

Articles of Association of the Swimming Teachers' Association Limited

Company Not Having a Share Capital - Articles of Association for a Charitable Company

Adopted 26th October 2013

1 The company's name is:

The Swimming Teachers' Association Limited
(and in this document it is called the
“**Association**”)

Interpretation

2 In the articles:

“**Act**” means the Charities Act 2011;

“**address**” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Association;

“**articles**” means the Association's articles of association;

“**Association**” means the company intended to be regulated by the articles;

“**clear days**” in relation to the period of a notice means a period excluding;

- (a) the day when the notice is given or deemed to be given; and
- (b) the day for which it is given or on which it is to take effect;

“**Commission**” means the Charity Commission for England and Wales;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Association;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**Honorary Officers**” means the President, the Vice-President and the Immediate Past President and “**Honorary Officer**” means any one of them.

“**memorandum**” means the Association's memorandum of association;

“**officers**” includes the Trustees and the secretary (if any);

“**OSCR**” means the Office of the Scottish Charity Regulator;

“**seal**” means the common seal of the Association if it has one;

“**secretary**” means any person appointed to perform the duties of the secretary of the Association;

“**Trustees**” means the directors of the Association. The Trustees are charity trustees as defined by section 177 of the Act;

“**United Kingdom**” means Great Britain and Northern Ireland;

“**2005 Act**” means the Charities and Trustee Investment (Scotland) Act 2005; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when these articles become binding on the Association.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

The articles are to be interpreted without reference to the model articles under the Companies Acts and such model articles do not apply to the Association.

Liability of members

3

- (1) The liability of the members is limited.
- (2) Each member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (One pound).

Objects

- 4 The Association's objects (“**Objects**”) are specifically restricted to the following:

- (1) The preservation of human life by:
 - (a) promoting the effective teaching of swimming, lifesaving and survival techniques;
 - (b) promoting swimming as a life skill;
 - (c) promoting water safety;
 - (d) promoting safe water environments; and
 - (e) promoting public health and safety by the provision of training courses and by such other means as the Trustees think fit.
- (2) The advancement of health through the promotion of swimming and/or water exercise as an enjoyable and healthy recreational activity for people of all ages.

Powers

- 5 The Association has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Association has power:
 - (1) to raise funds. In doing so, the Association must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (2) to accept and hold any fund, gift, legacy or donation on special trusts within the Objects;
 - (3) to take and accept any gift or legacy of money, property or other assets;
 - (4) to provide advice in connection with the Objects;
 - (5) to organise, provide and/or support the provision of training courses;

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| <p>(6) to act as an awarding organisation that accredits qualifications in connection with the Objects;</p> <p>(7) to buy, take on lease or in exchange, hire or otherwise acquire property of any kind and to maintain and equip it for use;</p> <p>(8) to sell, lease or otherwise dispose of all or any part of any property belonging to the Association. In exercising this power, the Association must comply as appropriate with sections 117-121 of the Act in relation to disposals of land;</p> <p>(9) to build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, swimming baths, colleges, training centres, reservoirs, watercourses, sports centres and other works and conveniences which seem calculated directly or indirectly to advance the interests of the Association and to join with any other person or company in doing any of these things;</p> <p>(10) to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Association must comply as appropriate with sections 124-126 of the Act if it wishes to mortgage land;</p> <p>(11) to subscribe for, take or otherwise acquire and hold shares, stock debentures or other securities of any company;</p> <p>(12) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, whether in paper or electronic means, and to operate bank accounts;</p> | <p>(13) to print and/or publish newspapers, periodicals, journals, books, examination papers, circulars or leaflets;</p> <p>(14) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;</p> <p>(15) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;</p> <p>(16) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;</p> <p>(17) to procure that the Association be registered or recognised in any part of the world;</p> <p>(18) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;</p> <p>(19) to employ and remunerate such staff as are necessary for carrying out the work of the Association. The Association may employ or remunerate a Trustee only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;</p> <p>(20) to provide and/or contribute to superannuation or pension funds for the employees of the Association or any of them and their spouses and dependents;</p> <p>(21) to enter into contracts;</p> <p>(22) to establish or acquire subsidiary companies;</p> <p>(23) to:</p> <p>(a) deposit or invest funds;</p> <p>(b) employ a professional fund-manager; and</p> |
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- (c) arrange for the investments or other property of the Association to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000 and the 2005 Act;

- (24) to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Act and section 68A of the 2005 Act as amended by the Public Services Reform (Scotland) Act 2010.

Application of income and property

Universal clauses

- 6 (1) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (2) (a) A Trustee is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association.
- (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the Association's expense in accordance with, and subject to the conditions in, section 189 of the Act and section 68A of the 2005 Act as amended by the Public Services Reform (Scotland) Act 2005.
- (c) A Trustee may receive an indemnity from the Association in the circumstances specified in article 64.

- (d) A Trustee may not receive any other benefit or payment unless it is authorised by article 7.

- (3) Subject to article 7, none of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Association. This does not prevent a member who is not also a Trustee receiving:

- (a) a benefit from the Association in the capacity of a beneficiary of the Association;
- (b) reasonable and proper remuneration for any goods or services supplied to the Association.

Benefits and payments to Trustees and connected persons

General provisions

- 7 (1) No Trustee or connected person may:
 - (c) buy goods or services from the Association on terms preferential to those applicable to members of the public;
 - (d) sell goods or services, or any interest in land to the Association;
 - (e) be employed by, or receive any remuneration from the Association;
 - (f) receive any other financial benefit from the Association;unless (i) the payment is permitted by article 6(2) or by sub-clause (2) of this article, or (ii) the payment is authorised by the court or the Commission and the terms of section 67 of the 2005 Act are not thereby contravened.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting Trustees' or connected persons' benefits

- (2) (a) A Trustee or connected person may receive a benefit from the Association in the capacity of a beneficiary of the Association provided that a majority of the Trustees do not benefit in this way.
- (b) A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Association where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Act and section 67 of the 2005 Act.
- (c) A Trustee or connected person may receive interest on money lent to the Association at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate) provided that section 67 of the 2005 Act is not contravened.
- (d) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Association. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion. Section

67 of the 2005 Act must not be contravened.

- (f) A Trustee or connected person may take part in the normal trading and fundraising activities of the Association on the same terms as members of the public.

(3) In this article:

- (a) **"Association"** includes any company in which the Association:
- (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more Trustees to the board of the company;
- (b) **"connected person"** includes any person within the definition in article 68.

Declaration of Trustees' interests

8 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests and conflicts of loyalties

9 (1) If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by

virtue of any other provision in the articles, the unconflicted Trustees may authorise such a conflict of interest where the following conditions apply:

- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
- (c) the unconflicted Trustees consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying; and
- (d) the terms of section 66 of the 2005 Act are not contravened.

- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

Members

- 10 (1) A person who is appointed as a Trustee of the Association pursuant to the articles shall be deemed to have agreed to become a member of the Association and on his appointment as a Trustee shall become a member and shall be included in the register of members.
- (2) The members immediately following the adoption of these articles shall be the persons holding office as the Trustees

of the Association as at the date of adoption of these articles.

- (3) The form and procedure for applying for membership shall be prescribed by the Trustees.
- (4) Membership is not transferable.
- (5) The Trustees shall keep a register of the names and addresses of members.

Termination of membership

11 Membership is terminated if:

- (1) the member dies;
- (2) the member resigns by written notice to the Association unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Association is not paid in full within one month of it falling due;
- (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Association that his or her or its membership is terminated. Any such resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting;
- (5) the member is barred from regulated activity relating to children or vulnerable adults

under the Safeguarding Vulnerable Groups Act 2006 (or any amending legislation);

(6) the member is convicted of an offence under the Sexual Offences Act 2003 (or any amending legislation);

(7) the member is investigated by the police (or equivalent) with regard to the committing of an offence under the Sexual Offences Act 2003 (or any amending legislation) and the Trustees resolve that it is in the best interests of the Association that his or her membership is terminated. Any such resolution to remove a member from membership may only be passed if:

(a) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting;

(8) the member is convicted of an offence anywhere in the world which if committed in some part of the United Kingdom would be an offence to which the Sexual Offences Act 2003 (or any amending legislation) would apply;

(9) the member ceases to be a Trustee of the Association in which case he or she shall be deemed to have given written notice of resignation of his membership to the Association to take effect on the date on which he or she ceased to be a Trustee.

12 A member shall notify the Trustees immediately of any conviction as referred to in article 12(6) or 12(8) or if he or she is barred from regulated activity as referred to in article 12(5) or if he or she is investigated as referred to in article 12(7).

13 The Trustees shall have the power to suspend a member who in the reasonable opinion of the Trustees is guilty of any conduct which is of disgraceful or discreditable kind or brings the Association into disrepute or who acts to the detriment of the interests of the Association.

Affiliates

14

(1) The Trustees may from time to time provide for the admission of persons as affiliates of the Association subject to such conditions, subscriptions, rights and obligations as the Trustees shall determine. An affiliate shall not be a member of the Association for the purpose of the Companies Acts or for the purpose of the articles and their rights (if any) shall not include a right to attend, speak or vote at general meetings of the Association.

(2) The persons who are Fellows, Diploma Members, Qualified Members, Associate Members, Student Members, Honorary Associates and Vice Presidents as at the date of adoption of these articles shall be affiliates as from the date of adoption of these articles.

Termination of affiliation

15 Affiliation is terminated if:

(1) the affiliate dies;

(2) the affiliate resigns by written notice to the Association;

(3) any sum due from the affiliate to the Association is not paid in full within one month of it falling due;

(4) the affiliate is removed by a resolution of the Trustees that it is in the best interests of the Association that his or her or its affiliation is terminated. A resolution to remove an affiliate may only be passed if:

(a) the affiliate has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the affiliate or, at the option of the affiliate, the affiliate's representative (who need not be an affiliate of the Association) has been allowed to make representations to the meeting.

(5) the affiliate is barred from regulated activity relating to children or vulnerable adults under the Safeguarding Vulnerable Groups Act 2006 (or any amending legislation);

(6) the affiliate is convicted of an offence under the Sexual Offences Act 2003 (or any amending legislation);

(7) the affiliate is investigated by the police (or equivalent) with regard to the committing of an offence under the Sexual Offences Act 2003 (or any amending legislation) and the Trustees resolve that it is in the best interests of the Association that his or her affiliation is terminated. Any such resolution to remove an affiliate may only be passed if:

(a) the affiliate has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be

proposed and the reasons why it is to be proposed;

(b) the affiliate or, at the option of the affiliate, the affiliate's representative (who need not be an affiliate of the Association) has been allowed to make representations to the meeting;

(8) the affiliate is convicted of an offence anywhere in the world which if committed in some part of the United Kingdom would be an offence to which the Sexual Offences Act 2003 (or any amending legislation) would apply.

16 An affiliate shall notify the Trustees immediately of any conviction as referred to in article 12(6) or 12(8) or if he or she is barred from regulated activity as referred to in article 12(5) or if he or she is investigated as referred to in article 12(7).

17 The Trustees shall have the power to suspend an affiliate who in the reasonable opinion of the Trustees is guilty of any conduct which is of disgraceful or discreditable kind or brings the Association into disrepute or who acts to the detriment of the interests of the Association.

General meetings

18 The Trustees may call a general meeting at any time.

Notice of general meetings

19 (1) The minimum period of notice required to hold a general meeting of the Association is fourteen clear days.

(2) A general meeting may be called by shorter notice if it is so agreed 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 percent of the total voting rights.

(3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 26.

(4) The notice must be given to all the members and to the Trustees and auditors.

20 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association.

Proceedings at general meetings

21 (1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

22 (1) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Trustees shall determine.

(2) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

(3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

23 (1) General meetings shall be chaired by the President.

(2) If there is no President or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.

(3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.

24 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

25 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

- (a) by the person chairing the meeting; or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Association but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of

the meeting at which the poll is demanded.

- (5) (a) A poll must be taken immediately.
- (b) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

- 26 (1) Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - (d) is delivered to the Association in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:

- (a) 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
- (b) 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.

Delivery of Proxy Notices

- 26A (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 Association by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (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.
- (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.

Written resolutions

27

- (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it

had it been proposed at a general meeting shall be effective provided that:

- (a) a copy of the proposed resolution has been sent to every eligible member;
- (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
- (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.

Votes of members

- 28 Every member shall have one vote.
- 29 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

Composition of the body of Trustees

- 30 (1) A Trustee must be an individual aged 18 years or older.
- (2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of article 46.
- 31 The body of Trustees when complete shall consist of:
- (1) The Honorary Officers for the time being of the Association; and
 - (2) At least 3 and not more than 7 members or affiliates of the Association appointed as Trustees by the Trustees in accordance with article 39.

32 Hugh Millan Hall, Myra Catherine Lee Robinson, Dave Lewis, Joan O'Sullivan and Richard Timms shall be treated as the first persons holding office as Trustees in accordance with article 31(2).

33 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

Appointment of Honorary Officers

34 Any appointment of a person as an Honorary Officer pursuant to article 31(1) shall be made by resolution passed at a meeting of the Trustees of which at least 14 clear days notice has been given or passed by way of a resolution in writing or in electronic form pursuant to article 52.

35 Subject to articles 38 and 46, a person appointed as the Vice-President shall hold office as the Vice-President for a term determined by the Trustees, such term not exceeding three years.

36 Subject to articles 38 and 46, a person appointed as the President shall hold office as the President for a term determined by the Trustees, such term not exceeding three years.

37 Subject to articles 38 and 46, a person appointed as the President shall, at the expiry of his or her term of office as determined by the Trustees pursuant to article 36, automatically hold office as the Immediate Past President for a term of one year.

38 Subject to article 46, the persons holding office as the Honorary Officers at the date of adoption of these articles shall hold office as such for the period representing the unexpired residue of their existing terms as Honorary Officers.

Appointment of Trustees

39 Subject to article 32, any appointment of a person as a Trustee pursuant to article 31(2) shall be made by resolution passed at a meeting of the Trustees of which at least 14 clear days notice has been given or passed by way of a

resolution in writing or in electronic form pursuant to article 52.

40 The appointment of a Trustee, howsoever appointed, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

Retirement of Trustees

41 Subject to article 46, an Honorary Officer shall hold office as a Trustee until completion of his or her term of office as the Honorary Officer in question.

42 Subject to articles 43 and 46, every person appointed as a Trustee pursuant to article 31(2) shall hold office as a Trustee until the first meeting of the Trustees in the third calendar year following his or her appointment.

43 The persons referred to in Article 32 shall hold office until the first meeting of the Trustees in the third calendar year following his or her appointment.

44 Any Trustee shall be eligible for re-appointment in accordance with the provisions of these articles at the end of his term of office.

Powers of Trustees

45 (1) The Trustees shall manage the business of the Association and may exercise all the powers of the Association unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

(3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

Disqualification and removal of Trustees

46 A Trustee shall cease to hold office if he or she:

- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- (2) is disqualified from acting as a trustee by virtue of section 178 and 179 of the Act or by virtue section 69 and 70 of the 2005 Act;
- (3) ceases to be a member or affiliate of the Association;
- (4) is removed from office by an ordinary resolution of the Association pursuant to section 168 of the Companies Act 2006;
- (5) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (6) resigns as a Trustee by notice to the Association (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (7) is absent without the permission of the Trustees from all their meetings held within a period of one year and the Trustees resolve that his or her office be vacated.

Remuneration of Trustees

47 The Trustees must not be paid any remuneration unless it is authorised by article 7.

Proceedings of Trustees

- 48
- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.
 - (2) Any Trustee may call a meeting of the Trustees. The secretary (if any) must call a meeting of the Trustees if requested to do so by any Trustee.
 - (3) The Trustees shall hold at least three meetings each calendar year upon not

less than 7 clear days' notice being given to each of the Trustees (unless a majority of the Trustees having a right to attend and vote at the meeting agree that the meeting may be called on shorter notice).

- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- (6) A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

49 (1) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.

(2) The quorum shall be four, or such larger number as may be decided from time to time by the Trustees.

(3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

50 The Trustees may act in the administration of the Association notwithstanding any vacancy in their number but if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

51 (1) At the first meeting of the Trustees in each calendar year the Trustees may elect one of their number to be

chairman of their meetings until the commencement of the first meeting of the Trustees in the following calendar year. The chairman shall always be eligible for re-election.

- (2) If at any meeting of the Trustees the chairman is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by the articles or delegated to him or her by the Trustees.

- 52
- (1) A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.
 - (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

Delegation

- 53
- (1) The Trustees may delegate any of their powers or functions to a committee of two or more persons provided that at least one Trustee shall be a member of every such committee. The terms of any delegation must be recorded in the minute book.
 - (2) The Trustees may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the

committee to whom they delegate;

- (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the Trustees.

- (3) The Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.
- (5) The quorum for a meeting of a committee shall be one-half of the total number of members of that committee provided that a quorum shall only be present if at least one Trustee member of the committee is present.

Validity of Trustees' decisions

54

- (1) Subject to article 54(2), all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that Trustee; and
- (e) that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

- (2) Article 54(1) does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee if, but for article 54(1), the resolution would have been void, or if the Trustee has not complied with article 8.

Seal

- 55 If the Association has a seal it must only be used by the authority of the Trustees or of a committee authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary (if any) or by a second Trustee.

Minutes

- 56 The Trustees must keep minutes of all:
- (1) appointments of officers made by the Trustees;
 - (2) proceedings at meetings of the Association;
 - (3) meetings of the Trustees and committees including:
 - (a) the names of the Trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

- 57 (1) The Trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting

standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

- (2) The Trustees must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

- 58 (1) The Trustees must comply with the requirements of the Act and the 2005 Act with regard to the:
- (a) transmission of a copy of the statements of account to the Commission;
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission and to OSCR;
 - (c) preparation of an Annual Return and its transmission to the Commission and to OSCR.
- (2) The Trustees must notify the Commission promptly of any changes to the Association's entry on the Central Register of Charities or the Scottish Charity Register respectively.

Means of communication to be used

- 59 (1) Subject to the articles, anything sent or supplied by or to the Association under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Association.
- (2) Subject to the 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.

60 Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given in electronic form.

61 (1) The Association may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it in electronic form to the member's address.

(2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.

62 A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.

63 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

64 (1) The Association shall indemnify any relevant Trustee against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

(2) In this article a “**relevant Trustee**” means any Trustee or former Trustee of the Association.

Rules

65 (1) The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Association.

(2) The bye laws may regulate the following matters but are not restricted to them:

- (a) the admission of members and affiliates of the Association (including the admission of organisations to membership and affiliation) and the rights and privileges of such members and affiliates, and the entrance fees, subscriptions and other fees or payments to be made by members and affiliates;
- (b) the suspension of members and affiliates of the Association pursuant to articles 13 and 17;

- (c) the conduct of members and affiliates of the Association in relation to one another, and to the Association's employees and volunteers;
 - (d) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;
 - (e) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (f) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Association in general meeting has the power to alter, add to or repeal the rules or bye laws.
 - (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Association.
 - (5) The rules or bye laws shall be binding on all members of the Association. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Disputes

- 66
- If a dispute arises between members of the Association about the validity or propriety of anything done by the members of the Association under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Dissolution

67

- (1) The members of the Association may at any time before, and in expectation of, its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Association, the Trustees of the Association may at any time before and in expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Association be applied or transferred:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself a charity) and if no resolution in accordance with article 67(1) or article

67(2) is passed by the members or the Trustees the net assets of the Association shall be applied for charitable purposes as directed by the Court or the Commission.

- (4) Nothing in these articles shall authorise an application of the property of the Association for purposes which are not charitable in accordance with section 7 of the 2005 Act.

Interpretation

68 In article 7, sub-clause (2) of article 9 and sub-clause (2) of article 54 “**connected person**” means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (2) the spouse or civil partner of the Trustee or of any person falling within paragraph (1) above;
- (3) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (1) or (2) above;
- (4) an institution which is controlled:
- (a) by the Trustee or any connected person falling within paragraph (1), (2) or (3) above; or
- (b) by two or more persons falling within sub-paragraph 4(a), when taken together;
- (5) a body corporate in which:
- (a) the Trustee or any connected person falling within paragraphs (1) to (3) has a substantial interest; or
- (b) two or more persons falling within sub-paragraph (5)(a) who, when taken together, have a substantial interest;

- (6) a Scottish partnership in which one or more of the partners is a Trustee or a person with whom the Trustee is connected.

- (7) Sections 350 – 352 of the Act apply for the purposes of interpreting the terms used in this article 68.