THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

PILTON EQUALITIES PROJECT

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Constitution of company

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

Defined terms

2 In these articles of association, unless the context requires otherwise:-

(a) "Act" means the Companies Act 2006;

(b) "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;

(c) "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

(d) "electronic form" has the meaning given in section 1168 of the Act;

(e) "OSCR" means the Office of the Scottish Charity Regulator;

(f) "property" means any property, heritable or moveable, real or personal, wherever situated; and

(g) "subsidiary" has the meaning given in section 1159 of the Act.

3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

4 The company's objects are:

(1) To relieve the needs of people in Edinburgh ("the Operating Area") who are in need by reason of age, ill-health, disability, financial hardship or who are otherwise vulnerable, to advance education, to prevent or relieve poverty of such people and to advance community development by:-

(i) promoting the welfare and well-being of such people;

(ii) relieving unemployment and promoting the employment of such people;

(iii) identifying the perceived needs and concerns of such people and the best means of addressing such concerns;

(iv) improving communications between users and providers of services and in between groups, individuals and organisers working with such people;

(v) providing and/or assisting in the provision of a not-for-profit community transport service;

(vi) providing and /or assisting in the provision of a not-for-profit gardening and home decorating service;

(vii) providing and/or assisting in the provision of day care and counselling services;

(viii) providing and/or assisting in the provision of training;

5 The company's objects are restricted to those set out in article 4 (but subject to article 6).

6 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

7 In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:

(a) To promote, conduct and/or support similar projects and programmes which benefit people within the operating area

(b) To carry on any other activities which further any of the above objects.

(c) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.

(d) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.

(e) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.

(f) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.

(g) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.

(h) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.

(i) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.

(j) To engage such consultants and advisers as are considered appropriate from time to time.

(k) To effect insurance of all kinds (which may include officers' liability insurance).

(l) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).

(m) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.

(n) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.

(o) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.

(p) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

(q) To oppose, or object to, any application or proceedings which may prejudice the company's interests.

(r) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity.

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

Restrictions on use of the company's assets

8 (a) The income and property of the company shall be applied solely towards promoting the company's objects.

(b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.

(c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.

(d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

Liability of members

9 Each member undertakes that if the company is wound up while they are a member (or within one year after they cease to be a member), they will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:

(a) payment of the company's debts and liabilities contracted before they cease to be a member;

(b) payment of the costs, charges and expenses of winding up; and

(c) adjustment of the rights of the contributories among themselves.

General structure

10 The structure of the company consists of:-

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

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

Qualifications for membership

11 The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 14 to 16.

12 Membership shall be open to anyone who has an interest in Equalities

13 Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

Application for membership

14 Any person who wishes to become a member must sign, and lodge with the company, a written application for membership.

15 The directors may, at their discretion, refuse to admit any person to membership.

16 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

Membership subscription

17 No membership subscription shall be payable.

Register of members

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

Withdrawal from membership

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

Expulsion from membership

20 Any person may be expelled from membership by special resolution (see article 37), providing the following procedures have been observed:-

(a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion

(b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

21 Membership shall cease on death.

22 A member may not transfer their membership to any other person.

General meetings (meetings of members)

23 The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.

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

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

(a) a report by the chair on the activities of the company

(b) consideration of the annual accounts of the company

(c) the election/re-election of directors, as referred to in articles 66 to 68.

26 Subject to articles 23, 24 and 27, the directors may convene a general meeting at any time.

27 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

28 At least 14 clear days' notice must be given of a general meeting.

29 The reference to "clear days" in article 28 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

30 A notice calling a meeting shall specify the time and (subject to article 34) place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 37) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

31 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.

32 Notice of every general meeting shall be given

(a) in hard copy form

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

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

33 If members and directors are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s) (see article 40), the notice (or notes accompanying the notice) must:

(a) set out details of how to connect and participate via that link or links; and

(b) (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the following options:

(i) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);

(ii) appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should use that proxy vote in relation to each resolution to be proposed at the meeting;

(iii) (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting;

(iv) (where article 35 applies) submitting questions and/or comments in advance of the meeting.

34 If participation in the meeting is to be by way of audio and/or audio-visual links - with no intention for the meeting to involve attendance in person by two or more members in any particular location - the place of the meeting shall, for the purposes of the notice calling the meeting, be taken to be the place where the anticipated chairperson of the meeting is expected to be, as at the time fixed for the commencement of the meeting; and, if it transpires that the chairperson of the meeting is at some other place as at the commencement of the meeting, the meeting shall be taken to have been validly adjourned to that other place.

35 Where a general meeting is to involve participation solely via audio and/or audio-visual links, the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to article 36) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.

36 Where article 35 applies, the chairperson of a general meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.

Special resolutions and ordinary resolutions

37 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 28 to 34; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the total number of votes cast in relation to the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

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

(a) to alter its name

(b) to alter any provision of these articles or adopt new articles of association.

39 For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 28 to 34.

Procedure at general meetings

40 The directors may if they consider appropriate (and must, if that is required under article 41) make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:

(a) the means by which members and directors can participate via those link(s) are not subject to technical complexities, significant costs or

other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;

(b) the notice calling the meeting (or notes accompanying the notice) contains the information required under article 33; and

(c) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and directors who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and directors (if any) who are attending in person (and vice versa).

41 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the membership, the directors must make arrangements for members and directors to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs (a) to (c) of article 40 will apply.

42 A general meeting may involve two or more members or directors participating via attendance in person while other members and/or directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

43 Reference in articles 33 to 36 and articles 40 to 42 to members should be taken to include proxies for members [and authorised representatives of members which are corporate bodies].

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

45 An individual participating in a general meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a member [or the authorised representative of a member which is a corporate body], will be deemed to be in attendance) at the meeting.

46 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and (subject to article 50) place as may be fixed by the chairperson of the meeting.

47 Where participation in the adjourned meeting is to be by way of audio and/or audio-visual links - with no intention for the adjourned meeting to involve attendance in person by two or more members or directors in one place - the requirement under article [46] for the chairperson to fix the place of the adjourned meeting shall not apply.

48 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

49 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and (subject to article 50) place as the chairperson may determine.

50 Article 34 shall apply in relation to the requirement under article 49 for the chairperson to specify the place of an adjourned meeting.

51 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy (subject to article 59).

52 Any member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting):

(a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by them; or

(b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require)

providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

53 An instrument of proxy which does not conform with the provisions of article 52, or which is not lodged or sent in accordance with such provisions, shall be invalid.

54 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

55 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting and need not be a member of the company.

56 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic

communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

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

58 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

59 Where members are participating in a meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the directors have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.

60 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

61 Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to in article 59, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).

62 The principles set out in articles 59 and 61 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member

63 These articles impose certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at general meetings; providing the arrangements made by the directors in relation to a given general meeting (and the manner in which the general meeting is conducted) are consistent with those requirements:

(a) a member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;

(b) the general meeting need not be held in any particular place;

(c) the general meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);

(d) the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;

(e) a member will be able to exercise the right to vote at the general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the directors) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

Maximum number of directors

64 The maximum number of directors shall be 15.

Eligibility

65 A person shall not be eligible for election/appointment as a director unless they are a member of the company.

Election, retiral, re-election

66 At each annual general meeting, the members may (subject to article 64) elect any member (providing they are willing to act) to be a director.

67 The directors may at any time appoint any member (providing they are willing to act) to be a director (subject to article 64).

68 At each annual general meeting, all of the directors shall retire from office - but shall then be eligible for re-election.

Termination of office

69 A director shall automatically vacate office if:-

(a) they cease to be a director through the operation of any provision of the Act or become prohibited by law from being a director;

(b) they become debarred under any statutory provision from being a charity trustee;

(c) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months;

(d) they cease to be a member of the company;

(e) they become an employee of the company;

(f) they resign office by notice to the company;

(g) they are absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove them from office;

(h) they are removed from office by resolution of the directors on the grounds that they are considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 106);

(i) they are removed from office by resolution of the directors on the grounds that they are considered to have been in serious or persistent breach of their duties under sub-sections 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or

(j) they are removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

70 A resolution under paragraph (h) or (i) of article 69 shall be valid only if:-

(a) the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for their removal is to be proposed;

(b) the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and

(c) at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

Register of directors

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

Office-bearers

72 The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.

73 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.

74 A person elected to any office shall cease to hold that office if they cease to be a director, or if they resign from that office by written notice to that effect.

Powers of directors

75 Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.

76 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

77 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; they will be debarred (in terms of article 97) from voting on the question of whether or not the company should enter into that arrangement.

78 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs **or** any firm of which they are a partner **or** any limited company of which they are a substantial shareholder or director **or** any limited liability partnership of which they are a member **or** any Scottish charitable incorporated organisation of which they are a charity trustee **or** any registered society or unincorporated association of which they are a management committee member (or any other party who/which is deemed to be connected with them for the purposes of the Act) , has a personal interest in that arrangement.

79 Provided

(a) they have declared their interest

(b) they have not voted on the question of whether or not the company should enter into the relevant arrangement and

(c) the requirements of article 83 are complied with,

a director will not be debarred from entering into an arrangement with the company in which they have a personal interest (or is deemed to have a personal interest under article 78) and may retain any personal benefit which they gain from their participation in that arrangement.

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

81 For the avoidance of doubt, the provisions of section 175 of the Act and article 80 do not apply to a conflict of interest relating to a transaction or arrangement with the company; conflicts of that kind are regulated by the provisions of articles 77 to 79 and articles 97 to 100.

82 No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out their duties as a director.

83 Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then

(a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable

(b) the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and

(c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).

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

Procedure at directors' meetings

85 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.

86 If directors are to be permitted to participate in a directors' meeting by way of audio and/or audio-visual link(s), the directors must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those directors who may have difficulties in using a computer or laptop for this purpose) the directors' attention should be drawn to the following options:

(a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);

(b) (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.

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

88 The directors may, if they consider appropriate (and must, if this is required under article 89) allow directors to participate in directors' meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:

(a) the means by which directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the directors - a barrier to participation; and

(b) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those directors who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those directors (if any) who are attending in person (and vice versa).

89 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed directors' meeting would not be possible or advisable for one or more of the directors, the directors must make arrangements for directors to participate in that directors' meeting by way of audio and/or audio-visual link(s); and on the basis that:

(a) the requirements set out in paragraphs (a) and (b) of article 88 will apply; and

(b) the directors must use all reasonable endeavours to ensure that all directors have access to one or more means by which they may hear and contribute to discussions at the meeting.

90 A directors' meeting may involve two or more directors participating via attendance in person while other directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

91 For the avoidance of doubt, an individual participating in a directors' meeting via an audio or audio-visual link will be deemed to be present in person (or, if they are not a director, will be deemed to be in attendance) at the meeting.

92 Where a director or directors are participating in a directors' meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.

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

94 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.

95 Unless they are unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which they are present; if the chair

is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.

96 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend (whether in person or by way of an audio or audio-visual link) and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.

97 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which they have a personal interest which conflicts (or may conflict) with the interests of the company; they must withdraw from the meeting while an item of that nature is being dealt with.

98 For the purposes of article 97, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of theirs **or** any firm of which they are a partner **or** any limited company of which they are a substantial shareholder or director **or** any limited liability partnership of which they are a member **or** any Scottish charitable incorporated organisation of which they are a charity trustee **or** any registered society or unincorporated association of which they are a management committee member has a personal interest in that matter.

99 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.

100 The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 97 to 99.

101 The principles set out in article 63 (technical objections to remote participation) shall apply in relation to remote participation and voting at directors' meetings, as if each reference in that article to a member were a reference to a director and each reference in that article to a general meeting were a reference to a directors' meeting.

102 A resolution agreed to in writing (or by e-mail) by a majority of the directors then in office shall (subject to articles 103 and 104) be as valid as if duly passed at a directors' meeting.

103 A resolution under article 102 shall not be valid unless a copy of the resolution was circulated to all of the directors, along with a cut-off time (which must be reasonable in the circumstances) for notifications under article 104.

104 If a resolution is circulated to the directors under article 103, any one or more directors may, following receipt of a copy of the resolution, notify the secretary that they consider that a directors' meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:

(a) the secretary must convene a directors' meeting accordingly, and on the basis that it will take place as soon as reasonably possible;

(b) the resolution cannot be treated as valid under article 102 unless and until that directors' meeting has taken place;

(c) the directors may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that directors' meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the directors then in office.

Conduct of directors

105 Each of the directors shall, in exercising their functions as a director of the company, act in the interests of the company; and, in particular, must

(a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects;

(b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

(c) in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party:

(i) put the interests of the company before that of the other party, in taking decisions as a director; or

(ii) where any other duty prevents them from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question;

(d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

106 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the directors of directors from time to time.

107 For the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association; and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Delegation to sub-committees

108 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.

109 Any delegation of powers under article 108 may be made subject to such conditions as the directors may impose and may be revoked or altered.

110 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

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

Secretary

112 The directors shall (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the conditions of appointment shall be as determined by the directors; the company secretary may be removed by them at any time.

Minutes

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

Accounting records and annual accounts

114 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

115 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

116 No member shall (unless they are a director) have any right of inspecting any accounting or other records, or any document of the company, except as

conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

Notices

117 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by them to the company *or* (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.

118 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

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

Winding-up

120 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes.

121 For the avoidance of doubt, a body to which property is transferred under article 120 may be a member of the company.

122 To the extent that effect cannot be given to article 120 (as read with article 121), the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

123 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which they may sustain or incur in connection with the execution of the duties of their office; that may include, without prejudice to that generality (but only to the extent permitted by those sections of the Act), any liability incurred by them in defending any

proceedings (whether civil or criminal) in which judgement is given in their favour or in which they are acquitted **or** any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

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

Signed by: Alexander MacDonald Date: 22nd November 2021

Witnessed by: Helen Tait Date: 22nd November 2021