

Charles Rennie Mackintosh Society

Guide to the revised Articles

May 2024

The original Memorandum and Articles of the Society were drawn up in 2006 and the Articles last revised in 2010. Changes in company and charity law as well as the evolution of both the Society and society have prompted this revision. The 2010 Articles are available for reference [website link]

Council has approved the final document (13.5.2024) to be put to you at the AGM in the following resolution:

The Chair and Council recommend members to adopt the revised Articles of the Charles Rennie Mackintosh Society.

Following adoption OSCR will receive a Notification of the changes. Since neither the name of the charity nor its objects have changed they are not expected to raise any issues with it.

The resolution will also be filed with Companies House alongside the new Articles.

The Articles have been revised in a prolonged process that has involved consideration of issues raised by members, input from past and present members of Council led by Vice Chair Dr Evelyn Silber, comments from Vice President Professor Pamela Robertson and, finally, review and final drafting by Brodies LLP Solicitors.

In the interests of coherence and ease of reference, and on the advice of Brodies, Clauses 3-8 of the Memorandum have now been incorporated into the Articles so that the Society's Articles are contained in a single rather than two separate documents. The Memorandum exists but is held as a reference document.

The following notes identify and explain the changes .

Articles referring to the original setting up of the Company were redundant and have been removed.

Statutory references have been updated.

Gender references have been revised.

Clause 1 of the Memorandum, the company name, is already heading the document together with its charitable status, previously omitted.

Clause 2, referring to the company registered office, is not a common provision in charity articles.

Article 1. Terminology has been updated with references to Trustees, Society and Council throughout.

Article 2 Objects - restates the Society's core objectives and instances activities to further those objectives.

Articles 3. Powers, 4. Income, 5. Winding Up and 6. Liability of Members, replicate using the same wording but laid out more clearly the Memorandum of Association clauses 3-8.

Article 7.1. Membership categories now explicitly include Patrons and organisations.

7.4d In the unlikely event of a member acting in such a way as to bring the Society into disrepute, a clear process is laid down for Council to conduct a hearing, a process that mirrors that for the removal of Trustees (13.2) and is in line with model articles for a charitable company.

Article 9.7 A new provision to enable members to submit a resolution to Council outside an Annual Meeting.

Article 10 Votes of members. The complex and wordy provisions for proxy voting have been simplified.

Article 11.4 The maximum number of continuous terms a member can serve as a Trustee on Council is two, i.e. 6 years, unless elected to an office, or Council recommends one additional year in the interests of the Society.

11.6 A three-year gap between a Trustee leaving Council and being eligible for re-election.

Article 13 . Revised in line with legislation.

13.2 A clear process for the removal of a member of Council again in line with best practice for a charitable company.

Articles 14.5-14.7 clarify the powers of Council to set up sub-groups and the composition and remit of such groups.

Article 15. Conflicts of interest – new

Article 16 new article allowing Council to appoint a Company Secretary. The appointment and roles of the President and Vice Presidents are included for the first time and their remit clarified.

Article 17 Audit and Accounts joins the 2010 articles 47 to 52 and completely re-drafts them to a standard format.

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE ARTICLES OF ASSOCIATION

of

THE CHARLES RENNIE MACKINTOSH SOCIETY

Amended by Written Resolution dated 5th June 2010

Amended by Written Resolution 8th June 2024

REGISTERED CHARITY SC012497

1. 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
"Act"	means the Companies Act 2006;
"the 2005 Act"	means the Charities and Trustees Investment (Scotland) Act 2005;
"these Articles"	the Articles of Association of the Society from time to time in force;
"Chair "	the Chair of the Council, elected by Members of the Society, in terms of Article 11.3
"chair"	the chair of any meeting, not being the Chair;
"the Council"	means the Board of Trustees who are responsible for the Society's administration and governance and strategy and ensuring that it is administered effectively;
"the Executive Director"	the senior full-time employee of the Society who has responsibility for the day-to-day management of the staff, business, assets, activities and reputation of the Society;

“the Honorary Treasurer”	the Honorary treasurer of the Society, elected the Society in terms of Article 11.3
“Member”	a Member of the Society as described in Article 7;
“month”	calendar month;
“the Office”	the Registered Office of Society;
“the Office-bearers”	the Chair, the Vice-Chair and the Honorary Treasurer;
“OSCR”	means the Office of the Scottish Charity Regulator
“the Secretary”	the Company Secretary of the Society, as designated and appointed by Council in terms of Article 16.1;
“the Society”	means the Charles Rennie Mackintosh Society,
“the Statutes”	every statute from time to time in force concerning companies, insofar as they apply to the Society;
“Trustees”	means the Directors.
“Vice-Chair”	the Vice-Chair of the Council, elected by Members of the Society, in terms of Article 11.3;
“in writing”	written, or in any other mode of representing or reproducing words in a visible form in any medium.

1.2. Words importing the singular number, only, shall include the plural number, and vice versa.

1.3. Words importing persons shall include corporations.

1.4. 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.

1.5. Reference to an Article shall be to an Article in these Articles.

1.6. 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.

1.7. Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

- a) any subordinate legislation from time to time made under it; and
- b) any amendment or re-enactment and includes any statute, statutory provision, or subordinate legislation which it amends or re-enacts.

1.8. The regulations contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Society.

2. OBJECTS

2.1. The aims of the Society are:

- a) to support the conservation, preservation, maintenance and improvement of buildings and artefacts designed by Charles Rennie Mackintosh and his contemporaries.
- b) to advance public education and engagement with the work of Charles Rennie Mackintosh and his contemporaries through events, publications, talks and other initiatives.

2.2. In the furtherance thereof but not otherwise the Society shall seek:

- a) to safeguard and further the legacy of Charles Rennie Mackintosh and his contemporaries.
- b) to be a vibrant and respected forum for discussion and debate.
- c) to promote the innovative spirit of Mackintosh and his contemporaries by engaging with contemporary architecture and current conservation issues and working in partnership with other relevant bodies.
- d) to care for, maintain and develop Queen's Cross.
- e) to represent and develop the membership of the Society.
- f) to sustain and ensure the long-term viability of the Society.
- g) to ensure that no Member of the Society, volunteer or visitor to Queen's Cross shall be discriminated against, directly or indirectly, on any ground including but not exclusive to gender, ethnicity, age, disability, sexual orientation and faith.

2.3. Nothing in these Articles shall authorise the Society to do anything which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

2.4. For the purposes of the Taxes Acts the provisions set out in Article 2.1 and 2.2 shall be read together to ensure the Society's objects are compliant with the Taxes Acts.

3. POWERS

3.1. Without prejudice to the generality of Article 2, The Society shall have power to do all such lawful things as will further the foregoing objects and, in particular, to:

- a) 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;
- b) deliver a range of services based in Queen's Cross and in the wider community to facilitate the above objects.

3.2. The forgoing objects shall, in addition be furthered by the Society also having power particularly to:

- a) appoint, employ and recruit staff to work for the Society on such terms and conditions as the Council shall approve;
- b) recruit and support volunteers from the wider community to assist in the services provided by the Society;
- c) 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;
- d) 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;
- e) print, publish, issue, circulate and commission papers, periodicals, books, circulars and other literary works and to commission or make cinematograph films, wall charts, web sites and any other forms of visual aid or communications media in connection with, but not limited to, Charles Rennie Mackintosh;

- f) 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 Charles Rennie Mackintosh and his contemporaries;
- g) provide for the delivery and holding of lectures, meetings, classes, seminars and conferences in such place or places as the Council shall think fit;
- h) 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);
- i) 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;
- j) issue reports on the work of the Society;
- k) 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;
- l) 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;
- m) 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;
- n) 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;
- o) 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;

- p) pay all expenses of the incorporation and establishment of the Society;
- q) 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;
- r) do all such other lawful things as will further the objects of the Society;

3.3. Provided always that: -

- a) 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;
- b) 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;
- c) 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.

4. INCOME

- 4.1. The income and property of the Society shall be applied solely towards the promotion of the said objects.
- 4.2. 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;
- 4.3. Provided that nothing herein shall prevent any payment, in good faith, by the Society:
 - a) 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;
 - b) 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;

- c) of reasonable and proper rent for premises let to the Society by any Member of the Society or any member of the Council;
- d) 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
- e) to any Member of the Society of out-of-pocket expenses.

5. WINDING UP

5.1. 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 Article 4: 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.

6. LIABILITY OF MEMBERS

6.1. The liability of the Members is limited.

6.2. Every Member of the Society undertakes to contribute to the assets of the Society, in the event of its being wound up while the person is a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Society contracted before they ceased 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).

7. MEMBERSHIP AND SUBSCRIPTIONS

7.1. The subscribers to the memorandum of association and such other persons as the Council shall admit to membership, shall be the Members of the Society. Patrons, who may be individuals or organisations, are Members of the Society.

7.2. The Society must maintain and keep at the registered office a Register of Members containing the following particulars with respect to each Member's:

- a) name and address.

- b) the date they were entered in the Register as a Member and the date at which membership ceased.
- c) the name and address of a nominated representative in the case of an organisational Member.

7.3. Membership of the Society is not transferable.

7.4. Membership terminates automatically if a Member:

- a) retires from membership by giving not less than seven clear days' notice to the Society; or
- b) dies or (in the case of an organisation) ceases to exist; or
- c) fails to pay any subscription within three months after the due date of payment; or
- d) is removed from membership by resolution of the Council by reason of conduct liable to bring the Society into disrepute: provided that the Council has given the Member at least twenty-one days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reason why it will be proposed, and providing that the Member or at the option of the Member, the Member's representative (who need not be a Member of the Society) has been allowed to make representations to the meeting.

7.5. 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.

8. GENERAL MEETINGS

8.1. The Society 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, shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The Council shall determine whether a general meeting (including an Annual General Meeting) is to be held as a physical, virtual or hybrid general meeting. The Council may call general meetings whenever and at such times and places (including virtual platforms) as it shall determine.

8.2. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

8.3. 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.

- 8.4. 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 Article 18, to such persons (including the Auditors) as are under these Articles or under the Statutes, entitled to receive such notices from the Society; 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.
- 8.5. 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.

9. PROCEEDINGS AT GENERAL MEETINGS

- 9.1. 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.
- 9.2. 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, virtual or present, shall be a quorum.
- 9.3. If, within half an hour of 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.
- 9.4. The Chair, whom failing the Vice-Chair, of the Council shall preside at every general meeting, but if there be no such Chair, or Vice-Chair, 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 Society, who shall be present, to preside.

- 9.5. The Chair 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.
- 9.6. A resolution in writing, signed and seconded by Members (or in the case of a Member representing an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, providing it is submitted at least twenty-one days before the general meeting.
- 9.7. Members may submit a resolution to the Society at any time which, at the discretion of the Chair, can be received and considered by the Trustees at the next available Council (Trustee) meeting or deferred to the next general meeting. Such a resolution in writing, must be signed and seconded by at least five Members.
- 9.8. 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 Chair or by at least two Members present, in person, virtually or by proxy, or by a Member or Members present, in person, virtually 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 Chair 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 Society shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of, or against, that resolution. The demand for a poll may be withdrawn.
- 9.9. Subject to the provisions of Article 9.10, if a poll be demanded in the manner set out in Article 9.8, it shall be taken at such time and place, and in such manner, as the Chair shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 9.10. No poll shall be demanded on the election of a chairperson or on any question of adjournment.
- 9.11. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair

shall be entitled to a second or casting vote.

9.12. 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.

10. VOTES OF MEMBERS

10.1. Save as expressly provided in these Articles, every Member shall have one vote.

10.2. Save as expressly provided in these Articles, no person, other than a Member duly registered, who shall have paid any subscription or other sum which may be due and payable to the Society in respect of their membership, shall be entitled to vote on any question, either personally, virtually or by proxy, at any general meeting.

10.3. A Member is entitled to appoint another person as a proxy in accordance with the Act, to exercise all or any of the Member's rights to attend and speak and vote at a meeting of the Society.

11. THE COUNCIL

11.1. The Society shall have a Council comprising of the Trustees.

11.2. 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 Chair, the Vice-Chair, the Honorary Treasurer, the Executive Director and Secretary (if such duties are not allocated to the Executive Director) and such other number of Trustees as the Council may determine.

11.3. At Annual General Meetings, the Members shall elect, from among their number, the Chairperson, the Vice-Chairperson and the Honorary Treasurer.

11.4. The Chair, the Vice-Chair and the Honorary Treasurer shall each hold office for a term of three years and shall each be subject to mandatory resignation at the third Annual General Meeting following their election but each shall be eligible for re-election for a further term, i.e. up to six years as an absolute maximum. In the event of the death, resignation or incapacity of an Office-bearer during their 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 Society 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. The Council has the discretion to agree to extend a Trustee's term by one year should it be deemed in the Society's interests.

11.5. 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 they are willing so to act), either to fill a casual vacancy in the membership of the Council, or in a

temporary specialist advisory capacity.

11.6. Each member of the Council and, where applicable, the President and Vice Presidents shall require to be elected or have their appointment confirmed, as appropriate, by the Annual General Meeting subsequent to their nomination and, apart from the Chair, the Vice-Chair and the Honorary Treasurer, from time to time, for whom provision for retirement and re-election is made in Article 11.4 and the Executive Director (if any) and Secretary (if such duties are not allocated to the Executive Director) who, as ex-officio members of Council, shall not be subject to the requirement to stand for re-election, shall serve for a period of three years, from the date of the Annual General Meeting at which their 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). Unless re-elected as specified in Article 11.4, they shall retire as a member of the Council. A Trustee retiring in terms of this Article shall not be eligible for re-election until the third succeeding Annual General Meeting unless at the Annual General Meeting at which the member is due to retire they are elected to the position of Chair, Vice-Chair or Honorary Treasurer.

11.7. No person, who is not a Member of the Society, shall, in any circumstance, be eligible to hold office as a member of the Council.

12. POWERS OF THE COUNCIL

12.1. The business of the Society shall be managed by the Council, which may exercise all such powers of the Society, and do, on behalf of the Society, all such acts and things as may be exercised and done by the Society, and as are not by the Statutes, or by these Articles, required to be exercised or done by the Society in general meeting, subject nevertheless to the provisions of these Articles, 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 Society in general meeting, but no regulation, made by the Society in general meeting, shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

12.2. The Council shall have the power to create regulations and codes of conduct which set down principles of governance for the Society. If any regulation or code of conduct created is inconsistent with these Articles, then these Articles shall take precedence.

12.3. 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 11.2, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Society, filling casual

vacancies in the membership of the Council, or of summoning a general meeting; but not for any other purpose.

13. DISQUALIFICATION AND REMOVAL OF TRUSTEES

13.1. A Trustee shall cease to hold office if they-

- a) are removed by ordinary resolution of the Society pursuant to the Act;
- b) cease to be a Director by virtue of any provision in the Act or are prohibited in law from being a Director;
- c) are disqualified from acting as a Trustee by virtue of the Charities and Trustee Investment (Scotland) Act 2005 (or any statutory re-enactment or modification of that provision);
- d) have a bankruptcy order made against them or a composition is made with their creditors generally in satisfaction of their debts;
- e) in the written opinion of a registered medical practitioner who is treating the Trustee, have become physically or mentally incapable of acting as a Trustee and may remain so for more than six months;
- f) resign by written notice to the Society, provided that at least three Trustees will remain in office once the resignation takes effect;
- g) are absent from all the meetings of the Trustees held within a period of six consecutive months, without the permission of the Trustees, and the Trustees resolve that their office be vacated;

13.2. They are removed from office by a resolution of the Trustees that it is in the best interests of the Society that their office be vacated passed at a meeting at which at least half of the Trustees are present. Such a resolution may not be passed unless;

- a) the Trustee in question has been given at least twenty-one days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed;
- b) the Trustee in question or, at the option of the Trustee, the Trustees' representative (who need not be a Member of the Society) has been allowed to make representations to the meeting or in writing. The other Trustees must consider any representations made by the Trustee (or the Trustees' representative); and
- c) the President or Chair of the Society appoint an independent person to be involved with the process and inform the Trustee of their decision following consideration.

14. PROCEEDINGS OF THE COUNCIL

- 14.1. The Council may meet for the dispatch of business, adjourn, and otherwise regulate its meetings as it thinks fit. Five members of the Council virtual or present, 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.
- 14.2. 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.
- 14.3. The Chair, when present, shall be entitled to preside at all meetings of the Council , but if there be no Chair, or if at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Vice- Chair shall preside and if there be no Vice-Chair or if the Vice-Chair 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 chair of the meeting.
- 14.4. 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.
- 14.5. 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.
- 14.6. The Council may establish sub-committees and time-limited working groups with a remit to examine options and make recommendations to Council on specific topics relevant to the Society's aims, membership of sub-committees and working groups will be up to five persons, to include at least two Trustees, one of whom should chair the sub-committee or group, which may include non-members to be invited with authorisation of the Chair.
- 14.7. The chair of a sub-committee or working group will report progress and recommendations to Council which provides guidance on its remit and authorises

expenditure on goods and services.

- 14.8. 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.
- 14.9. The Council shall cause proper minutes to be made of all appointments of officers of the Society made by the Council and of the proceedings of all general meetings of the Society 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 chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence, without any further proof, of the facts stated in such minutes.
- 14.10. 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.

15. CONFLICTS OF INTEREST

- 15.1. A Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared.
- 15.2. A Trustee must absent themselves from any discussions of the Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Society and any personal interest (including, but not limited to, any personal financial interest).

16. SECRETARY, PRESIDENT, AND VICE PRESIDENT(S)

- 16.1. If the Council desires that a Secretary shall be appointed to the Society, such Secretary shall be appointed for such term, at such remuneration and upon such conditions as the Council may think fit.

16.2. The Council shall have the power to appoint a President and up to four Vice Presidents, nominated for their scholarship, support and service to the Society. The President and Vice Presidents:

- a) will be nominated by Council and their appointment will be approved at the Annual General meeting following their nomination.
- b) honorary advisory appointments for life or until the office holder reigns.
- c) not be Members of the Society merely by virtue of their appointment as such.
- d) may attend general meetings of the Society but may not vote at such meetings.
- e) shall not be eligible for appointment as Trustees.

17. AUDIT AND ACCOUNTS

17.1. The Trustees shall comply with the requirements of the Act and the 2005 Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the OSCR of:

- a) annual reports;
- b) annual returns; and
- c) annual statements of account.

17.2. Accounting records relating to the Society must be made available for inspection by any Trustees at any reasonable time during normal office hours.

17.3. A copy of the Society's latest available statement of account shall be supplied on request to any Trustee or Member, or to any other person who makes a written request and pays the Society's reasonable costs of fulfilling the request, within two months of such request.

18. NOTICES

18.1. A notice may be served by the Society upon a Member, either personally, electronically or by sending it through the post in a prepaid letter, addressed to such Member at their registered address as appearing in the Register of Members.

18.2. Any notice, if served by post or electronically, 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.

18.3. The provisions of Article 8.4 shall apply to the service of notices by the Society on any

Member.

19. INDEMNITY

19.1. Subject to article 19.2, but without prejudice to any indemnity to which they may otherwise be entitled:

- a) every Trustee or former Trustee shall be indemnified out of the assets of the Society in relation to any liability they incur in that capacity and;
- b) every other officer or former officer of the Society may be indemnified out of the assets of the Society in relation to any liability they incur in that capacity.

19.2. This article does not authorize any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law and any such indemnity is limited accordingly.

