

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
of
Aberdeen Performing Arts**

July 2019

Aberdeen Performing Arts

Company Number SC238959

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CONTENTS:

Part 1	Interpretation and Limitation of Liability
Part 2	Objects and Powers
Part 3	Members
Part 4	Directors
Part 5	Administrative Arrangements

Part One Interpretation and Limitation of Liability

1. In these Articles, the words and expressions below shall have the following meanings unless the context requires otherwise:
 - i. **"2005 Act"** means the Charities and Trustee Investment (Scotland) Act 2005, as amended;
 - ii. **"the Act"** means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;
 - iii. **"Articles"** means these Articles of Association together with any duly authorised amendments or alterations from time to time, and the term "Article" shall be a reference to a regulation contained in these Articles;
 - iv. **"the Board"** means the Board of Directors of the Company;
 - v. **"Chair"** means the Chair of the Board and **"Vice Chair"** means the Vice Chair of the Board;
 - vi. **"charitable purpose or object"** means a purpose which is a charitable purpose for the purposes of Section 7 of the 2005 Act and which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
 - vii. **"Charity"** means a body which is either a Scottish charity in terms of Section 13 of the 2005 Act or Section 1 of the Charities Act 2011, provided its objects are limited to charitable purposes;
 - viii. **"clear day"** in relation to a period of notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
 - ix. **"the Company"** means Aberdeen Performing Arts (SC238959);
 - x. **"the Council"** means Aberdeen City Council constituted by section 2 of the Local Government (Scotland) Act 1994 including any statutory modification or re-enactment thereof for the time being in force and any statutory successor;
 - xi. **"Director"** means a person (of 18 years of age and over) who is a Director of the Company duly appointed in accordance with these Articles. The Directors are "charity trustees" as defined by section 106 of the 2005 Act;
 - xii. **"Electronic form"** has the meaning given in section 1168 of the Act;
 - xiii. **"in writing"** means the representation or reproduction of words, symbols or other information in a visible form by any method or

combination of methods, whether sent or supplied in electronic form or otherwise;

- xiv. **"Member"** has the meaning given in section 112 of the Act;
- xv. **"Model Articles"** means the model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008;
- xvi. **"Objects of the Company"** means the purposes for which the Company is established and as set out in Articles 3a-3c (inclusive);
- xvii. **"Office"** means the registered office of the Company;
- xviii. **"Secretary"** means any person appointed to perform the duties of the Company Secretary of the Company;
- xix. **"United Kingdom"** means Great Britain and Northern Ireland;

And, unless the contrary intention appears: -

- i. Words importing the singular number shall include the plural number and vice versa.
 - ii. Words importing a gender include any gender.
 - iii. Reference to a "person" include any natural person, or any legal person, body or organisation, incorporated or unincorporated, and any other person.
 - iv. The headings in these Articles are for convenience only and shall not affect the construction of the Articles.
 - v. Words and expressions defined in the Act shall bear the same meaning in these Articles, including any statutory modifications to those defined terms, not in force at the date these Articles become binding on the Company.
 - vi. Save as aforesaid, any words or expressions defined in the Act or the 2005 Act shall, if not inconsistent with the subjects or context, bear the same meaning in these Articles.
 - vii. The Model Articles shall not apply to the Company.
2. The liability of the Members is limited to £1, being the amount which every Member of the Company undertakes to contribute 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

Part Two Objects and Powers

Objects

3. The Company's charitable objects are:
 - a. to present, provide or assist in the provision of facilities at reasonable cost for arts and cultural activities, including but not limited to music, opera, drama, dance, literature, visual and digital arts and entertainment (such facilities being provided from time to time being hereinafter referred to as "**the Facilities**") for the general public in, or in connection with, the Local Authority area of the Council as defined in Schedule 1 to the Local Government etc. (Scotland) Act 1994 (such Local Authority area being referred hereafter to as "**Aberdeen**") and other parts of Scotland in the interests of social welfare and improving the conditions of life of the general public and, also, to encourage the wider use of the Facilities by residents of, and visitors to, Aberdeen and Scotland for festivals, concerts, workshops, conferences and events all related to the performing arts;
 - b. to provide accessible and affordable opportunities for all members of the general public in Aberdeen and other parts of Scotland to participate in arts and cultural activities and access the Facilities including people with protected characteristics under the Equality Act 2010 and people experiencing socio economic deprivation and other forms of disadvantage and to encourage wider participation from all ages and minority groups; and
 - c. to advance the education of the public in arts and cultural activities by presenting, promoting, sponsoring, supporting and assisting in the development of public interest in and awareness of arts and cultural activities within and at the Facilities and in the community through the use of out- reach programmes, publications and other media promotion.

Powers

4. In pursuance of the Objects of the Company (but not otherwise), the Company shall have the following powers:
 - i. To operate whether by purchase, lease, gift or otherwise on such terms and conditions as the Company may deem appropriate the Facilities within Aberdeen or elsewhere in Scotland and to construct, develop, adapt, modify, renovate and maintain the Facilities for the advancement of the Objects of the Company or any of them and to enter into all or any contracts in connection therewith;
 - ii. To ensure that young persons, disabled people, minority and underprivileged social groups have access to the Facilities on reduced terms

- iii. To present, promote, organise, manage and produce cultural, educational and recreational events and performances of all kinds whatsoever and to employ or engage other persons to present, produce, manage, conduct or represent such cultural and recreational events and performances as aforesaid;
- iv. To carry on at the Facilities or elsewhere all or any of the businesses of proprietors of recreational, cultural and social facilities, theatre, opera- house, concert hall, cinema or picture gallery proprietors or agents and business conference or other conference organisers;
- v. To purchase or otherwise acquire and obtain exclusive and other interests in copyrights and the rights of representation and any other rights of or in plays, operas or other compositions which can be used or adapted for the Objects of the Company or any of them;
- vi. To purchase or otherwise acquire equipment, plant, machinery, furniture, fixtures, fittings, and all other effects of every description necessary or convenient or usually or normally used for the purpose of all or any of the Objects of the Company;
- vii. To promote arts and cultural activities in industry, commerce and the community in general within Scotland;
- viii. To employ, instruct and retain such professional and other advisers as may be deemed appropriate and to provide consultancy and other services to third parties on such terms and conditions as may be deemed appropriate;
- ix. To liaise with, form connections with and enter into joint ventures with other persons based either in Scotland, other parts of the United Kingdom or abroad which have similar objects to the Company or with such associations as the Directors may from time to time determine would be beneficial for or promote directly or indirectly the Objects of the Company or any of them;
- x. 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;
- xi. To purchase, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the Objects of the Company;
- xii. 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;
- xiii. To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the

Company;

- xiv. To lend money and give credit to any person, with or without security and to grant guarantees and contracts of indemnity on behalf of any person;
- xv. To borrow money and give security for the payment of money by, or the performance of other obligations of, the Company or any other person;
- xvi. 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;
- xvii. 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 or 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 dependents of any such individual; and to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person;
- xviii. To promote any private Act of the United Kingdom Parliament, Act of the Scottish Parliament, Provisional Order and other authority to enable the Company to carry out its Objects, alter its constitution, and 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;
- xix. To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the Objects of the Company and to obtain from any such organisation, government or authority any charter, right, privilege or concession;
- xx. To enter into partnership or any other arrangement for sharing profit, cooperation or mutual assistance with any charitable body, whether incorporated or unincorporated;
- xxi. To give any securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of;
- xxii. To effect insurance against risks of all kinds (which may include indemnity insurance in respect of Trustees and employees);
- xxiii. To invest moneys of the Company not immediately required for

the purposes of its activities in such investments, securities and property and that in such a manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirements), including maintaining separate reserve, endowment and/or sinking funds as may be considered appropriate, and to dispose of and vary such investments, securities and property;

- xxiv. To promote companies whose activities may further one or more of the Objects of the Company or which may generate income to support one or more of the Objects of the Company, acquire and hold shares, stocks, debentures and other interests 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;
- xxv. To establish and support any association or other unincorporated body having objects altogether or in part similar to the Objects of the Company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the Company is authorised to carry on;
- xxvi. To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the Company;
- xxvii. 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;
- xxviii. 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;
- xxix. 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 within the furtherance of the Objects of the Company;
- xxx. To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the Objects of the Company;
- xxxi. 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;

xxxii. To carry out any of the Objects of the Company 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 or in conjunction with others; and

xxxiii. To do anything which may be incidental or conducive to the attainment of any of the Objects of the Company .

5 Subject to Article 6,

- a. the income and property of the Company shall be applied safely towards the promotion of the Objects of the Company;
- b. no part of the income and property of the Company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the Members of the Company, save in relation to Article 5c below,
- c. a Director of the Company may be appointed to an office of the Company and, subject to Article 15, may enter into an employment contract with the Company for which a salary or fee is payable by the Company on terms to be agreed by the Board of Directors of the Company but always such that payment may only be made as reasonable remuneration for services rendered by the Director; and
- d. save in relation to Article 5c above, no benefit in money or money's worth shall be given by the Company to any Director except repayment of out-of-pocket expenses

6 The Company shall, notwithstanding the provisions of Article 5, be entitled

- a. to pay reasonable and proper remuneration to any Director or Member of the Company in return for services actually rendered to the Company;
- b. to pay interest at a rate not exceeding the commercial rate on money lent to the Company by any Director or Member of the Company;
- c. to pay rent at a rate not exceeding the open market rent for premises let to the Company by any Director or Member of the Company; and
- d. to purchase assets from, or sell assets to, any Director or Member of the Company providing such purchase or sale is at market value

Part Three Members

7 Members

- a. The Members of the Company shall be the current Directors of the Company, on the basis that a new Director shall automatically become a Member on becoming a Director and shall automatically cease to be one on ceasing to be a Director for whatever reason.
- b. Members shall not pay any membership subscription.
- c. Membership is neither transferable nor assignable to any other individual or organisation.
- d. The Directors must keep a register of the names and addresses of the Members.

8 General Meetings

- a. The Board shall convene an Annual General Meeting in each year, at such time as it may determine, although no more than 15 months shall elapse between one Annual General Meeting and the holding of the next.
- b. The business of each Annual General Meeting shall include:
 - i. the election of Directors;
 - ii. approval of the annual accounts of the Company; and
 - iii. appointment of the auditors.
- c. All General Meetings other than the Annual General Meeting may be convened by the Board whenever it thinks fit.
- d. A General Meeting convened for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other General Meetings shall be called by at least fourteen clear days' notice.
- e. A notice convening a General Meeting shall specify the date, time and place of the meeting and shall also state the precise terms of any special resolution and shall indicate the general nature of any other business to be transacted at the meeting.
- f. A notice convening an Annual General Meeting shall specify the meeting as an Annual General Meeting.
- g. Notice of every General Meeting shall be given to all the Members and Directors and to the Company's auditors.
- h. The accidental omission to give notice of a General Meeting to or the non-receipt of notice of a General Meeting by any person entitled to receive

notice shall not invalidate the proceedings at that meeting.

9 Proceedings at General Meetings

- a. No business shall be transacted at any General Meeting unless a quorum is present. A quorum is four Members who are present in person or by proxy.
- b. If the quorum is not present within 15 minutes 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 Chair of the meeting.
- c. The Chair (or in his/her absence, the Vice Chair) shall (if present and willing to act as chair of the meeting) preside as chair of the meeting; if neither the Chair nor the Vice Chair is present and willing to act as chair of the meeting within 15 minutes of the time appointed for holding the meeting, the Directors present shall elect one of their number to act as chair.
- d. The Chair 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.
- e. 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.
- f. 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.

10 Votes of Members

- a. The Chair of the meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote. Each Director as a Member shall have one vote, exercisable in person or by proxy, by a show of hands where required, at the General Meeting in question.
- b. An ordinary resolution shall be decided by a simple majority of the Directors present as Members who are voting.
- c. A special resolution relating to the following matters shall require a special resolution to be decided by a special majority of not less than three-quarters of the Directors present as Members who are voting, namely:
 - i. any resolution to change the name of the Company;
 - ii. any resolution to alter the provisions of the Articles;

- iii. any resolution to wind up the Company.
- d. A resolution in writing signed by all the Directors as Members shall be as effectual as if it had been passed at a General Meeting duly convened and held and it may consist of several documents in the same form each signed by one or more Directors as Members.
- e. Whilst personal attendance at a General Meeting is encouraged, a Director shall as a Member be entitled to appoint a proxy to attend a General Meeting on his or her behalf, in respect of which the following shall apply:
 - i. A proxy need not be a Member.
 - ii. A proxy appointed to attend and vote at any meeting instead of a Member shall have the same right as the Member who appointed him or her to speak at the meeting and to vote thereat.
 - iii. Proxies may only validly be appointed by a notice in writing which
 - 1. States the name and address of the Member appointing the proxy;
 - 2. Identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 3. Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 4. Is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.
 - iv. The notification appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, shall be lodged at the Registered Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named as the proxy proposes to vote, and in default the instrument of proxy shall not be treated as valid.
 - v. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, unless it expressly states to the contrary, in which event it shall be treated as valid until rescinded by the granter in writing at the Registered Office.
 - vi. A vote given in accordance with the terms of a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Registered Office before the commencement of the meeting or adjourned meeting at which the proxy is used (not having been deliberately withheld).

- vii. In the case of an equality of votes whether on a show of hands or on a poll the Chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
- viii. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to be tendered and every vote not disallowed at the meeting shall be valid. Any such objection shall be referred to the Chair of the meeting whose decision shall be final and conclusive.
- ix. Any reference in these Articles to voting being "in person" shall include voting by proxy.

Part Four Directors

11 Maximum and Minimum Number of Directors

- a. The maximum number of Directors shall (unless otherwise determined by special resolution) be sixteen (16).
- b. The minimum number of Directors shall be four (4).
- c. The Directors shall on appointment automatically become Members of the Company. In the event that any person ceases to be a Director he or she shall *ipso facto* cease to be a Member.

12 Appointment of Directors

- a. The Board shall comprise: -
 - i. up to four (4) Directors nominated by the Council pursuant to Article 12b;
 - ii. one (1) Director elected by the employees of the Company pursuant to Article 12c;
 - iii. up to eleven (11) Directors appointed by the Board pursuant to Article 12e.
- b. The Council shall be entitled to appoint and remove up to four (4) elected members of the Council as Directors of the Company ("**the Council Directors**"). Such appointment or removal of any Council Directors shall be by written notice to that effect lodged with the Secretary at the Registered Office and such appointment or removal shall become effective on receipt of such notice.
- c. The employees of the Company may elect one of their own number as a Director of the Company ("**the Employee Director**"), who shall be elected from time to time by a vote of the employees of the Company using such practices and procedures as the Board shall from time to time determine in consultation with the Company's employees or their representatives but having regard to the following principles: -
 - i. for the purposes of a vote by the employees of the Company in terms of this Article, each employee shall have one vote;

- ii. the election shall take place at such time as the Board shall direct and it may appoint external scrutineers and fix a time and place for declaring the result of the voting. The Board shall certify the results of the election and such certification shall be conclusive evidence of the results and the employee so elected and shall become a Member and Director of the Company;
 - iii. subject to the provisions of these Articles, the Employee Director elected by the employees of the Company shall be a Director for a maximum period of 2 years following election in terms of this Article and the Board shall ensure that elections are held timeously prior to the expiry of each 2 year period to elect an Employee Director with effect from the expiry of the existing Employee Director's period of appointment;
 - iv. an existing Employee Director shall, if eligible and willing to act, be eligible for re-election;
 - v. the announcement of the new Employee Director shall be given at the relevant Annual General Meeting, his or her appointment to take effect at the end of that meeting. Any Employee Director retiring at that Annual General Meeting shall retain office until the end of that meeting.
- d. In addition, the Board shall ensure that an election is timeously held in the event of the resignation of an Employee Director or the withdrawal or cessation of, or expulsion from, the Company of the incumbent Employee Director as a Director of the Company for any reason other than as a result of the expiry of his or her period of appointment and in such circumstances the Employee Director so elected to fill that vacancy shall serve until the date upon which the former Employee Director's appointment would have expired.
 - e. The Board shall elect up to eleven (11) directors ("**Elected Directors**") each to serve for a term of 3 years.
 - f. In choosing potential Elected Directors the Board shall seek individuals who *inter alia* have relevant skills and knowledge of and/or interest in any one or more of the arts, cultural activities, education, business, commerce, catering, law, accountancy, finance, charity governance, buildings, fund-raising, human resources, equalities, diversity and inclusion, marketing and public relations.
 - g. Elected Directors shall be elected as required at each Annual General Meeting, their election to take effect at the end of that meeting. Any Elected Director retiring at that Annual General Meeting shall retain office until the end of that meeting.
 - h. Elected Directors are eligible for re-appointment on expiry of each three-year term of appointment at the discretion of the Board and having regard to Article 12e but may not serve more than three consecutive terms of office of three years each without at least one year out of office before

being eligible to be considered for election again.

- i. If an Elected Director vacates office for any reason before the expiry of his or her current three year term, the Board may fill that casual vacancy by electing another individual (mindful of Article 12f in so doing) for the balance of that vacating Elected Director's term (and such balance, if being less than two years, shall not count as a term for the replacing Elected Director who fills the casual vacancy).

13 Vacation of Office

- a. A Director, howsoever appointed or elected, shall vacate office in the event of any one or more of the following: -
 - i. if he or she ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director or if he or she is prohibited from being a charity trustee by virtue of section 69(2) of the 2005 Act; or
 - ii. if he or she is considered by the Board to have been in serious or persistent breach of either or both of the duties listed in sections 66(1) and 66(2) of the 2005 Act; or
 - iii. if he or she has a significant conflict of interest which the Board considers has and is likely to continue to undermine his or her ability to act impartially as a Director; or
 - iv. if he or she becomes bankrupt or apparently insolvent; or
 - v. if he or she becomes incapable for medical reasons of fulfilling the duties of his or her office and such incapacity is expected to continue for a period of more than six months; or
 - vi. if he or she commits a criminal offence (other than a motoring offence which is not punishable by imprisonment) or acts in a manner which brings the affairs of the Company into disrepute; or
 - vii. if he or she is the Employee Director and at any time after election pursuant to Article 12c ceases to be an employee of the Company; or
 - viii. if he or she is absent (without permission of the Board) from more than three successive meetings of the Board held in any period of six months or more and the Directors resolve to remove him or her from office; or
 - ix. if he or she resigns office by notice to the Company; or
 - x. if he or she dies.

14 Appointments to Office

- a. The Board may appoint Directors to hold the offices of Chair, Vice Chair, and such other offices as the Directors may consider appropriate.
- b. Subject to Article 14c, the period of office shall be for two (2) years and a Director whose period of office expires under this Article may be re-appointed to such office (providing he or she is willing to act) by the Board pursuant to Article 14a.
- c. The appointment of any Director to office under this Article shall terminate if he or she ceases to be a Director of the Company, or if he or she resigns from such office by notice in writing to the Company.
- d. If the appointment of any Director to office terminates under Article 14c, 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 or her place. A Director so appointed shall (subject to Article 14c) hold such office until expiry of term of the previous appointee unless the Board otherwise determines.

15 Directors' interests

- a. Any Director who has a personal interest in any prospective or actual contract or other arrangement with the Company must declare that interest either generally to the Board or specifically at any relevant meeting of the Company. Where such an interest arises, the provisions within Article 15c shall apply.
- b. A personal interest includes any of the following interests:
 - i. those of the Director in question; and
 - ii. those of his or her partner or close relative; and
 - iii. those of any business partner, colleague or associate; and
 - iv. those of any firm of which he or she is a partner or employee; and
 - v. those of any limited company of which he or she is a director, employee or shareholder of more than 5% of the equity; and
 - vi. those of any person or organisation responsible for his or her appointment as a Director.
- c. Whenever a Director finds that there is a personal interest, as defined in Article 15b, he or she has a duty to declare this to the Board meeting in question. In that event, the Director in question cannot partake in discussions or decisions relating to such matter. It shall be for the chair of the meeting in question to determine whether the Director in question should be required to be absent during that particular element of the meeting. Where a Director leaves, or is required to leave, the meeting in question, he or she no longer forms part of the quorum thereat.

- d. No Director, other than the Chair, shall be entitled to any remuneration, whether in respect of his or her office as Director or as holder of any executive office under the Company. The Employee Director shall be entitled to the normal salary and other emoluments of his or her employment for the Company but shall receive no specific or additional payment for being the Employee Director.
- e. If sanctioned by the Board in advance, the Directors may be paid all travelling and other expenses properly incurred by them and vouched for in connection with their attendance at Board meetings, General Meetings, meetings of committees or otherwise in connection with the discharge of their duties.

16 Powers of the Board of Directors

- a. The direction and business of the Company shall be managed by the Board, which may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Act, the Memorandum, these Articles or any special resolution.
- b. No alteration of the Memorandum of Association or these Articles and no direction given by special resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
- c. A meeting of Board at which a quorum is present may exercise all powers exercisable by the Directors.
- d. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purpose and on such conditions as it may determine, including authority for the agent to delegate all or any of his, her or its powers.

17 Quorum for Meetings of the Board of Directors

- a. The quorum for any meetings of the Board shall be four Directors personally present.

18 Proceedings of the Board of Directors

- a. Subject to the provisions of the Articles, the Board may regulate its proceedings as it thinks fit. Unless the Board otherwise resolves not more than three months shall elapse between meetings of the Board.
- b. Any Director may call a Board meeting or request the Secretary to call a Board meeting.
- c. Not less than 14 clear days' notice in writing shall be given of any meeting of the Board at which any of the matters referred to in Article 10c is to be considered, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided. All other Board meetings shall require not less than 7 days' prior notice, unless all Directors agree unanimously to dispense with such notice on any specific occasion.

- d. No notice of a meeting of Directors need be given to a Director who is absent from the United Kingdom.
- e. Meetings of the Board may take place in person or by telephone conference call, video conference call or by any other collective electronic means approved from time to time by the Board.
- f. The Chair, whom failing the Vice-Chair, shall be entitled to preside as chair of all Board meetings at which he or she shall be present. If at any meeting neither the Chair nor the Vice-Chair is present and willing to act as chairman of the meeting within 15 minutes after the time appointed for holding the meeting, the remaining Directors may appoint one of the Directors present to be chair of the meeting, which failing the meeting shall be adjourned until a time when the Chair or Vice-Chair will be available.
- g. The chairman of the Board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising at a Board meeting shall be decided by a simple majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- h. The continuing Directors may act notwithstanding vacancies but if the number of remaining Directors is less than the minimum number specified in Article 11b, they may act only for the purpose of filling vacancies to ensure the minimum number is matched or exceeded.
- i. All acts done by a committee 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.
- j. 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 and it may consist of several documents in the same form each signed by one or more Directors.
- k. The Board shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all General Meetings and of all Board meetings and of committees, including the names of those present, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval, either by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- l. If a question arises at a Board meeting of Directors or at a meeting of a committee as to the right of a Director to vote the question may before the conclusion of the meeting be referred to the chair of the meeting. The chair's ruling in relation to any Director other than himself or herself shall be final and conclusive.

- m. The Board may invite or allow any person to attend and speak as an observer but not to vote at any meeting or meetings of the Directors or of any committee of the Directors.

19 Delegation to Committees

- a. The Board may delegate to any committee all such powers as it may think fit.
- b. Any such delegation shall not exclude or restrict the Board's powers and shall be made subject to the appointment of its Convenor and to such specific remit and other conditions as the Board may impose which it may at any time revoke or alter.
- c. The members of a committee shall include at least one Director, who need not be its Convenor.
- d. Each committee shall regulate its proceedings in accordance with the remit and specific directions issued by the Board and shall give effect to any instruction or decision on matters of principle issued or made by the Board.
- e. Each Committee shall cause the minutes of its meetings to be circulated promptly to all members of the Committee and to all Directors who are not on the Committee.
- f. All contracts with third parties in connection with the discharge of the functions of a committee shall be entered into by the Convenor of the committee, or in his or her absence by some other Director; no member of a committee (other than a Director) shall contract or hold himself or herself out as contracting on behalf of the Company.
- g. All acts done by a committee shall notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the committee or that any member of the committee was not qualified to act as such be as valid as if every such person had been duly appointed and was so qualified.
- h. A resolution in writing signed by all the members of a committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held and may consist of several documents in the same form each signed by one or more members of the committee.

Part Five Administrative Arrangements

20 Company Secretary and Minute Secretary

- a. The Board shall appoint a Company Secretary who shall be appointed by the Directors for such term, at such remuneration and upon such

conditions as they may think fit. Any secretary so appointed may be removed by them.

- b. The Board may appoint a Minute Secretary to ensure appropriate minutes are taken in terms of Article 18k. The Minute Secretary may also be the Company Secretary.

21 Honorary Patrons

- a. The Board may agree to the appointment of one or more Honorary Patrons of the Company, who would be appointed either for such fixed period as the Board determines or for an unspecified period until such appointment be terminated by it. The Honorary Patron or Patrons would be entitled to notice of all General Meetings and to attend and contribute to discussion but not vote thereat.

22 Accounts

- a. The Board shall comply with the requirements of the Act and of the 2005 Act as to keeping accounting records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Office of the Scottish Charity Regulator (OSCR) of:
 - i. annual reports;
 - ii. annual returns including confirmation statements; and
 - iii. annual statements of account.
- b. The accounting records must be sufficient to show and explain the transactions of the Company and which disclose at any time, the financial position of the Company at that time. The accounting records shall in particular contain entries showing from day to day all sums of money received and expended by the Company, and the matters in respect of which the receipt and expenditure takes place and a record of the assets and liabilities of the Company.
- c. The accounting records shall be maintained or overseen by the Board and shall always be open to the inspection of the Directors and the Council. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection by others.
- d. Once at least in every year, or as otherwise provided for by the Act, the accounts of the Company shall be examined by its auditors, who shall be appointed by the Board annually.
- e. At each Annual General Meeting, the Directors as Members shall approve the accounts for the period since the last preceding accounting reference date. The accounts shall be accompanied by proper reports of the Board and the auditors.

23 Records

- a. The Board must keep proper records of:
 - i. all proceedings at meetings; and
 - ii. all reports of committees.

24 Notices

- a. A notice may be served by the Company upon any Member or Director, either personally or by sending it by post, fax, e-mail or other appropriate electronic means.
- b. The business of the Company and all its correspondence with and notification to or from Members and Directors may be conducted equally validly and effectively as by post if transmitted by fax or e-mail or other appropriate electronic means to or from any Member or Director of the Company (except where that Member or Director specifically requests all such correspondence and notification by post) or otherwise if publicised on the website of the Company where the Company has advised each Member or Director of this and has taken due steps to notify by other reasonable means all others who state that they do not have access to the internet.
- c. A Member present 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.
- d. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - i. 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - ii. two clear days after being sent by first class post to that address;
 - iii. three clear days after being sent by second class post or overseas post to that address;
 - iv. on being handed to the member personally; or (if earlier);
 - v. as soon as the member acknowledges actual receipt.
- e. a technical defect in the giving of notice which the Directors are unaware of at the time does not invalidate decisions taken at a meeting.

25 Winding-up

- a. If on the winding up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the Members of the Company but shall be transferred to some other charitable body or bodies (whether

incorporated or unincorporated) preferably established for the benefit of the people of Aberdeen whose objects are altogether or in part similar to the Objects of the Company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as do Articles 5 and 6.

- b. The body or bodies to which property is transferred under Article 25a shall be determined by the Board at or before the time of dissolution or, failing such determination, by an arbiter chosen by the Board.

26 Changes to Memorandum and Articles

- a. No changes to Article 3 (relating to the charitable objects of the Company) or to Article 12 (relating to the composition of the Board of Directors) shall be made without the express written consent of the Council for such period of time as the Council retain the right to nominate some Directors of the Company.

27 Indemnity

- a. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any loss or liability which he or she may sustain or incur in connection with the execution of his or her duties of office including without prejudice to that generality any liability incurred in defending any proceedings whether civil or criminal in which judgement is given in her/his favour or in which he or she is acquitted or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and subject to the provisions of the Act the Company may maintain insurance for the benefit of the Directors and the officers of the Company in respect of such matters.