

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

THE CHARLES RENNIE MACKINTOSH SOCIETY

Amended by Written Resolution dated 19th and 23rd January 2006

1. The name of the Company is THE CHARLES RENNIE MACKINTOSH SOCIETY.
2. The registered office of the Company will be situated in Scotland.
3. The objects of the Company (hereinafter called "THE SOCIETY") shall be:-
 - 3.1 to support the conservation, preservation, maintenance and improvement of buildings and artefacts designed by Charles Rennie Mackintosh and his contemporaries;
 - 3.2 to advance public education in the works of Charles Rennie Mackintosh by means of exhibitions, lectures and productions of an educational nature; and in furtherance thereof but not otherwise THE SOCIETY shall seek:-
 - 3.3 to maintain and develop THE SOCIETY's Headquarters at Queens Cross Church, Maryhill Road, Glasgow (hereinafter in this Memorandum of Association and in the Articles of Association called "Queen's Cross");
 - 3.4 to service and develop the membership of THE SOCIETY;
 - 3.5 to sustain and promote the long-term viability of THE SOCIETY.
4. Without prejudice to the generality of Clause 3 of this Memorandum of Association, THE SOCIETY shall have power to do all such lawful things as will further the foregoing objects and, in particular, to:-
 - 4.1 act as successor, in every respect, to The Charles Rennie Mackintosh Society ("the Predecessor Society"), established in 1973 as an unincorporated body from the First day of January Two thousand and six and, without prejudice to that generality, as such successor, to acquire all of the assets owned, leased, hired or otherwise utilised by the Predecessor Society and to assume all liabilities, of whatsoever nature and howsoever constituted, of the Predecessor Society in connection with The Charles Rennie Mackintosh Society, as administered by the Predecessor Society, up to and including the Thirty first day of December Two thousand and five;
 - 4.2 deliver a range of services based in Queen's Cross and in the wider community to facilitate the above objects.
 - 4.3 The foregoing Objects shall, in addition, be furthered by THE SOCIETY also having power particularly to:
 - 4.3.1 appoint, employ and recruit staff to work for THE SOCIETY on such terms and conditions as the Board of directors of THE SOCIETY (hereinafter in this Memorandum of Association and in the Articles of Association of THE SOCIETY called "the Council") shall approve;
 - 4.3.2 recruit and support volunteers from the wider community to assist in the services provided by THE SOCIETY;
 - 4.3.3 trade in goods and services and develop new services in line with the changing needs of the community which THE SOCIETY serves and in line with the core objectives of THE SOCIETY;
 - 4.3.4 obtain, collect and receive money and funds by way of contributions, subscriptions, affiliation fees, donations, legacies, grants or by organising functions or by any other lawful method and to accept and receive gifts of property of any description (whether subject to any special trust or not) and to administer and utilise such funds in furtherance of the foregoing objects;
 - 4.3.5 print, publish, issue, circulate and commission papers, periodicals, books, circulars and other literary works and to commission or make cinematograph films or video tapes, wall charts, web sites and any other forms of visual aid or communications media in connection with, but not limited to, CRM;
 - 4.3.6 promote or provide, or assist in the promotion and provision, in Schools, Colleges of Further Education, Universities and other appropriate Educational

- Institutions, of courses for the purpose of educating and training students about the work of CRM and his contemporaries;
- 4.3.7 provide for the delivery and holding of lectures, meetings, classes, seminars and conferences in such place or places as the Council shall think fit;
- 4.3.8 appoint lecturers, instructors and other persons to deliver and conduct such courses, lectures, meetings, classes, seminars and conferences and to pay all such persons (other than any person who shall be a member of the Council);
- 4.3.9 prepare training programmes and courses and to confer and co-operate with education authorities and other bodies in the promotion of such programmes and courses;
- 4.3.10 issue reports on the work of THE SOCIETY;
- 4.3.11 co-operate with any charitable, national, or international, bodies, societies, organisations, associations, companies or persons whose objects are similar to the objects of THE SOCIETY;
- 4.3.12 purchase, take on lease or otherwise acquire, any estate or interest in any heritable or moveable property and any rights or privileges which the Council may think necessary or convenient in order to further the objects of THE SOCIETY;
- 4.3.13 subject to such consents as may be required by Law, or the holder of the title thereto (whether as nominee or otherwise), to sell, feu, lease or grant licences, servitudes and other rights over and in any other manner, deal with or dispose of the heritable or moveable property, assets, rights and effects of THE SOCIETY or any part thereof for such consideration as the Council may think proper;
- 4.3.14 subject to such consents as may be required by Law, to raise or borrow money, on any terms or conditions, upon the security of debenture stock, debentures, mortgages of, or charges upon, or standard securities over all, or any of the property and assets of THE SOCIETY, present or future, or without any such security; and to make, accept, endorse and execute promissory notes and to issue and grant receipts and acknowledgements of moneys received or held on deposit or otherwise;
- 4.3.15 place on deposit or invest the moneys of THE SOCIETY, not immediately required for its purposes, in the purchase of an interest in such stock, funds, shares, securities, or other investments, or property, heritable or moveable, of whatsoever nature and wheresoever situate and, whether involving liability or not and whether producing income or not, as the Council, in its absolute discretion, shall think fit;
- 4.3.16 pay all expenses of the incorporation and establishment of THE SOCIETY;
- 4.3.17 do all or any of the above things as principals, agents, trustees or otherwise, and either alone, or in conjunction with others, and either by or through agents, trustees or otherwise;
- 4.3.18 do all such other lawful things as will further the objects of THE SOCIETY;
- 4.4 PROVIDED ALWAYS that:-
- 4.4.1 in case THE SOCIETY shall take or hold any property which may be subject to any trusts, THE SOCIETY shall only deal with or invest the same in such manner as may be allowed by Law, having regard to such trusts;
- 4.4.2 the objects of THE SOCIETY shall not be extended to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- 4.4.3 in case THE SOCIETY shall take or hold any property subject to the jurisdiction of, or the title to which is held (whether as nominee, or otherwise) by, any competent church, educational or other charitable authority, THE SOCIETY shall not sell, feu, mortgage, grant security over, charge or lease the same without such authority, approval or consent as may be required by Law and the incorporation of THE SOCIETY shall not diminish or impair any control or authority exercisable by any such church, educational or other charitable authority over the Council.
5. The income and property of THE SOCIETY shall be applied solely towards the promotion of the said objects:
- 5.1 no portion of the income or property of THE SOCIETY shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, by way of profit, to members of

THE SOCIETY; and no member of the Council shall be appointed to any office of THE SOCIETY paid by salary or fees or receive any remuneration or other benefit in money or money's worth from THE SOCIETY with the exception of the Executive Director and/or the Secretary as defined in the Articles of Association of THE SOCIETY;

5.2 provided that nothing herein shall prevent any payment, in good faith, by THE SOCIETY:

5.2.1 of the usual professional and other charges of any member of THE SOCIETY or any member of the Council, being a person engaged in any profession or business for business transacted and time spent and acts done by him or her or his or her firm on behalf of THE SOCIETY;

5.2.2 of interest on money lent by any member of THE SOCIETY or any member of the Council at a rate per annum not exceeding 2 per cent below the base lending rate of the Clydesdale Bank PLC for the time being in force;

5.2.3 of reasonable and proper rent for premises let to THE SOCIETY by any member of THE SOCIETY or any member of the Council;

5.2.4 of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council may be a member or director; and

5.2.5 to any member of THE SOCIETY of out-of-pocket expenses.

6. The liability of the Members is limited.

7. Every member of THE SOCIETY undertakes to contribute to the assets of THE SOCIETY, in the event of its being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of THE SOCIETY contracted before he or she ceases to be a member, and of 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 One Pound (£1).

8. If upon the winding-up or dissolution of THE SOCIETY there remains, after the satisfaction of all of its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of THE SOCIETY, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of THE SOCIETY and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on THE SOCIETY under or by virtue of Clause 5 of this Memorandum of Association: such institution or institutions to be determined by the members of THE SOCIETY at or before the time of dissolution, and, if and so far as effect cannot be given to such provision, then to some other charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Professor Pamela Beaumont Robertson University Professor
47 Dumbreck Road
Glasgow
G41 5NR

Signed: Pamela Robertson

Dated: 10th November 2005

Stuart Dean Robertson Director
Ellenbank
Main Street
Inverkip PA16 0AX

Signed: S Robertson

Dated: 10th November 2005

DATED this 10th day of November 2005

Witness to the above signatures:-

2 Blythswood Square
GLASGOW
G2 4AD

James A Millar
Signed
WITNESS

Solicitor and Notary Public, Glasgow

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

THE CHARLES RENNIE MACKINTOSH SOCIETY

Amended by Written Resolution dated 19th and 23rd January 2006

Bishops Solicitors LLP
Solicitors
2 Blythwood Square
GLASGOW
G2 4AD

FAS No: 1169
JAM/CRM0001.1

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

THE CHARLES RENNIE MACKINTOSH SOCIETY

Amended by Written Resolution dated 5th June 2010

GENERAL

- 1.1 In these Articles the words and expressions in the first column below shall bear the meaning set opposite them, if not inconsistent with the subject or context:

WORDS	MEANINGS
"these Articles"	the Articles of Association of the Company from time to time in force;
"Chairperson"	the Chairperson of the Council, elected by members of the Company, in terms of Article 29 or Article 30;
"chairperson"	the chairperson of any meeting, not being the Chairperson;
"the Council"	the Board of directors for the time being of the Company;
"the Executive Director"	the senior full time employee of the Society who has responsibility for managing and directing the conduct of the day to day management of the business and affairs of the Society;
"the Honorary Treasurer"	the Honorary Treasurer of the Company, elected by the members of the Company in terms of Article 29 or Article 30;
"member"	a member of the Company as described in Articles 2 and 3;
"month"	calendar month;
"the Office"	the Registered Office of Company;
"the Office-bearers"	the Chairperson, the Vice-Chairperson and the Honorary Treasurer;
"the Secretary"	the Company Secretary of the Company for the time being;
"the Statutes"	every statute from time to time in force concerning companies, insofar as they apply to the Company;
"Vice-Chairperson"	the Vice-Chairperson of the Council, elected by members of the Company, in terms of Article 29 or Article 30;
"in writing"	written, or in any other mode of representing or reproducing words in a visible form in any media.

- 1.2 Words importing the singular number, only, shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine and neuter genders. Words importing persons shall include corporations.
- 1.3 Any other words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.
- 1.4 Reference to an Article shall be to an Article in these Articles.
- 1.5 Headings to Articles, or to groups of Articles, shall be for convenience of reference only and shall not form part of these Articles for any other purpose whatsoever.
- 1.6 Neither Table A nor Table C of the Companies (Tables A to F) Regulations 1985 (SI 1985/805) shall apply to the Company.

MEMBERSHIP AND SUBSCRIPTIONS

2. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership, shall be the members of the Company.
3. No person shall be admitted as a member of the Company unless they are first approved by the Council and the Council shall have absolute discretion as to the admission of any person, the

requirements of any application for admission to membership, the continuance of membership and the termination of membership. No entrance fees for membership shall be payable unless otherwise determined by the Council.

4. A person may terminate his or her membership of the Company by giving to the Secretary, at the Office, notice, in writing, to that effect. A member shall cease to be a member of the Company without the necessity for any notification from the Company if the member's annual subscription remains unpaid for a period of six months from the due date for payment. Further, the Company may, by special resolution, passed in general meeting, require a member to terminate their membership of the Company.
5. Members shall pay an annual subscription of such amount and at such time in each year as may from time to time be determined by the Council.

GENERAL MEETINGS

6. The Company shall hold a general meeting in every calendar year, as its Annual General Meeting, at such time and place as may be determined by the Council, and shall specify the meeting, as such, in the notices calling it, provided that every Annual General Meeting, except the first, shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that, so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation, it need not hold it in the year of its incorporation or in the following year.
7. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
8. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on a requisition duly signed by not less than twenty five members, or, in default, may be convened by such requisitionists, as provided by the Statutes.
9. Twenty one clear days' notice, in writing, at the least, of every Annual General Meeting and of every Extraordinary General Meeting convened to consider a special resolution, and fourteen clear days' notice, in writing, at the least, of every other Extraordinary General Meeting, specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, shall be given, in the manner in which notices are directed to be served, in terms of Articles 53 to 56 (inclusive), to such persons (including the Auditors) as are under these Articles or under the Statutes, entitled to receive such notices from the Company; but, with the consent of all of the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes, in the case of Extraordinary General Meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice of it, shall not invalidate any resolution passed, or proceeding held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special which is transacted at any Extraordinary General Meeting. All that which is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the confirmation in office and the election of the Office-bearers and the members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in these Articles, twenty five members, present in person, shall be a quorum.
13. If, within half an hour from the time appointed for the holding of a general meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and, if at such adjourned meeting a quorum is not

present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

14. The Chairperson, whom failing the Vice-Chairperson, of the Council shall preside as chairperson at every general meeting, but if there be no such Chairperson, or Vice-Chairperson, or, if at any general meeting they shall not be present within fifteen minutes after the time appointed for holding it, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all of the members of the Council present decline to take the chair, they shall choose some member of the Company, who shall be present, to preside.
15. The chairperson may, with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place; but no business shall be transacted at any adjourned meeting, other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a general meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for any general meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
16. At any general meeting, a resolution put to the vote of the meeting, shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairperson or by at least two members present, in person or by proxy, or by a member or members present, in person or by proxy, and representing one-tenth of the total voting rights of all of the members having the right to vote at the meeting, and, unless a poll be so demanded, a declaration by the chairperson that a resolution has been carried, or carried unanimously, or by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. The demand for a poll may be withdrawn.
17. Subject to the provisions of Article 19, if a poll be demanded in the manner set out in Article 16, it shall be taken at such time and place, and in such manner, as the Chairperson shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. No poll shall be demanded on the election of a chairperson or on any question of adjournment.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall be entitled to a second or casting vote.
20. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which the poll was demanded.

VOTES OF MEMBERS

21. Save as expressly provided in these Articles, every member shall have one vote.
22. Save as expressly provided in these Articles, no member, other than a member duly registered, who shall have paid any subscription or other sum which may be due and payable to the Company in respect of their membership, shall be entitled to vote on any question, either personally or by proxy, at any general meeting.
23. Votes may be given, on a poll, either personally or by proxy. On a show of hands a member present, only by proxy, shall have no vote, but a representative of a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by the Statutes. A proxy need not be a member.
24. The instrument appointing a proxy shall be in writing under the hand of the appointer or his or her attorney, duly authorised in writing, or, if such appointer is a corporation, then under the hand of some officer duly authorised in that behalf. The instrument appointing a proxy shall be deemed to confer authority to demand, or join in demanding, a poll.
25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy thereof, shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting, or adjourned meeting, at which

the person named in the instrument, proposes to vote; or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and, in default, the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

26. A vote, given in accordance with the terms of an instrument of proxy, shall be valid, notwithstanding the previous death or insanity of the principal, or revocation of the proxy, or the authority under which the proxy was executed, provided that no intimation, in writing, of the death, insanity or revocation, as aforesaid, shall have been received at the Office before the commencement of the meeting, or adjourned meeting, at which the proxy is used.

THE COUNCIL

27. The members of the Council shall be the directors of the Company.
28. The number of the members of the Council shall be five or such greater odd number as the Council may determine. Subject to the foregoing minimum number, the Council shall consist of the Chairperson, the Vice-Chairperson, the Honorary Treasurer, the Executive Director (if any) and such other number of non executive directors as the Council may determine.
29. The first members of the Council shall be appointed by the Subscribers to the Memorandum of Association who shall also elect the first Chairperson, the first Vice-Chairperson and the first Honorary Treasurer of the Society.
30. At its first Annual General Meeting and, whenever appropriate at subsequent Annual General Meetings, the members shall elect, from among its number, the Chairperson, the Vice-Chairperson and the Honorary Treasurer.

The Chairperson, the Vice-Chairperson and the Honorary Treasurer shall each hold office for a period of approximately three years and shall each be subject to mandatory resignation at the third Annual General Meeting following his or her election but each shall be eligible for re-election [for up to two terms of office]. In the event of the death, resignation or incapacity of an Office-bearer during his or her term of office, the Council shall, at its discretion, be entitled to appoint one of its number or to co-opt a member of the Company to fill the vacancy until the next Annual General Meeting when such appointee or co-optee shall be entitled to stand for re-election for the vacancy.

31. The Council may, from time to time and at any time, appoint any individual who it considers suitable and appropriate to be a member of the Council (provided he or she is willing so to act), either to fill a casual vacancy in the membership of the Council, or by way of addition to the Council.
32. Each member of the Council shall require to be elected by the Annual General Meeting subsequent to his or her nomination and, apart from the Chairperson, the Vice-Chairperson and the Honorary Treasurer, from time to time, for whom provision for retiral and re-election is made in Article 30 and the Executive Director (if any) who shall not be subject to the requirement to stand for re-election, shall serve for a period of approximately three years, from the date of the Annual General Meeting at which his or her appointment is confirmed, until the conclusion of the third successive Annual General Meeting thereafter (or such shorter period as the Council may, in its discretion, determine, to allow for the retirement of such members of the Council in an appropriate rotation) when, unless re-elected, he or she shall retire as a member of the Council. A director retiring in terms of this Article shall not be eligible for re-election until the next succeeding Annual General Meeting unless at the Annual General Meeting at which he or she retires, he or she is elected to the position of Chairperson or Vice-Chairperson or Honorary Treasurer.
33. No person, who is not a member of the Company, shall, in any circumstance, be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL

34. The business of the Company shall be managed by the Council, which may pay all expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as it thinks fit, and may exercise all such powers of the Company, and do, on behalf of the Company, all such acts and things as may be exercised and done by the Company, and as are not by the Statutes, or by these Articles, required to be exercised or done by the Company in general

meeting, subject nevertheless to the provisions of these Articles, the Memorandum of Association of the Company, the Statutes, for the time being, in force, and to such regulations, being not inconsistent with these Articles or the provisions of the Statutes, as may be prescribed by the Company in general meeting, but no regulation, made by the Company in general meeting, shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

35. The members, for the time being, of the Council may act, notwithstanding any vacancy in the membership of the Council; provided always that in case the members of the Council shall, at any time, be reduced in number to less than the minimum number prescribed by, or in accordance with, Article 28, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Company, filling casual vacancies in the membership of the Council, or of summoning a general meeting; but not for any other purpose.

SECRETARY

36. A Secretary, shall be appointed by the Council for such period, at such remuneration and upon such conditions as it shall think fit. The Council may, from time to time, by resolution, appoint an assistant, or deputy, Secretary and any persons, so appointed, may act in the place of the Secretary, if there be no Secretary, or no Secretary capable of acting.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COUNCIL

37. The office of a member of the Council shall be vacated if:-
- 37.1 he or she ceases to be a director by virtue of any provision of the Statutes or he or she becomes prohibited, by Law, from being a director; or
 - 37.2 he or she becomes apparently insolvent, as defined by the Bankruptcy (Scotland) Act 1985, or makes any arrangement or composition with their creditors generally; or
 - 37.3 he or she is, or may be, suffering from any mental disorder and, as a result, becomes a compulsory patient for the purposes of the Mental Health (Scotland) Acts and/or a Medical Practitioner, of appropriate qualifications and experience, in the opinion of the Council, certifies that he or she will be incapable of resuming his or her duties as a Member of the Council for, at least, six months; or
 - 37.4 he or she resigns their Office by notice, in writing, to the Secretary;
 - 37.5 he or she shall, for more than six consecutive months, have been absent, without permission of the members of the Council, from meetings of the Council held during that period and the members of the Council resolve that their office be vacated.
38. The Company may, by Ordinary Resolution, remove any member of the Council at a general meeting of the Company, duly convened for such purpose and following such procedures as may be required by the Statutes in relation to the removal of directors of companies.

PROCEEDINGS OF THE COUNCIL

39. The Council may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Five members of the Council present, in person, shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting shall have a second, or casting, vote.
40. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon each of the members of the Council.
41. The Chairperson shall be entitled to preside at all meetings of the Council at which he or she shall be present, but if there be no Chairperson, or if at any meeting the Chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Vice-Chairperson shall preside and if there be no Vice-Chairperson or if the Vice-Chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the

members of the Council present shall choose one of their members to be chairperson of the meeting.

42. A meeting of the Council, at which a quorum is present, shall be competent to exercise all the authorities, powers and discretions by, or under, these Articles for the time, being vested in the Council generally.
43. The Council may delegate any of its powers to Committees consisting of such member or members of the Council as it thinks fit and may include, in such Committees, persons who are not members of the Council, and any committee, so formed, shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council, so far as applicable and so far as they shall not be superseded by any regulations made by the Council. All acts and proceedings of any such Committee shall be reported to the Council as soon as possible.
44. All acts or things done, in good faith, by any meeting of the Council, or of any Committee of the Council, or by any person acting as a member of the Council, shall; notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any member of the Council, or of any such Committee, or of any person acting as aforesaid; or that any member of the Council, or any such Committee or any person acting, as aforesaid, was disqualified; be as valid as if every such person had been duly appointed, or had duly continued in office and was qualified to be a member of the Council.
45. The Council shall cause proper minutes to be made of all appointments of officers of the Company made by the Council and of the proceedings of all general meetings of the Company and of the Council and of Committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purported to be signed by the chairperson of such meeting, or by the chairperson of the next succeeding meeting, shall be sufficient evidence, without any further proof, of the facts stated in such minutes.
46. A resolution, in writing, signed by all members, for the time being, of the Council, or of any Committee of the Council, who are entitled to receive notice of a meeting of the Council, or of such Committee, shall be as valid and effectual as if it had been passed at a meeting of the Council, or of such Committee, duly convened and constituted. Such resolution may consist of one or more documents, in the like form, signed by one or more members of the Council.

ACCOUNTS

47. The Council shall cause accounting records to be kept in accordance with the requirements of the Statutes.
48. The accounting records shall be kept at the Office or, subject to the provisions of the Statutes, at such other place or places as the Council shall think fit, and shall always be open to inspection by members of the Council.
49. The Council shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, held in whatever form or media, or any of them, shall be open to the inspection of members, not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any such account, or book, or document, of the Company, except as conferred by the Statutes, or authorised by the Council, or by the Company in general meeting.
50. At the Annual General Meeting, in every year, the Council shall lay before the members a proper income and expenditure account for the period since the last preceding account (or, in the case of the first account, since the incorporation of the Company) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors and copies of such accounts, balance sheets and reports and of any other documents required, by Law, to be annexed or attached to it, or to accompany them, shall, not less than twenty-one clear days before the date of the meeting, be sent to the Auditors, to the members and to all other persons entitled to receive notices of general meetings, in the manner in which notices are directed to be served in terms of Articles 53 to 55, inclusive.

AUDIT

51. Once, at least, in every year, the accounts of the company shall be examined, and the correctness of the accounts ascertained by one or more properly qualified and registered auditor or independent examiner.
52. If required by law or by the members, the company shall appoint an auditor or independent examiner, whose duties will be regulated by applicable law.

NOTICES

53. A notice may be served by the Company upon a member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his or her registered address as appearing in the Register of Members.
54. Any notice, if served by post, shall be deemed to have been served two days (not including Sundays or public holidays in the Local Authority area including the address of the member as appearing in the Register of Members) following that on which the letter, containing the notice, is put into the post.
55. The provisions of Article 10 shall apply to the service of notices by the Company on any member.

DISSOLUTION

56. Clause 7 of the Memorandum of Association of the Company, relating to the winding up and dissolution of the Company, shall have effect as if its provisions were repeated in these Articles.

INDEMNITY

57. The members of the Council shall be indemnified, out of the assets of the Company, against all losses or liabilities which they may sustain, or incur, in or about the execution of the duties of their Office, or otherwise in relation thereto, including 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 in connection with any application under Section 727 of the Companies Act 1985 in which relief is granted to them by the Court, and no member of the Council shall be liable for any loss, damage or misfortune which may happen to, or be incurred by, the Company in the execution of the duties of their Office or in relation to such duties. Provided always that this Article 57 shall only have effect in so far as its provisions are not avoided by Section 310 of the Companies Act 1985.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Professr Pamela Beaumont Robertson University Professor
47 Dumbreck Road
Glasgow
G41 5NR



Signed: Pamela Robertson

Dated: 10 November 2005

Stuart Dean Robertson Director
Ellenbank
Main Street
Inverkip PA16 0AX



Signed: S Robertson

Dated: 10 November 2005

DATED this 10th day of November 2005

Witness to the above: James A Millar

Name: James Allan Millar
Address: 2 Blythswood Square
 Glasgow G2 4AD

Signature: Solicitor and Notary Public

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE CHARLES RENNIE MACKINTOSH SOCIETY

Amended by Written Resolution dated 5th June 2010

Bishops Solicitors LLP
Solicitors
2 Blythswood Square
GLASGOW
G2 4AD

FAS No: 1169
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