THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
EARLY YEARS SCOTLAND
(adopted by special resolution passed on 1 October 2016)
(as altered by special resolution passed on 30 September 2017)
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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:

2.1 “the Act” means the Companies Act 2006;

2.2 “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;

2.3 “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;

2.4 “conflict of interest” includes a conflict of interest and duty, and a conflict of duty;

2.5 “Conflict Situation” means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any director has or could have a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company including (without limitation) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the company could take advantage of the property, information or opportunity);

2.6 “ELC Provider” means a voluntary association, partnership, sole trader, company, local authority, further or higher education institution or other body which operates a toddler group, a playgroup, an under-fives group, a nursery, a crèche or some other setting in which early learning and childcare is delivered for children 0-5 years of age;

2.7 “ELC Educational Establishment” means a further or higher education institution, or other training or educational establishment, which provides training to practitioners engaged in the delivery of early learning and childcare;
2.8 “member” means at any given time (subject to article 4) an ELC Provider, Parent & Toddler Group or ELC Educational Establishment which is a current member of the company at that time;

2.9 “Membership Officer” means the chief executive, the Secretary or such other senior officer or employee of the company who may be appointed by the board from time to time to exercise the functions referred to in articles 19 to 49.

2.10 “electronic form” has the meaning given in section 1168 of the Act;

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

2.12 “Parent & Toddler Group” means a voluntary association or other body which operates a parent and toddler group;

2.13 “property” means any property, heritable or moveable, real or personal, wherever situated;

2.14 “the Secretary” means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary;

2.15 “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.

4 Any reference in these articles to a member shall be interpreted, wherever the context so permits, as a reference to the voluntary association, partnership, sole trader, limited company, further or higher education establishment, local authority or other body which operates the relevant setting in which early learning and childcare is delivered or (as the case may be) the relevant parent and toddler group or training establishment; or (if the context so requires) as a reference to the individual entered in the register of members on the basis of nomination by the voluntary association which operates the setting in which early learning and childcare is delivered or the relevant parent and toddler group.

5 For the purposes of these articles, a document shall be deemed to be signed on behalf of an ELC Provider or Parent & Toddler Group or ELC Educational Establishment if it has been signed by the chair, some other office bearer, owner or other authorised signatory as appropriate to the nature of the body concerned.
Objects

6 The company's objects are:

6.1 to promote and improve the educational, physical, social, emotional development and well-being of all children but with an emphasis on those aged 0-5;

6.2 to work with the parents and families of these children, and other appropriate persons by demonstrating the benefits and importance of rich learning, communication and play experiences;

6.3 to promote a two generational approach to enhance outcomes for children through prevention and early intervention;

6.4 to study the needs of children and their families and to stimulate interest, influence policy and educate the public in this and other related educational and social fields;

6.5 to offer training opportunities and support the development of skills in the Early Years Workforce;

All of the above objects are to benefit families and their communities through a range of measures, including (without limitation) encouraging the formation and development of a range of children’s groups including playgroups, toddler groups, under five groups and all day care groups and other children’s groups with similar objects and to encourage appropriate parental and family involvement in such groups provided that all objects for the company shall be exclusively charitable.

7 The company will achieve the above objects by:

7.1 offering and delivering curriculum and business support (members and service level agreements)

7.2 offering and delivering prevention, early intervention and other services by way of direct service delivery with children and families

7.3 supporting / influencing policy (local and national)

7.4 promoting and supporting professional learning and development

and such other things as may be required in order to satisfy the objects of the company as set out in article 6.
8 The company's objects are restricted to those set out in article 6 (but subject to article 9).

9 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 6; 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**

10 In pursuance of those objects (but not otherwise) the company shall have the following powers:

10.1 To provide (whether on a contractual basis or otherwise) such services with facilities as the company may consider appropriate, including (without prejudice to the generality) support services of all kinds in respect of groups of the nature referred to above.

10.2 To provide consultancy and advisory services in the fields referred to above to Scottish government, local authorities, voluntary sector organisations, partner agencies and others.

10.3 To advise in relation to, prepare, organise and / or conduct conferences, seminars and training courses and educational and training events and programmes of all kinds.

10.4 To design, prepare, publish and / or distribute information packs, leaflets, books, newsletters, magazines, posters, websites, social media outlets and other publications, audio and video recordings and display materials.

10.5 To advise in relation to, commission and / or conduct research projects and programmes and to publish and promote the findings of such research.

10.6 To liaise with Scottish government, local authorities, voluntary sector organisations, partner agencies and others, all with a view to furthering the aims of the company.

10.7 To carry on any activity which may be appropriately carried on in connection with any of the objects of the company.

10.8 To promote companies whose activities may further one of more of the above objects or which may generate income to support the company’s activities, acquire and hold shares, stocks, debentures and
other interest in such companies and carry out in relation to any such company which is a subsidiary of the company, of such functions as may be associated with a holding company.

10.9 To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.

10.10 To purchase, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.

10.11 To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.

10.12 To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property rights of the company.

10.13 To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity in behalf of any person.

10.14 To borrow money and give security for the payment of money by, or performance of other obligations of, the company or any other person.

10.15 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

10.16 To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance of remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the wife, widow, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.

10.17 To promote any private Act of Parliament or other authority to enable the company to carry on its activities, alter its constitution or achieve any other purpose which may promote the company’s interests, and to oppose or object to any application or proceedings which may prejudice the company’s interests.
10.18 To enter into any arrangement with any organisations, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organisation, government or authority any charter, right, privilege or concession.

10.19 To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.

10.20 To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.

10.21 To effect insurance against risks of all kinds.

10.22 To invest monies of the company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.

10.23 To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company.

10.24 To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the company.

10.25 To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the company is authorised to amalgamate.

10.26 To transfer all or any part of the undertaking, property and rights of the company to any body, incorporated or unincorporated, with which the company is authorised to amalgamate.

10.27 To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects.
10.28 To accept subscriptions, grants, donations, gifts, legacies and endowments or all kinds, either absolutely or conditionally or in trust for any of the objects of the company.

10.29 To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise.

10.30 To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone in conjunction with others.

10.31 To do anything which may be incidental or conducive to the attainment of any of the objects of the company.

**Restriction on use of the company's assets**

11 Subject to article 12:

11.1 the income and property of the company shall be applied solely towards the promotion of its objects (as set out in article 6);

11.2 no part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company by way of dividend, bonus or otherwise;

11.3 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.

11.4 no benefit (in money or money's worth) shall be given by the company to any director except repayment of out-of-pocket expenses.

12 The company shall, notwithstanding the provisions of article 11, be entitled:

12.1 to pay a rent not exceeding the market rent for premises let to the company by any member of the company;

12.2 to make any transfer or payment to a member where such transfer or payment is made in direct furtherance of the charitable purposes of the company.
Liability of members

13  The liability of the members is limited.

14  Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company’s assets if it should be wound up while he/she/it is a member or within one year after he/she/it ceases to be a member, for payment of the company’s debts and liabilities contracted before he/she/it 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.

Membership/associate membership

15  The members of the company shall consist of those Early Years Groups (as defined in the articles of association in force immediately prior to the adoption of these articles) which constituted Member Groups (as defined in those former articles of association) as at the time when the resolution adopting these articles of association is passed, and such further ELC Providers, Parent & Toddler Groups and ELC Educational Establishments as are admitted to membership under articles 19 to 24.

16  The associate members of the company shall consist of those individuals and bodies (whether incorporated or unincorporated) which constitute associate members of the company as at the time when the resolution adopting these articles of association is passed, and such further individuals and bodies (whether incorporated or unincorporated) as are admitted to associate membership under articles 25 to 31.

17  An associate member shall not be deemed to be a member of the company for the purposes of the articles of association of the company or any provision of the Act; any reference in these articles to “member” or “membership” (other than in the expression “membership subscription”) shall not be construed as including associate members or associate membership.

Qualifications for membership

18  The Membership Officer may admit, as a member of the company, any ELC Provider, Parent & Toddler Group or ELC Educational Establishment operating in Scotland which wishes to support the aims and activities of the company, provided it:

18.1  is registered (where registration is a legal requirement) in respect of the services/training/facilities which it provides; and
18.2 operates within the code of practice prescribed by the company at the time in relation to the type of services/training/facilities which it provides or within some other code of practice which is approved by the directors at the time.

Application for membership

19 An ELC Provider, Parent & Toddler Group or ELC Educational Establishment which wishes to apply for membership shall submit to the Membership Officer a written application for membership (in such form as the Membership Officer may require), signed (in accordance with article 5) on behalf of that ELC Provider, Parent & Toddler Group or ELC Educational Establishment.

20 An application for membership shall be accompanied by a remittance to meet the full amount of the annual membership subscription which would be applicable to the ELC Provider, Parent & Toddler Group or ELC Educational Establishment applying for membership if it were admitted to membership.

21 An ELC Provider, Parent & Toddler Group or ELC Educational Establishment applying for membership shall submit such information and evidence in support of its application as the Membership Officer may require.

22 The Membership Officer shall be entitled, at his/her discretion, to refuse admission of any ELC Provider, Parent & Toddler Group or ELC Educational Establishment to membership, notwithstanding that the ELC Provider, Parent & Toddler Group or ELC Educational Establishment may satisfy the criteria specified in article 18.

23 The Membership Officer shall advise each applicant in writing of his/her decision as to whether or not to admit the ELC Provider, Parent & Toddler Group or ELC Educational Establishment concerned to membership, within a reasonable period after that decision is made; where the decision was to refuse admission, the Membership Officer shall return to the ELC Provider, Parent & Toddler Group or ELC Educational Establishment the remittance lodged by it under article 20.

24 In the case of an ELC Provider, Parent & Toddler Group or ELC Educational Establishment admitted to membership which takes the form of a corporate body, the corporate body shall be entered in the register of members as being the member of the company; where it is an unincorporated organisation, the individual nominated by it shall be entered in the register of members as being the member of the company along with an entry specifying the unincorporated body which nominated him/her for membership.

Associate membership

25 Subject to article 30, associate membership shall be open to individuals and bodies with an interest in early learning and childcare.
The associate members may be drawn from any of the following categories:

*Individuals*

26.1 out of school care groups;

26.2 students accessing education and training in the delivery of early learning and childcare;

26.3 practitioners involved in the delivery of early learning and childcare;

26.4 individuals with a special interest in supporting Early Years Scotland (referred to as “Friends of Early Learning Scotland”);

26.5 members of staff of Early Years Scotland;

26.6 directors of Early Years Scotland;

*Organisations*

26.7 local authorities;

26.8 voluntary sector organisations;

26.9 national organisations (outwith the voluntary sector);

26.10 departments of colleges;

26.11 departments of universities;

26.12 companies, partnerships or sole traders carrying on a business.

An individual or body who/which wishes to apply for associate membership shall submit to the Membership Officer a written application for associate membership (in such form as the Membership Officer may require) signed by him/her or (as the case may be) signed by an appropriate officer of the body applying for associate membership.

An application for associate membership shall be accompanied by a remittance to meet the full amount of the annual membership subscription which would be applicable to the individual or body applying for associate membership if he/she/it were admitted to associate membership.

An individual or body applying for associate membership shall submit such information and evidence in support of his/her/its application as the Membership Officer may require.
The Membership Officer shall be entitled, at his/her discretion, to refuse admission of any individual or body to associate membership, notwithstanding that he/she/it may fulfil the relevant qualification prescribed by article 25.

The Membership Officer shall advise each applicant in writing of his/her decision as to whether or not to admit the individual or body concerned to associate membership, within a reasonable period after that decision is made; if the decision was to refuse admission, the Membership Officer shall return to the applicant the remittance lodged by him/her/it under article 28.

**Registers of members and associate members**

The directors shall procure that a register of members is maintained in accordance with the provisions of the Act and shall ensure that the appropriate entries in the register of members are made immediately after any change in the membership of the company occurs.

The directors shall maintain a separate register of associate members and shall enter in that register the name and address of each individual or body who/which is admitted to associate membership, the date on which he/she/it became an associate member and the date on which any such individual/body ceased to be an associate member.

The register of associate members shall be open to inspection by any member, associate member or director of the company during the company’s normal office hours.

For the avoidance of doubt, the register of associate members shall not be deemed to form part of the register of members for the purposes of any provisions of the Act.

**Codes of practice**

The directors (either themselves or acting through any subcommittee or any officer or employee of the company to whom they may delegate this function from time to time) shall prescribe from time to time the codes of practice which members must observe if they wish to remain members of the company; a separate code of practice may be prescribed under the preceding provisions of this article in relation to each category of services/training/facilities provided or operated by members.

**Termination of membership by Membership Officer**

The Membership Officer may terminate the membership of a member if:-

37.1 it ceases to fulfil any of the criteria referred to in article 18;
37.2 it has committed a breach of the code of practice (as prescribed under article 36) as applicable to the services/training/facilities which it provides; or

37.3 it has done something which, in the reasonable opinion of the Membership Officer, could have an adverse effect on the reputation and good standing of the company and/or any of the other members.

38 A member shall give immediate notification to the company (giving particulars of the matter(s) concerned) if any circumstances of the nature referred to in article 37 arise in relation to that member; any failure by a member to do so shall itself represent a ground (additional to those specified in article 37) on which the membership of that member may be terminated by the Membership Officer.

39 The Membership Officer shall, if he/she has grounds for believing that circumstances of the nature referred to in article 37 may have occurred, be entitled to carry out such investigations in relation to the affairs of a member as it may think fit, and the member concerned shall be bound to render such co-operation with regard to such investigations as the Membership Officer may reasonably request; any failure by a member to supply that co-operation shall itself represent a ground (additional to those prescribed by article 37) on which the membership of that member may be terminated by the Membership Officer.

40 If the Membership Officer resolves to terminate the membership of a member, it shall intimate that decision in writing to the member concerned (giving the reasons for the decision) as soon as reasonably practicable after the decision is made; subject to the provisions of articles 41 and 42, the decision of the Membership Officer in this respect shall be conclusive.

41 An ELC Provider, Parent & Toddler Group or ELC Educational Establishment whose membership is terminated under the provisions of articles 37 to 40 shall be entitled to lodge an appeal with the directors in relation to the decision of the Membership Officer, providing notice of the intention to appeal (setting out the grounds for such appeal) is given to the Secretary within 14 days after the decision of the Membership Officer to terminate membership was intimated in writing to the ELC Provider, Parent & Toddler Group or ELC Educational Establishment concerned; the ELC Provider, Parent & Toddler Group or ELC Educational Establishment concerned shall be entitled to make written representations to the directors in support of its appeal.

42 The directors shall consider any appeal of the nature referred to in article 41 at a meeting held as soon as reasonably practicable after receipt of the relevant notice of appeal and shall intimate their decision in relation to such appeal within a reasonable period after the meeting at which the appeal is considered; the decision of the directors in relation to any appeal shall be final.
43 For the avoidance of doubt, termination of membership shall be effective from the date on which the Membership Officer resolves to terminate membership and membership shall not be revived by the issue of a notice of intention to appeal; the directors shall, however, have power, if they consider that the appeal was well-founded, to restore membership to the relevant ELC Provider, Parent & Toddler Group or ELC Educational Establishment with effect from the date on which the Membership Officer resolved to terminate membership.

**Termination of membership: other circumstances**

44 A member may terminate its membership of the company by way of written notice to the company to that effect, signed (in accordance with article 5) on behalf of the ELC Provider, Parent & Toddler Group or ELC Educational Establishment concerned; on receipt of such notice by the company, the ELC Provider, Parent & Toddler Group or ELC Educational Establishment shall cease to be a member.

45 Membership shall not be transferrable.

46 Membership shall cease on dissolution, receivership, liquidation, sequestration or striking-off of a member or (as the case may be) the sequestration or death of the member.

**Effect of termination of membership**

47 On termination of the membership of an ELC Provider or Parent & Toddler group which is operated by a voluntary association the individual entered as the member in the register of members of the company on the basis of nomination by that voluntary association shall immediately cease to be a member, with the voluntary association having no entitlement to nominate another individual in his/her place.

48 An ELC Provider, Parent & Toddler Group or ELC Educational Establishment whose membership of the company terminates (for whatever reason) shall not be entitled to any refund (total or partial) of the membership subscription.

**Termination of associate membership**

49 The provisions of article 37 to 48 shall apply in relation to associate members and associate membership in each case as if each reference to a member or ELC Provider, Parent & Toddler Group or ELC Educational Establishment, were a reference to an associate member (and as if each reference to membership were a reference to associate membership), subject to the qualification that the grounds for terminating membership set out in paragraphs 37.1 and 37.2 of article 37 shall not apply.
Membership subscriptions

50 The directors may, for the purpose of levying membership subscriptions at appropriate rates, divide the members into such categories (by reference to the type of services/training/facilities which they provide and such other criteria as they may consider appropriate) as the directors may determine from time to time.

51 All members and associate members shall require to pay an annual membership subscription of such amount as the directors may determine from time to time in relation to each category of member and associate member.

52 The annual membership subscription shall be due on such date in each year as the directors may prescribe from time to time.

53 An ELC Provider, Parent & Toddler Group or ELC Educational Establishment or an individual or any other body who/which submits an application for membership or associate membership on a date which falls less than nine months prior to the date on which the annual membership subscriptions next fall due (“the renewal date”) shall pay such reduced subscription, in relation to the period up to the next renewal date, as the directors may determine.

54 The directors shall give to the members and associate members at least 28 clear days’ notice prior to the date on which the annual membership subscriptions fall due; each notice shall specify the amount of the membership subscription which will be due and shall state the consequence (under article 55) of failure to make payment.

55 If the company has not received the annual membership subscription of a member or associate member by the date occurring 30 days after the date on which it fell due (or by the date, if later, occurring 8 weeks after notices complying with the preceding article were given to the members and associate members), membership will be deemed to be terminated with immediate effect.

General meetings

56 Subject to the provisions of article 57, the directors may convene general meetings at any time.

57 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).

58 The business of each annual general meeting shall include the following:-

58.1 receiving an annual report by the directors on the activities of the company; and
58.2 consideration of the annual accounts of the company

and such other matters as the directors may determine; in deciding what items of business should be considered at the annual general meeting, the directors shall take account of any suggested items of business which have been submitted in writing by a member or members prior to the date occurring six weeks before the annual general meeting.

Notice of general meetings

59 At least 14 clear days' notice of each general meeting must be given to all the members, associate members and directors and (if auditors are in office at the time) to the auditors.

60 The reference to “clear days” in article 0 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of notice sent by electronic means, the day after it was sent), and also the day of the meeting, should be excluded.

61 A notice calling a meeting shall specify the time, date and place of the meeting; it shall:

61.1 indicate the general nature of the business to be dealt with at the meeting;

61.2 if a special resolution (see article 87) or a resolution requiring special notice under the Act is to be proposed, state that fact, giving the exact terms of the resolution; and

61.3 contain a statement informing members of their right to appoint a proxy.

62 Notice of every general meeting shall be given:

62.1 in hard copy form;

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

62.3 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.
The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

Each member may, by resolution of its management committee or (as the case may be) by resolution of the partners or board of directors or other governing organ (or duly authorised committee), authorise such individual as it may think fit (providing that individual is a current member of the management committee or a group member of that organisation or (as the case may be) is a current partner or director, member of the relevant governing organ or officer) to act as its representative (the “Voting Representative”) at any general meeting of the company; the individual so authorised shall be entitled (to the exclusion of any individual entered in the register of members against the name of that ELC Provider, Parent & Toddler Group or ELC Educational Establishment, if he/she is a different person) to exercise all the rights and powers of the member as a member of the company at that general meeting.

In the case of an ELC Provider or Parent & Toddler Group which is operated by a sole trader, the sole trader himself/herself (if he/she is a member of the company) shall be deemed to be the Voting Representative of the member.

No business shall be transacted at any meeting unless a quorum is present; 40 persons present and entitled to vote (whether as Voting Representatives of members or as proxies for members) shall be a quorum.

If the quorum required under article 66 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

The Chair of the board of directors shall act as chairperson of the meeting, unless the directors determine that some other person should act as chairperson of that particular meeting.

The chairperson may, with the consent of the 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.

No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.

Where a meeting is adjourned for thirty days or more, at least seven clear days’ notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson, or by at least two persons present at the meeting and entitled to vote (whether as a member or as the proxy for a member).

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

The directors may prescribe from time to time standing orders regulating in detail the conduct of general meetings; such standing orders (providing they are not inconsistent with the provisions of articles 64 to 73) shall be binding on all those attending general meetings.

**Votes of members**

Every member shall have one vote, which may be given either via its Voting Representative, present at the meeting, or (whether on a show of hands or on a poll) by proxy.

In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.

A member who/will which wishes to appoint a proxy to vote on its behalf at any meeting (or adjourned meeting) shall lodge with the company, at the company’s registered office, not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require), signed (in accordance with article 5) on behalf of that member; an instrument of proxy which does not conform with the preceding provisions or which is not lodged in accordance with such provisions shall be invalid.

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

A proxy appointed to attend and vote at any meeting instead of a member shall (subject to article 77) have the same right as the member which appointed him/her to speak at the meeting and need not be a member of the company.

An individual who is an employee of a member or an employee of the company shall be eligible for appointment as a proxy for that member but shall not be entitled as of right to speak at the meeting.

An individual shall not be eligible for appointment as proxy for more than two members if the proxy form in each case does not direct him/her as to the manner in which he/she is to vote in relation to each resolution as specified in the proxy form.
An associate member which is a partnership, a limited company or some other corporate body may authorise an individual to act as its representative at any general meeting of the company; the individual so authorised shall be entitled to exercise the same powers on behalf of the associate member which he/she represents as that body could exercise if it were an individual associate member.

A vote given, or poll demanded, by proxy or by the Voting Representative of a member shall be valid notwithstanding that the authority of the person voting or demanding a poll had terminated prior to the giving of such vote or demanding of such poll unless notice of such termination was received by the company at the company’s registered office before the commencement of the meeting or adjourned meeting at which the vote was given or the poll demanded.

No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

For the avoidance of doubt, an associate member shall be entitled to attend and speak, but shall not be entitled to vote, at any general meeting.

The directors may prescribe from time to time standing orders regulating in detail the voting procedures at general meetings; such standing orders (providing they are not inconsistent with the provisions of articles 75 to 85) shall be binding on all those entitled to vote.

Special resolutions and ordinary resolutions

For the purposes of these articles, a “special resolution” means a resolution of the members, which is either (a) 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 0 to 62 (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); or (b) passed by members representing not less than 75% of the total voting rights of eligible members when passed by way of a written resolution, in accordance with articles 90 to 93.

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

88.1 to alter its name; and
88.2 to alter any provision of these articles or adopt new articles of association.

89 For the purposes of these articles, an “ordinary resolution” means a resolution of the members, which is either (a) passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 0 to 62; or (b) passed by members representing a simple majority of the total voting rights of eligible members, when passed by way of a written resolution in accordance with articles 90 to 93.

**Written resolutions**

90 A written resolution can be passed by the members of the company (having been proposed by either the members or the directors in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act) and will have effect as if passed by the members of the company in general meeting. A written resolution is passed when the required majority of eligible members have signified their agreement to it by sending to the company (in hard copy or electronic form) an authenticated document which identifies the resolution to which it relates and which indicates the member's agreement to it.

91 For the purposes of the preceding article:

91.1 the reference to “eligible members” is to those members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (a) the date on which copies of the written resolution are sent or submitted to the members in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act; or (b) if copies are sent or submitted to members on different days, the first of those dates);

91.2 the reference to “required majority” is to the majority required to pass an ordinary or a special resolution under the Act, as follows:

91.2.1 in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with article 90) by members representing a simple majority of the total voting rights of eligible members;

91.2.2 in order to pass a special resolution by way of written resolution, it must be passed (in accordance with article 90) by members representing not less than 75% of the total voting rights of eligible members and the resolution must specifically state that it was proposed as a special resolution.
For the avoidance of doubt, a resolution to remove a director (under section 168 of the Act) or a resolution to remove an auditor (under section 510 of the Act) cannot be proposed as a written resolution under article 90.

For the purposes of article 90, a proposed written resolution will lapse if it is not passed before the end of a period of 28 days beginning with the circulation date (as defined in article 91) and the agreement of any member to a written resolution will be ineffective if signified after the expiry of that period.

**Role of directors**

Subject to the provisions of the Act and these articles of association and to any directions given by special resolution, the activities and affairs of the company shall be managed by the board of directors who may exercise all the powers of the company.

**Categories of director**

For the purposes of these articles:

95.1 “Member Director” means a director elected/appointed under articles 102 to 112;

95.2 “Co-opted Director” means a director appointed under articles 113 and 114.

**Number of directors**

The maximum number of directors shall be 12; out of that number, a maximum of 9 may be Member Directors and a maximum of 3 may be Co-opted Directors.

The minimum number of directors shall be 3.

**Eligibility**

An individual shall not be eligible to hold office as a director if he/she is an employee of the company.

**Make-up of the board – general principles**

The members and the directors shall, in exercising their powers in relation to election/appointment of directors, seek to achieve an appropriate balance of representation on the board from the various stakeholder groups which make up the membership, but subject to an overriding requirement that they should ensure (so far as can reasonably be achieved) that there is an appropriate blend of relevant skills and experience at board level to support good governance.
Maximum term of office – Member Directors

100 A Member Director shall vacate office at the sixth annual general meeting which is held after the date on which he/she was first appointed as a director (and including, for the avoidance of doubt, any period in office as a director prior to adoption of these articles) and shall then be ineligible to hold office as a director until the annual general meeting which next follows; if he/she is re-appointed at (or after) that following annual general meeting, he/she shall then vacate office at the sixth annual general meeting which is held after the date of re-appointment, and shall then be ineligible to serve as a director at any time thereafter.

101 The directors shall have discretion to relax the provisions of article 100 in circumstances where they consider it appropriate to do so.

Election/appointment/retirement – Member Directors

102 Nominations for directors (within the category of “Member Directors”) shall be sought at least seven weeks in advance of each annual general meeting from individuals associated with members and from the wider community, who have an interest and level of expertise in relation to early learning and childcare or have other skillsets, knowledge or expertise required by the board.

103 The procedure for seeking nominations shall consist of a circular to members and such other steps (if any) as the directors may determine from time to time.

104 An individual shall not be eligible to serve as a Member Director unless he/she demonstrates to the satisfaction of a sub-committee of the directors that he/she satisfies at least two of the following criteria:

104.1 involvement in an ELC Provider, a Parent & Toddler Group or an ELC Educational Establishment;

104.2 a commitment to early learning and childcare;

104.3 previous experience as an officer or trustee of a voluntary organisation;

104.4 proven professional skills.

105 Each nominee will require to submit a nomination form, accompanied by brief biographical details, to the Secretary at least six weeks in advance of the relevant annual general meeting; the nomination form shall be signed on behalf of a member or by an existing director as the party/individual nominating him/her, and also by the nominee himself/herself.
A sub-committee of the directors shall determine which of the nominees in respect of which valid nomination forms have been returned by the due date under article 105 fulfil the requirements of article 104; a nominee who, in the opinion of the sub-committee, does not fulfil the requirements of article 104 shall not be eligible for election as a Member Director, and the decision of the sub-committee in this respect shall be final.

As soon as reasonably practicable after the identities of those nominees who are eligible for election as a director of the company has been determined under article 106, the directors shall arrange for a ballot of the members to be held if necessary, to determine which of them should hold office as Member Directors with effect from the annual general meeting which next follows; the ballot may (at the discretion of the directors) involve the casting of votes by post or by way of the company’s website or via a combination of those two methods.

The detailed procedure in relation to the holding of the ballot (including the voting system, the terms and layout of the ballot form, the level of information supplied in relation to each nominee, the date by which ballot forms must be returned to the Secretary or (as the case may be) votes must be cast online, the method of dealing with a tie and similar matters) will be as determined by the directors from time to time; the voting system may, if the directors so determine, involve an assessment of votes cast against the candidates and/or a requirement that certain voting thresholds be achieved.

At the annual general meeting which immediately follows the ballot, the Secretary shall determine, on the basis of the votes cast (and having regard to the maximum number of Member Directors permitted under article 96), the identities of those individuals who will serve as Member Directors (along with those Member Directors already holding office who are not due to retire at that annual general meeting) with effect from conclusion of the annual general meeting; the Secretary’s determination shall be conclusive and binding, except in the case of manifest error.

The Secretary’s determination under article 109 shall be issued at the annual general meeting; each of the individuals identified in the determination will automatically constitute a Member Director with effect from the conclusion of that annual general meeting.

If a vacancy arises in relation to the Member Directors in the period between annual general meetings (or if not all places available for Member Directors are filled under the Secretary’s determination at an annual general meeting), the directors shall, as soon as reasonably practicable, fill the vacancy by appointing an individual (willing so to act) as a further Member Director who, in the directors’ opinion, satisfies the requirements of article 104.

For the avoidance of doubt, a Member Director who is due to retire at an annual general meeting shall remain in office as a director throughout that annual general meeting; he/she shall, however, unless re-elected under articles 102 to 110, automatically vacate office at the conclusion of that annual general meeting.
Appointment/vacating of office – Co-opted Directors

113 The directors may at any time (but subject to the maximum number of Co-opted Directors permitted under article 96) appoint any individual (providing he/she is willing so to act) as a director (within the category of “Co-opted Directors”) on the basis that the directors consider that the appointment of that individual would supplement the skills and experience already present within the board, and thus achieve a mix of skills and experience which was best placed to deliver high quality governance for the company.

114 At the conclusion of each annual general meeting, each of the Co-opted Directors shall vacate office, but may then (subject to the maximum number of Co-opted Directors permitted under article 96) be re-appointed by the directors as a Co-opted Director; alternatively, the directors may appoint some other individual as a Co-opted Director in his/her place or leave the vacancy unfilled.

Disqualification and removal of directors

115 A director shall vacate office if:-

115.1 he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director or a charity trustee (within the meaning of the Charities and Trustee Investment (Scotland) Act 2005);

115.2 he/she is sequestrated;

115.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity has continued, or is expected to continue, for a period of more than six months;

115.4 he/she becomes an employee of the company;

115.5 he/she resigns office by notice to the company;

115.6 he/she is absent (without permission of the directors) from more than three consecutive meetings of directors and the directors resolve to remove him/her from office;

115.7 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005;

115.8 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a serious breach
of the code of conduct for directors in force from time to time (as referred to in article 131); or

115.9 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

116 A resolution under paragraph 115.7 or 115.8 shall be valid only if:

116.1 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 his/her removal is to be proposed;

116.2 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

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

Appointments to offices

117 Directors shall be appointed to hold the offices of Chair, Depute Chair and Finance Director and such other offices (if any) as the directors may consider appropriate; each such office shall be held, subject to articles 119 and 121, until the conclusion of the third annual general meeting which follows appointment.

118 The appointments to offices under article 117 shall, subject to article 122, be made at a meeting of directors held as soon as reasonably practicable after each annual general meeting.

119 A director whose period of office expires under article 117 or 122 may be re-appointed to such office (providing he/she is willing to act), but a director who is re-appointed under this article 119 shall cease to hold office at the conclusion of the first annual general meeting which follows the date of such re-appointment; he/she shall then be ineligible for re-appointment to the same office throughout the period until the third annual general meeting which follows the date of such re-appointment.

120 The directors shall have discretion to relax the provisions of articles 117 to 119 in circumstances where they consider it appropriate to do so.

121 The appointment of any director to an office under article 117 shall terminate if he/she ceases to be a director or if he/she resigns from such office by notice to the company.

122 If the appointment of any director to an office under article 117 terminates under the preceding article, the directors shall, at a meeting of directors held as soon as reasonably practicable after such termination, appoint another
director to hold such office in his/her place; a director so appointed shall (subject to article 121) hold such office until the conclusion of the first annual general meeting which follows such appointment.

Directors' interests

123 Subject to the provisions of the Act and of the Charities and Trustee Investment (Scotland) Act 2005 and articles 11 and 12 and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial) and has complied with the code of conduct (as referred to in article 131), a director (notwithstanding his/her office):

123.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company;

123.2 may be a party to, or have some other personal interest in, any transaction or arrangement in which the company or any associated company has an interest;

123.3 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and

123.4 shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company;

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

124 For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to “associated company” shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.

125 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 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.
For the purposes of article 125, a “Conflict Situation” means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any director has or could have a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company; and such that:

126.1 the situations and matters which fall within this definition may include (without limitation) (a) a situation where a director of the company becomes an employee, director, member of the management committee, officer or elected representative of a body which is a party to a significant contract with the company (or which is competing with the company in the context of any grant application) and (b) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the company could take advantage of the property, information or opportunity);

126.2 “conflict of interest” for this purpose includes a conflict of interest and duty, and a conflict of duties.

127 For the avoidance of doubt, article 125 shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the company; any conflict of interest of that nature shall be governed by the provisions of articles 123 and 124 and articles 152 to 155 and the code of conduct referred to in article 131.

128 The directors shall procure that a register of directors’ interests is maintained in accordance with the provisions in this regard contained in the code of conduct for directors referred to in article 131.

**Conduct of directors**

129 It is the duty of each director of the company to take decisions (and exercise his/her other powers and responsibilities as a director) in such a way as he/she considers, in good faith, will be most likely to promote the success of the company in achieving its objects (as set out in article 5) and will be in the interests of the company, and irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question.

130 Without prejudice to the principle set out in article 129, each of the directors shall have a duty, in exercising functions as a charity trustee, to act in the interests of the company; and, in particular, must:

130.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its charitable purposes;
130.2 act with the care and diligence which it is reasonable to expect of a
person who is managing the affairs of another person;

130.3 in circumstances giving rise to the possibility of a conflict of interest
between the company and any party responsible for the appointment
of that director, put the interests of the company before that of the
other party;

130.4 where any other duty prevents him/her from doing so, disclose the
conflicting interest to the company and refrain from participating in
any deliberation or decision of the other directors with regard to the
matter in question;

130.5 ensure that the company complies with any direction, requirement,
notice or duty imposed under or by virtue of the Charities and
Trustee Investment (Scotland) Act 2005.

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

Directors' remuneration and expenses

132 No director may serve as an employee of the company, and no director may
be given any remuneration by the company for carrying out his/her duties as
a director or as Chair or as the holder of any other office under article 117.

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

Powers of directors

134 Subject to the provisions of the Act and these articles, and to any directions
given by special resolution, the business of the company shall be managed by
the directors who may exercise all the powers of the company.

135 No alteration of these articles and no direction given by special resolution
shall invalidate any prior act of the directors which would have been valid if
that alteration had not been made or that direction had not been given.
The powers conferred by article 134 shall not be limited by any special power conferred on the directors by these articles.

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

Proceedings of directors

Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.

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

Questions arising at any meeting of directors shall be decided by a majority of votes; the chairperson of a meeting of directors shall be entitled to a casting vote.

The quorum for the transaction of the business of the directors shall (subject to article 142) be that number of directors which represents (to the nearest round number) one third of the directors then in office.

A quorum shall not be deemed to be constituted at any meeting of the directors unless there are at least three directors present.

If the quorum required under articles 141 and 142 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

A director may participate in a meeting of the directors or a meeting of a committee of directors by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the directors participating in the meeting can hear each other; a director participating in a meeting in this manner shall be deemed, for the purposes of calculating the quorum, to be present in person at the meeting.

The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or he/she may act only for the purpose of filling vacancies or of calling a general meeting.

Unless he/she is unwilling to do so, the Chair of the board of directors shall preside as chairperson at every meeting of directors at which he/she is present.

If the Chair of the board of directors is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting,
the directors present shall appoint one of their number to act as chairperson of the meeting.

148 The directors may allow the chief executive or any other person to attend and speak at any meeting of the directors.

149 For the avoidance of doubt, any person permitted to attend a meeting under the provisions of article 148 shall not be entitled to vote.

150 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

151 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors shall be as valid and effectual as if it had been passed at a meeting of directors duly convened and held; it may consist of several documents in the same form each signed by one or more directors.

152 A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company; a director who is debarred from voting in relation to a given matter under the preceding provisions of this article 152 may be asked to leave the room while the matter is discussed and/or voted on.

153 For the purposes of the preceding article,

153.1 an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of adoption of these articles), connected with a director shall be treated as an interest of the director;

153.2 a director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, partner, officer or elected representative has a personal interest in that matter.

154 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

155 The company may, subject to the provisions of the Charities and Trustee Investment (Scotland) Act 2005 Act, by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these articles prohibiting a director from voting at a meeting of the directors or at a meeting of a committee of directors.
If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

**Delegation to committees of directors and holders of offices**

The directors may delegate any of their powers to any committee consisting of two or more directors; they may also delegate to the Chair or a director holding any other office such of their powers as they consider appropriate.

Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

In addition to their powers under article 157, the directors may delegate their powers to any committee consisting of one or more directors and such other individuals (who need not be directors or employees of the company) as the directors may consider appropriate; the provisions of articles 158 and 159 shall apply in relation to any such committee, subject to the qualification that the role of any committee formed under the preceding provisions of this article shall be limited (except to the extent that the directors otherwise determine) to the issue of reports and recommendations for consideration by the board of directors.

**Standing committees**

The directors may delegate any of their powers to standing committees consisting of one or more directors and such other individuals as the directors may determine; any such delegation shall be made collaterally with, and not to the exclusion of, the directors’ powers and may be revoked or altered.

The director included among the members of a standing committee (or, if more than one director is included among the members of the committee, the director appointed to such office at a meeting of directors) shall hold office as chairperson of the committee.

Each standing committee shall regulate its proceedings in accordance with the directions issued by the directors of the company and shall give effect to any instruction or direction issued by the directors of the company.
Arrangements for consultation/discussion

164 The directors shall endeavour to ensure that appropriate arrangements are made (and reviewed from time to time as appropriate) (a) to facilitate consultation with members and discussion among members within a given geographical area of issues which are of particular relevance to their area and (b) where possible, to ensure that members have access to appropriate training.

Secretary

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

Minutes

166 The directors shall ensure that minutes are made of all proceedings at general meetings, meetings of the directors and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present, and the minutes of each meeting shall be signed by the chairperson of that meeting.

Accounts

167 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

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

169 The directors shall prepare annual accounts, complying with all relevant statutory requirements.

170 No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.
**Notices**

171 Any notice to be given in pursuance of these articles shall be in writing.

172 The company may give any notice to a member in pursuance of these articles either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her/its registered address or by leaving it at that address; alternatively, in the case of a member who/which has notified the company of an electronic address to be used for this purpose, the company may give any notice to that member by electronic means.

173 Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four 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.

174 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.

175 A member may give any notice to the company either by sending it by post in a pre-paid envelope addressed to the company at its registered office or by leaving it, addressed to the company secretary, at the company's registered office.

176 A member present or represented at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

**Winding-up**

177 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 some other charity or charities (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).

178 To the extent that effect cannot be given to article 177, the relevant property shall be applied to some charitable purpose or purposes.
**Indemnity**

179 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 he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality (but only to the extent permitted by those sections of the Act) any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

180 For the avoidance of doubt, 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 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 his/her 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).