meetings or meetings of Directors as non-voting observers.
- 15 Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

Application for membership

- 16 Any person who wishes to become a member must complete an online form or written application for membership.
- 17 The Directors may, at their discretion, refuse to admit any person to membership.
- 18 The Directors shall consider each application for membership at the first Directors' meeting which is held after receipt of the application; the Directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

Membership subscription

- 19 A membership subscription shall be payable and shall be set by the Directors from time to time.

Register of members

- 20 The Directors shall maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

- 21 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, they shall cease to be a member.

Expulsion from membership

- 22 Any person may be expelled from membership by special resolution (see article 35), 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 shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

- 23 Membership shall cease on death.
- 24 A member may not transfer their membership to any other person.

General meetings (meetings of members)

- 25 The Directors shall convene an annual general meeting of the company in accordance with clauses 26-34 in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
- 26 Not more than 18 months shall elapse between one annual general meeting and the next.
- 27 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 Directors, as referred to in articles 54 to 56.
- 28 Subject to articles 25, 26 and 29, the Directors may convene a general meeting at any time.
- 29 The Directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

- 30 At least 21 clear days' notice must be given of a general meeting.
- 31 The reference to "clear days" in article 30 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.
- 32 A notice calling a meeting shall specify the 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 (see article 35) (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.
- 33 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 34 Notice of every general meeting shall be given
 - (a) in hard copy form

- (b) 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
- (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 Act) by means of a website.

Special resolutions and ordinary resolutions

- 35 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 30 to 34; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the total number of votes cast in relation to the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 36 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- (a) to alter its name
 - (b) to alter any provision of these articles or adopt new articles of association.
- 37 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 30 to 34.

Written resolutions

- 38 A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting duly convened and held.

Procedure at general meetings

- 39 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 3 individuals or 10% of those entitled to vote, whichever is greater (each being a Principal Member or a proxy for a Principal Member).
- 40 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.

- 41 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.
- 42 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.
- 43 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.
- 44 Any 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 Directors require), signed by them; or
 - (b) 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).

- 45 An instrument of proxy which does not conform with the provisions of article 44, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 46 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 47 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting and need not be a member of the company.
- 48 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.

- 49 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
- 50 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.
- 51 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.

Maximum and minimum number of Directors

- 52 The maximum number of Directors shall be 12 and the minimum shall be 3.

Eligibility

- 53 A person shall not be eligible for election/appointment as a Director unless they are a Principal Member of the company.

Election, retiral, re-election

- 54 At each annual general meeting, the Principal Members may (subject to article 52) elect any Principal Member (providing they are willing to act) to be a Director.
- 55 The Directors may at any time appoint any Principal Member (providing they are willing to act) to be a Director (subject to article 52).
- 56 At each annual general meeting, all of the Directors shall retire from office - but shall then be eligible for re-election
- 57 The company at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost
- 58 No person other than a Director retiring at the meeting shall unless recommended by the Directors be eligible for election to the office of Director at any general meeting unless not less than three nor more than twenty one days before the date appointed for the meeting there shall have been left at the Registered Office of the Company notice in writing, signed by a Principal Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for

election, and also notice writing signed by that of his willingness to be elected.

Termination of office

- 59 A Director shall automatically vacate office if:-
- (a) they cease to be a Director through the operation of any provision of the Act or become prohibited by law from being a Director; or
 - (b) they become debarred under any statutory provision from being a charity trustee; or
 - (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; or
 - (d) they cease to be a Principal Member of the company; or
 - (e) they become an employee of the company; or
 - (f) they resign office by notice to the company; or
 - (g) they are absent (without permission of the Directors) from more than three consecutive meetings of the Directors, and the Directors resolve to remove them from office; or
 - (h) they are removed from office by resolution of the Directors on the grounds that they are considered to have committed a material breach of the code of conduct for Directors in force from time to time (as referred to in article 86); or
 - (i) they are removed from office by resolution of the Directors on the grounds that they are considered to have been in serious or persistent breach of their duties under sub-sections 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - (j) they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.
- 60 A resolution under paragraph (h) or (i) of article 59 shall be valid only if:-
- (a) the Director who is the subject of the resolution is given reasonable prior written notice by the Directors of the grounds upon which the resolution for their removal is to be proposed;
 - (b) the Director concerned is given the opportunity to address the meeting of Directors 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

- 61 The Directors shall maintain a register of Directors, setting out full details of each Director, including the date on which they became a Director, and also specifying the date on which any person ceased to hold office as a Director.

Office bearers

- 62 The Directors shall elect from among themselves a chair, vice chair and a treasurer, and such other office bearers (if any) as they consider appropriate.
- 63 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.
- 64 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

- 65 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.
- 66 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

Personal interests

- 67 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; they will be debarred (in terms of article 81) from voting on the question of whether or not the company should enter into that arrangement.
- 68 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 theirs 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 Scottish charitable incorporated organisation of which they are a charity trustee or any registered society or unincorporated association of which they are a management committee member (or any other party who/which is deemed

to be connected with them for the purposes of the Act) , has a personal interest in that arrangement.

69 Provided

- (a) they have 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 article 73 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 is deemed to have a personal interest under article 68) and may retain any personal benefit which they gain from their participation in that arrangement.

70 The Directors shall be entitled, for the purposes of section 175 of the Act, to authorise (by way of resolution to that effect) any conflict situation (as defined for the purposes of that section of the Act) that may arise (such that the duty of the Director concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the Directors may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.

71 For the avoidance of doubt, the provisions of section 175 of the Act and article 70 do not apply to a conflict of interest relating to a transaction or arrangement with the company; conflicts of that kind are regulated by the provisions of articles 67 to 69 and articles 81 to 84.

72 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 duties as a Director.

73 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 Directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
- (c) less than half of the Directors must be receiving remuneration from the company (or benefit from remuneration of that nature).

74 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

- 75 Any Director may call a meeting of the Directors or request the secretary to call a meeting of the Directors.
- 76 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.
- 77 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 3.
- 78 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.
- 79 Unless they are unwilling to do so, the chair of the company shall preside as chairperson at every Directors' 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.
- 80 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. In particular, the Directors will encourage young people under the age of 18 to attend to ensure that the company is driven by the needs and interests of this age group and will provide mentor support to the young people attending.
- 81 A Director shall not vote at a Directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which they have a personal interest which conflicts (or may conflict) with the interests of the company; they must withdraw from the meeting while an item of that nature is being dealt with.
- 82 For the purposes of article 81, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of theirs 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 Scottish charitable incorporated organisation of which they are a charity trustee or any registered society or unincorporated association of which they are a management committee member has a personal interest in that matter.
- 83 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.
- 84 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 81 to 83.

Conduct of Directors

- 85 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.
 - (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 them 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 Charities and Trustee Investment (Scotland) Act 2005.
- 86 Each of the Directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of Directors from time to time.
- 87 For the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of Directors contained in these articles of association; and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Delegation to sub-committees

- 88 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.
- 89 Any delegation of powers under article 88 may be made subject to such conditions as the Directors may impose and may be revoked or altered.
- 90 The rules of procedure for any sub-committee shall be as prescribed by the Directors.

Operation of bank accounts

- 91 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;

Secretary

- 92 The Directors may 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 such conditions of appointment shall be as determined by the Directors; the company secretary may be removed by them at any time.

Minutes

- 93 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

- 94 The Directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 95 The Directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
- 96 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 as authorised by the Directors or as authorised by ordinary resolution of the company.

Notices

- 97 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by them to the company *or* (in the case of a member who 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.
- 98 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was

given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

- 99 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up

- 100 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes.
- 101 For the avoidance of doubt, a body to which property is transferred under article 100 may be a member of the company.
- 102 To the extent that effect cannot be given to article 100 (as read with article 101), the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

- 103 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 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 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.
- 104 The company shall be entitled (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) to purchase and maintain for any Director insurance against any loss or liability which any Director or other officer of the company may sustain or incur in connection with the execution of the duties of their office; and such insurance may (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a Director).