

THE COMPANIES ACT 2006

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

MEMORANDUM OF ASSOCIATION

of

CITY OF GLASGOW COLLEGE FOUNDATION

2013

TURCAN CONNELL

LEGAL • WEALTH MANAGEMENT • TAX

PRINCES EXCHANGE, 1 EARL GREY STREET, EDINBURGH, EH3 9EE

Telephone 0131 228 8111 Fax 0131 228 8118

DX 723300 Edinburgh 43 LP | Edinburgh 14

E-mail enquiries@turcanconnell.com www.turcanconnell.com

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MEMORANDUM OF ASSOCIATION

of

CITY OF GLASGOW COLLEGE FOUNDATION

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a Member of the company.

.....
Peter Finch

.....
Date of Signing

.....
Steven Watson

.....
Date of Signing

.....
David Cleland Caldwell

.....
Date of Signing

THE COMPANIES ACT 2006

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ARTICLES OF ASSOCIATION

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THE COMPANIES ACTS 2006

**COMPANY LIMITED BY GUARANTEE
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ARTICLES OF ASSOCIATION

of

CITY OF GLASGOW COLLEGE FOUNDATION (“the Foundation”)

INTERPRETATION

- 1.1 The regulations contained in The Companies (Model Articles) Regulations 2008 or any statutory modification or re-enactment thereof shall not apply.
- 1.2 In these Articles, if not inconsistent with the subject or context, the following words and expressions shall bear the following meanings:-

“the Act” means the Companies Act 2006 and every other Act for the time being in force concerning companies and affecting the Foundation.

“the 1992 Act” means the Further and Higher Education (Scotland) Act 1992.

“the 2005 Act” means the Charities and Trustee Investment (Scotland) Act 2005.

“charitable purpose” or **“charitable object”** means a charitable purpose under section 7 of the 2005 Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

“charitable institution” means a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts or a charity within the meaning of section 1 of the Charities Act 2006 or section 1 of the Charities Act (Northern Ireland) 2008 provided that its objects are limited to charitable purposes.

“City of Glasgow College” means the City of Glasgow College, a charity registered in Scotland (Charity Number: SC036198) of 60 North Hanover Street, Glasgow G1 2BP, a body corporate established in accordance with section 11(2) of the 1992 Act and shall

also include any other college which may come into existence as a result of a merger, acquisition or amalgamation, provided that such college be registered as a charity in Scotland and that its charitable purposes be sufficiently similar in the opinion of the Trustees to those of the existing City of Glasgow College.

“month” means a calendar month.

“Trustees” means the Directors.

“year” means a calendar year.

- 1.3 Any words importing the singular number only shall include the plural number and vice versa.
- 1.4 Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.
- 1.5 Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.
- 1.6 References to any Act include references to any statutory modification or re-enactment thereof and any subordinate legislation made under it.

COMPANY NAME

2. The Company’s name is **“City of Glasgow College Foundation”**.

REGISTERED OFFICE

3. The Foundation’s Registered Office is to be situated in Scotland.

OBJECTS AND POWERS OF THE FOUNDATION

- 4.1 The objects of the Foundation are to advance the charitable purposes of City of Glasgow College to include the advancement of education by making grants and providing financial

support for projects and activities being carried out by and supported by City of Glasgow College.

4.2 The Foundation shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:-

- 4.2.1 to accept, whether or not subject to any trust purposes or conditions, subscriptions, donations, legacies and bequests of any heritable or moveable, real or personal property;
- 4.2.2 to invest and deal with the monies of the Foundation not immediately required upon such investments, securities or property in such manner as may from time to time be determined;
- 4.2.3 to establish and administer such funds as the Foundation may require;
- 4.2.4 to employ or otherwise engage such officers and staff as may be thought fit and to pay reasonable remuneration to such staff and any technical and professional advisers;
- 4.2.5 to draw, accept, endorse, and issue cheques and to operate bank accounts;
- 4.2.6 to fundraise, issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Foundation in the shape of donations, subscriptions or otherwise;
- 4.2.7 to acquire, hire, hold, dispose of or let property of any kind;
- 4.2.8 to advertise the Foundation and undertake any other marketing or fundraising strategies that may seem appropriate;
- 4.2.9 to gather, produce and distribute information and to carry out research;
- 4.2.10 to make any charitable donation either in cash or assets for the furtherance of the objects of the Foundation;
- 4.2.11 to undertake and execute charitable trusts and to support, administer or set up other charities;
- 4.2.12 to subscribe to, become a member of, amalgamate or co-operate with takeover or otherwise acquire or enter into any arrangement with, any other charitable organisation, institution, society or body not formed or established for the purposes of profit (whether incorporated or not) in the United Kingdom whose objects are wholly or substantially similar to those of the Foundation and which by its constitution prohibits or restricts the distribution of its income and property

amongst its members to an extent at least as great as is imposed on the Foundation;

- 4.2.13 to establish or acquire subsidiary companies;
- 4.2.14 to establish and support or aid in the establishment and support of any charitable trust, association or institution and to donate, subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Foundation including, for the avoidance of doubt, power to guarantee or to grant a security, pledge or charge in respect of money owed by City of Glasgow College provided this is in furtherance of the Foundation's objects;
- 4.2.15 to receive, allocate and administer grants, gifts or bequests made available to the Foundation for any or all of its objects whether from public funds or from private sources under the terms and conditions referable to such grants, gifts or bequests;
- 4.2.16 to insure and arrange insurance cover against any or all losses, damages, risks and liabilities which may affect the Foundation or its business, and to indemnify any of its office bearers, members, employees, voluntary workers and all others acting within the authority of the Foundation against all such risks as the Foundation shall think fit and which are incurred in the course of the performance of official duties;
- 4.2.17 subject to the provisions of Article 63 hereof, to pay reasonable annual sums or premiums for or towards the provision of pensions for such employees for the time being of the Foundation or their dependants as may be so nominated and as may from time to time be determined;
- 4.2.18 to enter into any arrangements with any Government or authority that may seem conducive to the attainment of the Foundation's objects or any of them and to obtain from any such Government or authority any charters, decrees, rights, privileges or concessions which the Foundation may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions;
- 4.2.19 to enter into any arrangements with any organisation (supreme, national, municipal, local or otherwise) or any university, college, museum, society, corporation, company or any other body or person, and to enter into and carry out joint ventures, partnerships and similar agreements

- 4.2.20 to apply for or otherwise acquire any patent, trademark, copyright or other industrial property right;
- 4.2.21 to pay out of the funds of the Foundation the costs, charges and expenses of and incidental to the formation and registration of the Foundation;
- 4.2.22 to delegate the administration and management of the Foundation or of any asset owned by the Foundation or in which it has an interest and to arrange for any asset owned by the Foundation to be held in the name of a nominee company;
- 4.2.23 to do all such other lawful things as are in the opinion of the Trustees necessary for or as shall further, directly or indirectly, the attainment of the objects of the Foundation or any of them.

- 5. The income and property of the Foundation shall be applied solely towards the promotion of its objects as set out in these Articles and no part of such income and property shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of the Foundation. Any Trustee appointed to any office of the Foundation paid by salary or fees or receiving any remuneration or other benefit in money or money's worth from the Foundation shall do so only in accordance with the provisions of the Charities and Trustee Investment (Scotland) Act 2005.

MEMBERS

- 6. Each member of the Foundation shall be known as a Member. The number of Members of the Foundation shall not be less than five and no more than seven. The Trustees shall keep a register of members, setting out the full name and address of each member, the date on which he was admitted to membership, and the date on which in terms of section 113 of the Act any person ceases to be a member.
- 7. (a) The subscribers to the Memorandum of Association of the Foundation and such other persons as are admitted to Membership in accordance with these Articles shall be Members of the Foundation. A person shall not be admitted as a Member of the Foundation unless permitted by these Articles.

- (b) Subject to these Articles and the provisions of any Rules or Bylaws made pursuant to these Articles a Member may at any time resign from Membership of the Foundation by giving at least seven clear days' notice in writing to the Foundation unless, after such resignation, there would be fewer than five Members of the Foundation.
- (c) All new Trustees appointed in accordance with these articles will be admitted as Members by the directors, having first applied in writing to become a Member.
- (d) Membership shall not be transferable and shall cease:
 - (i) on death;
 - (ii) if the Member resigns under Article 7(b) above; or
 - (iii) if the Member is removed from Membership by a resolution of the Trustees that it is in the best interests of the Foundation that Membership be terminated. A resolution to remove a Member from Membership may only be passed if the Member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the grounds on which it is proposed. The Member or, at the option of the Member, the Member's representative (who need not be a Member of the Foundation) must be allowed to make representations to the meeting of the Trustees at which the resolution is proposed; or
 - (iv) in the case of a Member who is also a Trustee, upon the Member ceasing to be a Trustee.

GENERAL MEETINGS

- 8. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Foundation and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place in Scotland as may be determined by the Trustees. All other General Meetings shall be called General Meetings.
- 9. The Trustees may whenever they think fit, and shall on requisition in accordance with sections 303 and 518 of the Act, proceed to convene a General Meeting.

10. An Annual General Meeting and any General Meeting shall be called by fourteen days' notice in writing at the least, exclusive in every case of the day on which the notice is served or deemed to be served and of the day for which it is given. Provided that a General Meeting shall, notwithstanding that it is called by shorter notice than as aforesaid, be deemed to have been duly called if it is so agreed:-

(A) in the case of an Annual General Meeting, by all the Members entitled to attend and vote at the meeting; and

(B) in the case of a General Meeting, by a simple majority of the Members entitled to attend and vote at the meeting and by one additional Member.

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

11. Every notice calling a General Meeting shall specify the place and the day and hour of the meeting and in the case of an Annual General Meeting shall also specify the meeting as such. If other than routine business is to be transacted, the notice shall specify the general nature of such business and, if any resolution is to be proposed as a Special Resolution, the notice shall contain a statement to that effect giving the terms of the proposed Special Resolution. The notice must also contain a statement setting out the right of Members to appoint a proxy under Section 324 of the Act and Articles 24 to 29 inclusive of these Articles.

12. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-

(a) considering and adopting the balance sheet and income and expenditure account and reports of the Trustees and the Auditors or Independent Examiners, as appropriate, and other related documents;

(b) appointing Auditors or Independent Examiners, as appropriate;

- (c) appointing Trustees in the place of those retiring.

PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any General Meeting unless a quorum is present in person or by proxy when the meeting proceeds to business and remains present throughout the meeting; save as herein otherwise provided three in number of the Members entitled to receive notice of and vote at meetings present in person or by proxy shall be a quorum.
14. If within half an hour from the time appointed for the meeting a quorum is not present or if, during the meeting, a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
15. The Chairman of the Foundation shall preside as Chairman at every General Meeting but, if there is no such Chairman of the Foundation or if at any meeting such Chairman shall not be present within fifteen minutes after the time appointed for holding the meeting, the Trustees present shall choose one of their number to preside. If at any meeting no Trustee is willing to act as Chairman or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.
16. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting (except where the meeting has been adjourned for 30 days or more when notice of the adjourned meeting shall be given as in the case of an original meeting).

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-
- (A) the Chairman; or
 - (B) not less than two Members present in person or by proxy having the right to vote at the meeting; or
 - (C) any Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

18. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude to vitiate the resolution.
19. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not in any circumstances be entitled to a second or casting vote.

21. A poll demanded on the election of a Chairman or on the question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.
22. Subject to the provisions of the Act, a written resolution shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held. Any resolution that may be passed validly at a General Meeting may be passed as a written resolution except:
 - (a) a resolution to remove a Trustee before his period of office expires; and
 - (b) a resolution to remove an auditor before his period of office expires.
23. A written resolution may be sent out in more than one document and is passed when:-
 - (a) a copy of the proposed resolution has been sent to every eligible Member; and
 - (b) in the case of an Ordinary Resolution, a simple majority of the Members eligible to vote have signified their agreement to the resolution in an authenticated document which has been received at the Registered Office within 28 days from the circulation date; or
 - (c) in the case of a Special Resolution, at least 75% of the Members eligible to vote have signified their agreement to the resolution in an authenticated document which has been received at the Registered Office within 28 days from the circulation date.

VOTES OF MEMBERS

24. Where in Scotland or elsewhere a curator bonis, guardian, trustee or receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any Member on the ground (however formulated) of mental disorder, or incapacity the Trustees may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Trustees may require, permit such curator bonis, guardian, trustee or receiver or other person on behalf of such Member to vote in person or by proxy at any

General Meeting or to exercise any other right conferred by Membership in relation to meetings of the Foundation.

25. On a poll votes may be given either personally or by proxy. A proxy appointed to attend and vote at any meeting in place of a Member shall have the same right as the Member who appointed him to speak at the meeting and need not be a Member of the Foundation himself. A person who is entitled to attend, speak or vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Foundation by or on behalf of that person.
26. An instrument appointing a proxy shall be in writing and shall be signed by the appointor or his attorney. The Trustees may, but shall not be bound to, require evidence of the authority of any such attorney.
27. An instrument appointing a proxy must be left at the Registered Office or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting (or, in the case of a poll, before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.
28. An instrument appointing a proxy may be in the usual common form, or in such other form as the Trustees may accept, and shall be deemed to confer authority to demand or join in demanding a poll. An instrument appointing a proxy may specify how the proxy is to vote (or that the proxy is to abstain from voting) on one or more resolutions, and unless it indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
29. A vote given by 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 instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Foundation at the Registered Office before

the commencement of the meeting or adjourned meeting or poll at which the vote is given.

APPOINTMENT AND RETIREMENT OF TRUSTEES

30. Subject as provided below, the minimum number of Trustees shall be five, of whom at least one shall be resident in Scotland. The maximum number of Trustees shall be seven. Each Trustee shall be a natural person. Institutions, organisations or other bodies shall not be eligible to become Trustees of the Trust.

31. The first Trustees will be:-

- (a) Peter Finch of 11 Beverly Road, Newlands, Glasgow G43 2RT;
- (b) Steven Watson of 67 Dowanside, Dowanhill, Glasgow G12 9DL; and
- (c) David Cleland Caldwell of 9 Windsor Place, Edinburgh EH15 2AJ

The Trustees shall appoint at least 2 additional Trustees in accordance with these articles as soon as reasonably practicable following incorporation of the Foundation.

32.1 Subject to article 30 and to the further provisions of article 32.3, the Trustees shall have power, at any time and from time to time, to appoint up to four Trustees of the Foundation and to remove from office any person so appointed and to appoint another person in his place. Trustees appointed in terms of this article 32.1 may not be current employees or members of the board of management or board of governors of City of Glasgow College (but may be individuals who formerly, but no longer, occupy such a role)

32.2 Subject to article 30 and to the further provisions of article 32.3, City of Glasgow College shall be entitled but not obliged by giving notice in writing to the Foundation, at any time and from time to time, to appoint up to three Trustees of the Foundation and to remove from office any person so appointed and to appoint another person in his place.

32.3. The Trustees appointed in accordance with article 32.2. shall at no time form a majority of the total number of Trustees appointed to the Foundation and the Trustees shall not

take any decisions, save for the appointment of additional Trustees in accordance with article 32.1., until that position is rectified (which the Trustees shall seek to do as soon as possible after such event arises).

- 32.4. Subject to these Articles, the Trustees shall be appointed for a term not exceeding four years and shall be eligible for re-appointment for a second and final term not exceeding a further four years.

ALTERNATE TRUSTEES

33. A Trustee may not appoint an alternate Trustee or anyone to act on his behalf at meetings of the Trustees.

DISQUALIFICATION OF TRUSTEES

34. The office of a Trustee shall be vacated in any of the following events, namely:-
- (A) if he resigns by notice in writing to the Foundation at the Registered Office unless after the resignation there would be fewer than three Trustees remaining in office; or
 - (B) if he shall enter into an arrangement with his creditors or become apparently insolvent; or
 - (C) if in Scotland or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a curator bonis or guardian or a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or
 - (D) if he is prohibited by law from being a Trustee or ceases to be a Trustee by virtue of any provision of the Act, or if he is disqualified from acting as a charity trustee in terms of the Charities and Trustee Investment (Scotland) Act 2005; or

- (E) if he shall for more than nine months have been absent without permission of the Trustees from meetings of the Trustees held during that period and the Trustees resolve that his office be vacated; or
- (F) if in the sole opinion of the other Trustees he shall have acted in such a way as would bring the Foundation into disrepute and that in all the circumstances his removal from office is justified to preserve the reputation of the Foundation; or
- (G) if he is removed from office by resolution of the Trustees on the grounds that he 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; or
- (H) if he is removed from office under Article 32.1 or 32.2 of these Articles.

PROCEEDINGS OF THE TRUSTEES

- 35. The Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes, and in the case of an equality of votes the Chairman shall have a second or casting vote. Any vote at a meeting of the Trustees may be cast by email. Any member of the board of Trustees may, and the Secretary (if one is appointed) on the requisition of a Trustee shall, at any time summon a meeting of the Trustees. It shall not be necessary to give notice of a meeting of the board of Trustees to any member thereof for the time being absent from the United Kingdom.
- 36. The quorum necessary for the transaction of the business of the Trustees may be fixed by the Trustees and unless so fixed at any other number shall be not less than four Trustees. A Trustee shall not be counted in the quorum when any decision is made about a matter upon which that Trustee is not entitled to vote. A meeting of the Trustees at which a quorum is present shall be competent to exercise all powers and

discretions for the time being exercisable by the Trustees for as long as a quorum remains present.

37. The continuing Trustees may act notwithstanding any vacancies, but, if and so long as the number of Trustees is reduced below the minimum number fixed by or in accordance with these Articles, the continuing Trustee or Trustees may act for the purpose of filling up such vacancies or of summoning General Meetings of the Foundation, but for no other purpose. If there be no Trustee or Trustees able or willing to act, then any two Members of the Foundation may summon a General Meeting for the purpose of appointing Trustees.
38. The Trustees will elect a Chairman of the board of Trustees and such other office bearers (if any) as they consider appropriate and may at any time revoke such appointment or appointments. A person elected to any office shall automatically cease to hold that office if he ceases to be a Trustee or if he resigns from that office by written notice to that effect. Such Chairman shall be known as the Chairman of the Foundation. If no Chairman of the Foundation shall have been appointed, or if at any meeting the Chairman shall not be present within fifteen minutes after the time appointed for holding the same, the Trustees present may choose one of their number to be Chairman of the meeting.
39. A resolution in writing or in electronic form agreed by a majority of the Trustees entitled to receive notice of a meeting of the Trustees or, as the case may be, of a meeting of a committee of Trustees and to vote upon the resolution shall be as effective as a resolution passed at a meeting of the Trustees or, as the case may be, a committee of the Trustees, duly convened and held, provided that a copy of the resolution is sent to all Trustees eligible to vote and a simple majority of Trustees has signified its agreement in an authenticated document or documents which are received at the Registered Office within 28 days of the circulation date. The resolution may consist of several documents in the like form, to each of which one or more of the Trustees has signified their agreement.
40. The Trustees may delegate any of their powers to a committee consisting of such number of Trustees and/or of such other persons as the Trustees shall at a meeting of Trustees

think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Trustees. Any regulations imposed under this Article may be revoked or altered.

41. The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees; provided that no resolution of any committee shall be effective unless a majority of the members of the committee at the meeting are Trustees or unless such resolution is approved by the Trustees. All proceedings of committees must be reported promptly to the Trustees.
42. All acts done by any meeting of the Trustees or any committee, or by any person acting as a Trustee or as a member of a committee, shall as regards all persons dealing in good faith with the Foundation, notwithstanding that there was some defect in the appointment or continuance in office of any Trustee or member of a committee or person acting as such or that any such member or person was disqualified 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 Trustee or a member of a committee and had been entitled to vote.
43. The Trustees or any committee may agree to invite additional persons to attend their meetings for special purposes or to co-opt additional persons to be *de facto* Members of any committee, but such additional persons shall not have the right to vote. The Trustees or any committee may seek advice from such persons as it or they shall think fit.
44. Any one or more (including without limitation, all) of the Trustees or any committee may participate in a meeting of the Trustees or such committee:-
 - (a) by means of a conference telephone or similar communications equipment or any other suitable electronic means allowing all persons participating in the meeting to communicate with all the other participants; or
 - (b) by a succession of telephone calls to Trustees from the Chairman of the meeting following disclosure to them of all material points; or

- (c) by any other method provided that the Trustees are able to communicate to the others in attendance at the meeting any information or opinions they have on any particular item of the business of the meeting.

Participating by such means shall constitute presence in person at a meeting. In determining whether Trustees are participating in a meeting, it is irrelevant where any Trustee is located during the meeting or how the Trustees communicate with one another. Such meetings shall, at the sole discretion of the Chairman, be deemed to have occurred either (i) at the place where most of the Trustees participating are present or (ii) at the place where the Chairman of the meeting is present.

CONFLICTS OF INTEREST

- 45. A Trustee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Foundation or in any transaction or arrangement entered into by the Foundation which has not previously been declared and must re-declare the nature and extent of any interest (direct or indirect) at a Trustees' or committee meeting at or before the time discussion begins on the matter. After providing any information requested, a Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the Foundation and any personal interest (including but not limited to any personal financial interest).

- 46. (1) If a conflict of interests arises for a Trustee and the conflict is not authorised by virtue of any other provision in these Articles, the unconflicted Trustees, provided they form a quorum and are satisfied that it is in the best interests of the Foundation to do so, may authorise such a conflict of interests where the following conditions apply:
 - (a) Other than providing information, the conflicted Trustee takes no part in deliberations on any arrangement or transaction to which the conflict of interest relates;
 - (b) the conflicted Trustee does not vote on any such matter and is not to be counted

when considering whether a quorum of Trustees is present at the meeting;

- (c) the unconflicted Trustees consider it is in the interests of the Foundation to authorise the conflict of interests in the circumstances applying; and
- (d) the terms of Section 66 of the Charities and Trustee Investment (Scotland) Act 2005 are not thereby contravened.

- (2) For the purposes of this Article, a Trustee shall be deemed to have an interest in an arrangement if there is a direct or indirect benefit of any nature to that Trustee or to a connected person as defined in section 252 of the Act.

47. Subject to Article 48, all acts done by a meeting of Trustees, or by a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by these Articles to vacate office; or
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (d) the vote of that Trustee; and
- (e) that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

48. Article 47 does not permit a Trustee or a connected person to keep any benefit that may be conferred upon him by a resolution of the Trustees or of a committee of Trustees if,

but for Article 47, the resolution would have been void, or if the Trustee has not complied with Article 45.

POWERS OF THE TRUSTEES

49. The business of the Foundation shall be managed by the Trustees who may pay all expenses incurred in promoting and registering the Foundation, and may exercise all such powers of the Foundation as are not, by the Act or by these Articles, required to be exercised by the Foundation in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulation being not inconsistent with the aforesaid provisions as may be prescribed by the Foundation in general meeting; but no regulation made by the Foundation in general meeting shall invalidate any prior act of the Trustees which would have been valid if that regulation had not been made.
50. All cheques, and all receipts for moneys paid to the Foundation, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time by resolution determine.
51. The Trustees shall cause minutes to be made in books provided for the purpose:-
 - (A) of all appointments of officers made by the Trustees;
 - (B) of the names of the Trustees present at each meeting of the Trustees and of any committee of the Trustees or established by the Trustees;
 - (C) of all resolutions and proceedings at all meetings of the Foundation, and of the Trustees and of the committees of or established by the Trustees.

SECRETARY

52. If it is desired that a Secretary shall be appointed by the Trustees, the Secretary shall be so appointed for such term, at such remuneration and upon such conditions as they may think fit.

53. Any Secretary appointed may be removed by the Trustees.

THE SEAL

54. The Foundation shall not have a seal.

ACCOUNTS

55. Accounting records sufficient to show and explain the Foundation's transactions and otherwise complying with the Act shall be kept at the Registered Office, or at such other place within Scotland as the Trustees think fit, and shall at all times be open to inspection by the Trustees. Subject as aforesaid no Member of the Foundation or other person shall have any right of inspecting any account or book or document of the Foundation except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the Trustees.

AUDIT/INDEPENDENT EXAMINATION

56. Auditors or Independent Examiners, as appropriate, shall be appointed and their duties regulated in accordance with the provisions of the Act and of the Charities and Trustee Investment (Scotland) Act 2005.

NOTICES

57. Any notice or document may be served by the Foundation on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at the registered address as appearing in the Register of Members or to such other address as he may supply to the Foundation for the giving of notices to him, , or may be sent by email to such Member, or may be sent or supplied in any way in which the Act provides for documents or information to be sent or supplied by the Foundation including publication on the Foundation's website in accordance with Section 309 of the Act, and any notice so served by post or by email or otherwise in accordance with the Act shall be deemed to have been duly served notwithstanding that such Member be then

dead or bankrupt and whether or not the Foundation have notice of his death or bankruptcy.

58. A Member whose address in the Register of Members is outside the United Kingdom and who has not supplied to the Foundation either an address for service within the United Kingdom or an email address, shall not be entitled to receive any notice from the Foundation.
59. Any notice or document served shall be deemed to have been served:-
- (a) at the expiration of 24 hours (or, where second class mail is employed, 48 hours) after the letter containing the same is posted, and in proving such service it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted;
 - (b) at the expiration of 24 hours after being sent by email or posted on the Foundation's website or delivered by hand to the relevant address, and in proving service of an email it shall be sufficient to show that the email containing the same was properly addressed and sent;
 - (c) immediately on being handed to the recipient personally; or
 - (d) if earlier, as soon as the recipient acknowledges receipt.

In calculating a period of hours for the purposes of this clause, no account shall be taken of any part of a day that is not a working day. Where an individual is both a Trustee and Member of the Foundation, any notice so served shall be deemed to have been duly served on him as both Trustee and Member of the Foundation as required by the Act.

60. Subject to these Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

INDEMNITY

61. Subject to the provisions of the Act and of these Articles, a Trustee, Auditor, Independent Examiner, Secretary or other officer of the Foundation shall be entitled to

be indemnified by the Foundation against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

LIABILITY OF MEMBERS

62. The liability of the Members is limited.

63. Every Member of the Foundation undertakes to contribute to the assets of the Foundation in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Foundation contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of contributories themselves, such amount as may be required, not exceeding £1.

WIND UP OR DISSOLUTION

64. If upon the winding up or dissolution of the Foundation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Foundation (except to a Member that is itself a charity), but shall be given or transferred to some other charitable institution or institutions having objects similar to the Foundation and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Foundation under or by virtue of Article 5 hereof such institution or institutions to be determined by the Members of the Foundation at or before the time of the dissolution, and if and so far as effect cannot be given to the foregoing provisions, then to some charitable object.