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ARTICLES of ASSOCIATION
of
JUBILEE SCOTLAND

2006

ANDERSON STRATHERN
SOLICITORS
1 Rutland Court
Edinburgh
EH3 8EY



**THE COMPANIES ACT 1985 to 1989
A ORGANISATION LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
JUBILEE SCOTLAND**

Interpretation

1. In these regulations:

"the Act" means the Companies Act 1985 as amended by the Companies Act 1989 including any statutory modification or re-enactment thereof for the time being in force.

"the Articles" means the articles of the Organisation

"Campaign Co-ordinating Group ("CCG") means a delegated committee consisting of one or more Directors in terms of Article 93.

"clear days" in relation to the period of a notice means 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.

"executed" includes any mode of execution.

"office" means the registered office of the Organisation.

"Organisation" means Jubilee Scotland.

"secretary" means the secretary of the Organisation or any other person appointed to perform the duties of the secretary of the Organisation, including a joint assistant or deputy secretary.

"The United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Organisation.

Members

2. The subscribers to the memorandum of association of the Organisation and such other organisations as are admitted to membership in accordance with the articles shall be members of the Organisation. There shall be no limit to the number of Members registered with the Organisation.
3. There shall be one class of membership, namely, affiliated membership for organisations (whether incorporated or unincorporated) who support the objects of the Organisation and are admitted to membership in accordance with the articles.

An organisation applying for membership and for so long as it remains a member shall nominate in writing a person to act as its representative in applying for membership and in exercising the rights of membership on its behalf, with full power to such organisation at any time to recall the nomination and nominate a new representative. Such nominations may also provide for an alternative nominee to represent the organisation when the primary nominee is not available. Each nominated representative of an affiliated member shall each have one vote at General Meetings.

Application for Membership

4. Any organisation (other than the subscribers to the memorandum of association of the Organisation) who wish to become a member shall lodge with the Organisation a written application for membership (in such form as the directors require), signed by or on behalf of the applicant.
5. An organisation applying for admission as a member shall lodge such evidence in support of the application as the directors require.

6. Each application for membership shall be considered by the directors at the first meeting of the directors which is held after receipt by the Organisation of the written application (and, if appropriate, supporting evidence) required under the preceding two articles.
7. The directors have the power to refuse an application for membership if it is believed that the organisation does not subscribe to the aims of the Organisation. In the event of the application being refused by the directors, the applicant shall have the right to appear before the directors and the right to appeal to a general meeting.
8. The directors shall notify each applicant in writing of their decision as to whether or not to admit them to membership within seven days after the meeting at which the application is considered. Upon payment by the applicant of the annual subscription, the name of such applicant shall be entered into the books of the Organisation, and upon such entry such applicant shall become an affiliated member.
9. The annual subscription shall be such as may from time to time be determined by the CCG and ratified at the Annual General Meeting. Such determination may further provide for differential rates of annual subscription.

Cessation of Membership

10. A member of the Organisation shall cease to be a member of the Organisation:-
 - 10.1 If the nominated representative of an affiliated body gives at least 21 clear days written notice of their resignation to the Secretary;
 - 10.2 If they become bankrupt or make any arrangement or composition with their creditors;
 - 10.3 If any member shall have failed to pay their annual subscription six months after the date on which the same shall have fallen due for payment, but such that may thereafter be reinstated at the discretion of the directors on payment of all areas of subscription.

- 10.4 If the directors shall resolve to terminate the membership of any affiliated organisation whose continued membership is not in the opinion of the directors conducive to the best interests of the Organisation, but subject to the right of such member to appear before the directors and the right to appeal to a general meeting.
11. No right or privilege of any member shall be in any way transferable, but all such rights and privileges shall cease upon the member ceasing to be such, whether by resignation or otherwise.

General Meetings

12. All general meetings other than annual general meetings shall be called extraordinary general meetings.
13. An extraordinary general meeting shall be convened by the directors on requisition by members (under section 368 of the Act) or on requisition by a resigning auditor (under section 392A(2) of the Act)
14. Subject to the preceding article and to the requirements under section 366 of the Act as to the holding of annual general meetings, the directors may convene general meetings whenever they think fit.

Notice of General Meetings

15. An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice shall be called by at least twenty-one clear days' notice; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.
16. A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.

17. A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
18. Notice of every general meeting shall be given to all the members and directors and to the auditors.
19. 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

20. No business shall be transacted at any meeting unless a quorum is present; five persons being nominated representatives of affiliated members in terms of article 3 hereof entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall be a quorum.
21. If the quorum required under the preceding article 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.
22. The chairman (or, in his or her absence, the vice-chairman) shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if neither the chairman nor the vice-chairman is present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson or, if there is only one director present and willing to act, he or she shall be chairperson.
23. If no director willing to act as chairperson is present within half an hour after the time appointed for holding the meeting, the members present shall elect one of their number to be chairperson.
24. A director shall, notwithstanding that he or she is not a member, be entitled to attend and speak at any general meeting.

25. 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.
26. 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.
27. 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.
28. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by the chairperson or by at least two members having the right to vote at the meeting and a demand by a person as proxy for a member shall be deemed to be a demand by such member.
29. Unless a poll is demanded in accordance with the preceding article, a declaration by the chairperson 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 minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
30. The demand for a poll may before the poll is taken, be withdrawn but only with the consent of the chairperson; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn.
31. If a poll is demanded in accordance with article 32, it shall be taken at once by means of a secret ballot of all the persons present and entitled to vote (whether as members or as proxies for members) conducted in such manner as the chairperson may direct; the result of such poll shall be declared at the meeting at which the poll was demanded.

32. A resolution in writing signed by all the members shall be as effectual as if it had been passed at a general meeting duly convened and held; it may consist of several documents in the same form each signed by one or more members.

Votes of Members

33. Every member shall have one vote which may be given either personally by the nominated representative of an affiliated member or (whether on a show of hands or on a poll) by proxy.
34. A member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting) shall lodge with the Organisation at the 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 on their behalf by an authorised signatory; 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.
35. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
36. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed them to speak at the meeting and need not be a member of the Organisation.
37. A vote given, or poll demanded, by proxy 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 Organisation at the office before the commencement of the meeting or adjourned meeting at which the vote was given or the poll demanded.
38. 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 they may have.

39. 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.

Maximum and Minimum Number of Directors

40. The maximum number of directors (other than alternate directors) shall (unless otherwise determined by special resolution) be twenty four and (unless otherwise determined by special resolution) the minimum number of directors shall be twelve.

Appointment, Retiral, Re-appointment of Directors

41. Any member who wishes to be considered for appointment as a director at an annual general meeting shall lodge with the Organisation a written notice of their willingness to be appointed (in such form as the directors require), signed by the member, at any time up to commencement of the annual general meeting.
42. At an annual general meeting the Organisation may by ordinary resolution appoint as a director any member in respect of whom a written notice of willingness to accept such an appointment has been received in compliance with the preceding article.
43. The directors may at any time appoint any member (providing he, she or they are willing to act), to be a director either to fill a vacancy howsoever and whensoever arising or as an additional director.
44. At the first annual general meeting all the directors shall retire from office. At each annual general meeting (other than the first):
- (a) all directors who have been appointed by the directors since the date of the last annual general meeting shall retire from office and
 - (b) out of the remaining directors one quarter shall retire from office.

45. The directors to retire under paragraph (b) of article 48 shall be those who have been longest in office since they were last appointed or re-appointed; the question of who is to retire as between directors appointed or re-appointed on the same date shall be determined by lot.
46. The Organisation may at any annual general meeting by ordinary resolution re-appoint any director who retires from office at the meeting under articles 47 or 48 (providing he or she is willing to act); if any such director is not re-appointed, he or she shall retain office until the meeting appoints someone in his or her place or, if it does not do so, until the end of the meeting.

Disqualification and Removal of Directors

47. A director shall vacate office if:
- (a) 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;
 - (b) he or she becomes bankrupt or apparently insolvent;
 - (c) they become 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;
 - (d) he or she becomes an employee of the Organisation;
 - (e) he or she ceases to be a member of the Organisation;
 - (f) he or she resigns office by notice to the Organisation; or
 - (g) he or she is absent (without permission of the directors) from more than three successive meetings of directors held in any period of six months or more and the directors resolve to remove him or her from office.

Appointments to Executive Office

48. Directors shall be appointed to hold the offices of chairman and such other executive offices as the directors may consider appropriate; each such office shall be held, subject to article 51, until the conclusion of the annual general meeting which next follows appointment.
49. The appointments to executive office under the preceding article shall, subject to article 52, be made at a meeting of directors held as soon as reasonably practicable after the incorporation of the Organisation and thereafter at a meeting of directors held immediately after each annual general meeting.
50. A director whose period of executive office expires under article 48 may be re-appointed to such office (providing he or she is willing to act)
51. The appointment of any director to executive office shall terminate if he or she ceases to be a director or if he or she resigns from such executive office by notice to the Organisation.
52. If the appointment of any director to executive office 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 or her place; a director so appointed shall (subject to article 51) hold such executive office until the conclusion of the first annual general meeting which follows such appointment.

Directors' Interests

53. Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he or she has disclosed to the directors the nature and extent of any material interest of his or hers, a director notwithstanding his or her office:
 - (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Organisation or in which the Organisation is otherwise interested

- (b) may be a director or other officer of, or employed by or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Organisation or in which the Organisation is otherwise interested and
- (c) shall not, by reason of his or her office, be accountable to the Organisation for any benefit which he or she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

54. For the purposes of the preceding article:

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of his or hers.

Directors' Remuneration and Expenses

- 55. No director 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 Organisation.
- 56. 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 meetings of general committees (as defined in article 95) or otherwise in connection with the discharge of their duties.

Powers of Directors

57. Subject to the provisions of the Act, the memorandum of association and the articles and to any directions given by special resolution, the business of the Organisation shall be managed by the directors who may exercise all the powers of the Organisation.
58. No alteration of the memorandum of association or 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.
59. The powers conferred by article 58 shall not be limited by any special power conferred on the directors by the articles.
60. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
61. The directors may by power of attorney or otherwise, appoint any person to be the agent of the Organisation for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of his or her powers.

Proceedings of Directors

62. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit.
63. Any director may call a meeting of the directors or request the Secretary to call a meeting of the directors.
64. No notice of a meeting of directors need be given to a director who is absent from the United Kingdom.

65. Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.
66. A director who is also an alternate director shall be entitled in the absence of his or her appointor to a separate vote on behalf of his or her appointor in addition to his or her own vote.
67. The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed at any other number, shall be five; a person (other than a director) acting as alternate director shall, if his or her appointor is not present, be counted in the quorum.
68. 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 or she may act only for the purpose of filling vacancies or of calling a general meeting.
69. Unless he or she is unwilling to do so, the convenor shall preside as chairperson at every meeting of directors at which he or she is present.
70. If the chairman is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the vice-chairman shall act as chairperson; if the vice-chairman is not willing to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
71. 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.

72. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held; it may consist of several documents in the same form each signed by one or more directors.
73. A resolution signed by an alternate director need not also be signed by his or her appointor; a resolution signed by a director who has appointed an alternate director need not be signed by the alternate director in that capacity.
74. Except as otherwise provided by the articles, 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 or she has, directly or indirectly an interest or duty which is material and which conflicts or may conflict with the interests of the Organisation unless the interest or duty arises only because the case falls within either or both of the following paragraphs:
- (a) the resolution relates to the giving to the director of a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by the director for the benefit of, the Organisation or any of its subsidiaries
 - (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Organisation or any of its subsidiaries for which the director has assumed responsibility in whole or part (and whether alone or jointly with others) under a guarantee or indemnity or by the giving of security.
75. For the purposes of the preceding article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the Organisation), connected with a director shall be treated as an interest of the director, an interest of the appointor of an alternate director shall be treated as an interest of the alternate director.
76. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.

77. The Organisation may by special resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a director from voting at a meeting of the directors or at a meeting of a committee of directors.
78. Where proposals are under consideration concerning the appointment of two or more directors to executive offices with the Organisation the proposals may be divided and considered in relation to each director separately; provided he or she is not for another reason precluded from voting, each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment.
79. 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; the chairperson's ruling in relation to any director other than himself or herself shall be final and conclusive.
80. The directors may invite or allow any person to attend and speak, but not to vote, at any meeting or meetings of the directors or of any committee of the directors.

Alternate Directors

81. A director (other than an alternate director) may, if so permitted by resolution of the directors, appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him or her.
82. An alternate director shall, subject to the following article, be entitled to be given notice of all meetings of directors and of all meetings of committees of directors and meetings of general committees of which his or her appointor is a member, to attend and vote at any such meeting at which the director appointing him or her is not personally present and generally to perform all the functions of the appointor as a director in his or her absence.

83. No notice of a meeting of directors, a meeting of a committee of directors or a meeting of a general committee need be given to an alternate director who is absent from the United Kingdom.
84. An alternate director shall not be entitled to receive any remuneration from the Organisation for his or her services as an alternate director.
85. An alternate director shall, subject to the following article, cease to be an alternate director if his or her appointor ceases to be a director.
86. If a director retires (by rotation or otherwise) but is re-appointed at the meeting at which he or she retires, any appointment of an alternate director made by him or her which was in force immediately prior to retirement shall continue after his or her re-appointment.
87. An appointment or removal of an alternate director may be effected by notice given to the Organisation at the office signed by the director making or revoking the appointment or may be effected in any other manner approved by the directors.
88. An alternate director shall alone be responsible for his or her own acts and defaults; an alternate director shall not be deemed to be the agent of the director appointing him or her.
89. References in the articles to directors shall, unless the context otherwise requires, be construed as including alternate directors.

Delegation to Committees of Directors and Holders of Executive Office

90. The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the convener of such committee or any director holding any other executive office such of their powers as they consider desirable to be exercised by him or her.
91. 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.

92. 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.

93. **Delegation to the Campaign Co-ordinating Group**

- (a) The CCG shall consist of eighteen affiliated members whose nominated representative is a director, of whom no more than twelve shall be incorporated organisations and up to six further co-optees who do not need to be members of the Organisation.
- (b) Each year they shall from within their number elect by a show of hands at their first meeting, which shall be not more than four weeks from the Annual General Meeting, a convenor, two vice convenors, an honorary treasurer and honorary secretary. The CCG may at any time remove any office bearer from that office and make all necessary appointments to fill any vacancy howsoever and wheresoever arising. A director shall be eligible to hold office as an office bearer.
- (c) Officebearers of the CCG shall hold office for the period of one year, and shall be eligible for re-election annually.
- (d) The CCG shall meet at least three times a year.

In addition to any powers which may be delegated in accordance with Articles 90 to 92 the CCG shall be responsible for carrying out the objectives of the Organisation and shall have the following powers:

- (i) to appoint and employ a campaign co-ordinator;
- (ii) to co-opt advisers and set up and supervise smaller working parties as may be required;
- (iii) to be responsible for all employees of the Organisation, providing support where appropriate;

- (iv) to prepare a report summarising its progress to the AGM;
- (v) to work with any association, unincorporated or other incorporated body having objects altogether or in part similar to those of the Organisation, together with the wider public, through the affiliated members and by issuing newsletters.
- (vi) to authorise the production of any publication or publicity material which is in accordance with the objectives of the Organisation; and
- (vii) to authorise any other action which is in accordance with the objectives of the Organisation, subject to the provisions of Article 100 (a) and (b).

94. Delegation to the Office-bearers Group

- (a) The Office-bearers Group shall consist of no more than five affiliated Members, and shall meet as often as may be required.
- (b) In addition to any powers which may be delegated in accordance with Articles 90 to 92 the Office-bearers Group shall guide the Organisation's affairs between CCG meetings.

Delegation to General Committees

- 95. For the purposes of the articles, "general committee" including the CCG or the Office-bearers Group means a committee appointed by the directors whose constitution complies with article 97.
- 96. The directors may subject to articles 99, 100 and 101, delegate to any general committee all such powers as the directors may think fit; any such delegation shall be made collaterally with, and not to the exclusion of, the directors' powers and may be revoked or altered.
- 97. The members of a general committee shall include at least one director who shall act as Convener and a majority of the other members of the committee shall be members of the Organisation; the remaining members of the committee need not be members of the Organisation.
- 98. The director included among the members of a general 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 convener of the committee.

99. Each general committee shall regulate its proceedings in accordance with the directions issued by the directors and shall give effect to any instruction or decision on matters of principle issued or made by the directors.
100. Unless otherwise determined by special resolution, the following matters shall be excluded from delegation to any general committee
 - (a) any matter involving expenditure not in accordance with the financial regulations of the Organisation;
 - (b) any capital building project.
101. All contracts with third parties in connection with the discharge of the functions of a general committee shall be entered into by the convener of the committee or, in their absence, by some other director of the Organisation; no member of a general committee (other than a director) shall contract, or hold himself or herself out as contracting, on behalf of the Organisation.
102. All acts done by a general 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.
103. A resolution in writing signed by all the members of a general committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held; it may consist of several documents in the same form each signed by one or more members of the committee.
104. A resolution signed by an alternate director appointed by a director who is a member of a general committee need not also be signed by his or her appointor; a resolution signed by a member of a general committee who has appointed an alternate director need not be signed by the alternate director in that capacity.

Secretary

105. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

106. The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors, meetings of committees of directors and meetings of general committees; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present.

Accounts

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

Notices

108. Any notice to be given in pursuance of these articles shall be in writing; the Organisation may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his or her registered address or by leaving it at that address.
109. 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.
110. A member present at any meeting of the Organisation shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

Winding-Up

111. If the Organisation is wound up, the liquidator shall transfer the assets of the Organisation to an appropriate body in accordance with the provisions of the memorandum of association.

Indemnity

112. 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 Organisation shall be indemnified out of the assets of the Organisation 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 his or her 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 Organisation.

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