

The Companies Acts

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

**ARTICLES OF ASSOCIATION
OF
THE TWEED FOUNDATION NO. SC366380
(Adopted by Special Resolutions dated 19th May 2025)**

INTERPRETATION

1. In these Articles and the Memorandum: -

"the Act"	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force.
"AGM"	means an annual general meeting of the Company.
"Articles"	mean these Articles of Association of the Company.
"Board"	means the board of Directors of the Company, pursuant to the provisions of Article 30.
"Chairman"	means the individual elected pursuant to Article 55 to be chairman of the Board.
"Charitable Purpose"	means a charitable purpose recognised by law to be charitable under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and which is also regarded as a charitable purpose in relation to the application of the Income and Corporate Taxes Act 1988 and any act amending or replacing the same.
"charitable trust",	"charitable company", "charitable association", "charitable institution" and "charity" mean a body on the Scottish Charity Register or the register of the Charity Commission in England and Wales and which is also regarded as a charity in relation to the application of the Income and Corporate Taxes Act 1988 and any act amending or replacing the same.

"Company"	means the above-named company.
"Clear days"	mean, in relation to the period of notice, the period excluding the day when the notice is given, and the day for which it is given or on which it is to take effect.
"Director"	means a director of the Company for the purposes of the Act or member of the Board.
"Member"	means any individual admitted to membership of the Company and who is entitled to vote at general meetings.
"Memorandum"	means the Memorandum of Association of the Company.
"Office of the Scottish Charity Regulator"	means the regulator for Charities in Scotland.
"Seal"	means the common seal of the Company if it has one.
"Secretary"	means the company secretary of the Company or any such other person appointed to perform the duties of the company secretary of the Company.
"United Kingdom"	means Great Britain and Northern Ireland.

Words importing the singular number only shall include the plural number and vice versa. Words importing the one gender shall include all genders and words importing persons shall include corporations.

Subject to the preceding provisions of this Article and unless the context requires otherwise, words or expressions defined in the Act (but excluding any statutory modification thereof not in force on the date on which these Articles become binding on the Company) shall bear the same meaning in the Articles.

MEMBERSHIP OF THE COMPANY

2. The maximum number of Members with which the Company proposes to be registered is 15.
3. The subscribers to the Memorandum and such other persons and organisations as are admitted to membership in accordance herewith shall be Members of the Company.

4. The elected Directors become Members upon election. Their membership expires when they cease to be Directors.
5. The Board may at its discretion levy subscriptions on all or any categories of membership at such rates as it shall determine and may levy subscriptions at different rates for different members of the category.
6. The Directors must keep a register of names and addresses of the Members.
7. Membership of a Member shall not be transferable, and a Member shall cease to be a Member if he or she:
 - (1) Dies or, if it is an organisation, ceases to exist;
 - (2) If by notice in writing to the Secretary, the Member resigns;
 - (3) If the Member concerned is removed from membership by a resolution of the Board on the grounds that, in their opinion, the Member's continued membership is harmful to the Company. A resolution to remove a Member from membership may only be passed if: -
 - (a) The Member has been given at least 21 days' notice in writing of the meeting of Directors at which the resolution will be proposed and the reasons why it is to be proposed; and
 - (b) The matter is considered in the light of any written representations that the Member submits within 14 clear days after receiving notice.

PATRON

8. The Board may at its discretion appoint any person to be a Patron of the Company (and remove any Patron) on such terms as they shall think fit.
9. A Patron shall have the right to attend and speak (but not vote) at any general meeting of the Company and to be given notice of general meetings as if a Member and shall also have the right to receive accounts of the Company when available to Members.

GENERAL MEETINGS

10. The first AGM of the Company shall be held at such time not being more than 18 months after the incorporation of the Company and at such place as the Board shall determine.
11. Subject to Article 10, the Company shall in each year hold an AGM in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one AGM of the Company and that of the next. AGMs shall be held at such times and places as the Board shall determine.
12. The Board or any Director may call a general meeting at any time.

NOTICE OF GENERAL MEETINGS

13. A general meeting called for the passing of a special resolution shall be called by giving not less than 21 clear days' notice. All other general meetings shall be called by giving not less than 14 clear days' notice. A general meeting may be called by shorter notice if it is so agreed: -
- (1) In the case of an AGM by all the Members entitled to attend and vote at the meeting; and
 - (2) In the case of a general meeting by a majority in number of the Members entitled to attend and vote at the meeting who together hold not less than 90 per cent of the total voting rights.
14. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an AGM, shall specify the meeting as such. The notice shall be given to all Members, Directors, any Patron and the Auditors. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and article 25 of these articles.

PROCEEDINGS AT GENERAL MEETINGS

15. No business shall be transacted at any general meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted shall constitute a quorum.
16. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a 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 time and place as the Board shall determine.
17. The Chairman or *in* his absence some other Director nominated by the Board shall preside as Chairman of the meeting, but if neither the Chairman nor such Director be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman.
18. The Chairman 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, 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. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
19. A resolution put to the vote of a meeting shall be decided by a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded by: -
- (1) The Chairman.
 - (2) At least two members having the right to vote at the meeting.

20. Unless a poll is duly demanded a declaration by the Chairman (or by the chairman of the meeting if the Chairman is not present) 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.
21. The demand for a poll may be withdrawn before a poll is taken, but only with the consent of the Chairman (or the chairman of the meeting if the Chairman is not present). The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand was made.
22. A poll shall be taken as the Chairman (or the chairman of the meeting if the Chairman is not present) directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
23. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs (or the chairman of the meeting if the Chairman is not present). The demand for a poll shall not prevent continuance of the meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the results of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
24. Subject to the provisions of the Act, a resolution signed by all the Members for the time being entitled to receive notice of and to attend and vote at any general meetings shall be as valid and effective as if the same had been passed at a meeting of the Company convened and held.

PROXIES: APPOINTMENT AND VOTING

25. (1) Any Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a General Meeting of the Company.
- (2) The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

"The Tweed Foundation

I/We,, of, being a member/members of the above-named charity, hereby appoint, of, or failing him/her,, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on, 20....., and at any adjournment thereof.

Signed on, 20.....".

- (3) Where it is desired to afford Members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve) -

"I/We,,of, being a member/members of the above-named charity, hereby appoint, of, or failing him/her,, of, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on, 20....., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he/she thinks fit or abstain from voting.

Signed on, 20".

- (4) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the directors) may be lodged with the Company as follows:
- (a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -
 - (i) in the notice convening the meeting; or
 - (ii) in any instrument of proxy sent out by the Company in relation to the meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the secretary or to any director.
 - (e) An appointment of proxy which is not deposited, delivered or received in a manner described in sub-clauses 25 (4) shall be invalid.
- (5) A vote given or poll demanded by proxy or by the duly authorised representative of a Member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the Company at:
- (a) its registered office, or
 - (b) at such other place at which the instrument of proxy was duly deposited, or
 - (c) (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received

before the commencement of the meeting or adjourned meeting at which the vote is given, or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

WRITTEN RESOLUTIONS

26. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible Member and a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more Members have signified their agreement. In the case of a Member that is an organisation, its authorised representative may signify its agreement.

VOTES OF MEMBERS

27. Every Member, whether an individual or an organisation shall have one vote.
28. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
29.
 - (1) Any organisation that is a Member of the Company may nominate any person to act as its representative at any meeting of the Company.
 - (2) The organisation must give written notice to the Company of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company. The nominee may continue to represent the organisation until written notice to the contrary is received by the Company.
 - (3) Any notice given to the Company will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the nominee has been properly appointed by the organisation.

THE BOARD

30.
 - (1) The Board when complete shall consist of not less than 3 and (unless otherwise determined by ordinary resolution) not more than 15 Directors comprising individuals who may be appointed or re-appointed as a Director pursuant to the provisions of Articles 37, 38, 39, 40 and 41.
 - (2) The first Directors shall be those persons notified to Companies House as the first Directors of the Company.
 - (3) A Director shall not be permitted to appoint an alternate Director or anyone to act on his own behalf at meetings of the Board.

POWERS OF THE BOARD

31. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by any Special Resolution, the business of the Company shall be managed by the Board who may exercise all the powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and are not by statute or by these presents required to be exercised by the Company in general meeting. No alteration to the Memorandum or the Articles and no such direction shall invalidate any prior act of the Board that would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
32. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they may determine.

33. The Board shall have the power from time to time to make such regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and the affairs thereof and as to any of the matters or things within the power or under the control of the Board provided that the same shall not be inconsistent with the Articles.
34. The Board and the Company in general meeting shall have the power to repeal or alter or add to any regulations.

APPOINTMENT AND RETIREMENT OF DIRECTORS

35. At the AGM of the Company one-third of Directors or, if their number is not a multiple of three then the nearest to one- third, must retire by rotation.
36. The Directors to retire by rotation shall be those who have been longest in office since their last appointment. As between those Directors who became or were appointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
37. No person shall be appointed or re-appointed a Director: -
 - (1) Unless he has attained the age of 16 years; and
 - (2) In circumstances such that, had he already been a Director, he would have been disqualified from acting under the provisions of Article 37; and
 - (3) Unless he is recommended by the Board.
38. All Members who are entitled to receive notice of a general meeting must be given not less than 7 nor more than 28 clear days' notice of any resolution to be put to the meeting to appoint or re-appoint any person as a Director other than a Director who is to retire by rotation.
39. Subject as aforesaid, the Company may from time to time in general meeting increase or decrease the number of Directors and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.
40. The Board may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following AGM and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.
41. A Director who retires at an AGM is eligible for re-appointment and, if willing to act, may be re-appointed. A Director who retires and is not re-appointed at such AGM shall vacate office at the conclusion of that meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

42. A Director shall cease to hold office if he: -
- (1) Ceases to be a Director by virtue of any provision in the Act, or is disqualified from acting as a Director by virtue of the Charities and Trustee Investment (Scotland) Act 2005 (or any statutory re-enactment or modification of the same) or is otherwise prohibited by law from being a Director; or
 - (2) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
 - (3) Resigns his office by notice to the Company (but only if at least three Directors will remain in office when the notice is to take effect); or
 - (4) Ceases to be a Member; or
 - (5) Is absent without permission of the Board from the majority of their meetings held within a period of one year and the Board resolves that his office be vacated.

PROCEEDINGS OF THE BOARD

43. Subject to the provisions of the Articles, the Board may meet together for the dispatch of business, adjourn and otherwise regulate their proceedings as they think fit. Any Director may and the Secretary at the request of any Director shall call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of equality, the Chairman shall have a second or casting vote.
44. The quorum for transacting the business of the Board may be fixed by the Board but shall not be less than 3 at the time the decision is made. A Director shall not be counted in the quorum present in relation to a resolution on which he is not entitled to vote.
45. The Board may act notwithstanding any vacancies but, if the number of Directors is less than the number fixed as the quorum, the continuing Director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
46. The Chairman shall act as the chairman of the meeting of the Board. Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Board at which he is present. If the Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present shall appoint one of their number to be chairman of the meeting. Where the Chairman is ineligible to vote on any matter, the Directors shall appoint one of their number who is eligible to vote thereon to be the chairman for such matter.
47. The Board may delegate any of its powers or the implementation of any of its resolutions to any committee provided that: -
- (1) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number).

- (2) The composition of any such committee shall be entirely at the discretion of the Board and may comprise such of their number (if any) as the resolution may specify.
 - (3) The deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary.
 - (4) All delegations under this Article shall be revocable at any time.
 - (5) The Board may make such regulations and impose such terms and conditions and give such mandates to any such committee as it may from time to time think fit.
 - (6) For the avoidance of doubt, the Board may delegate all financial matters to any committee and shall be empowered to resolve upon the operation of any bank account according to such mandate as it shall think fit from time to time.
 - (7) The provisions of the Act as to disclosure of interests of Directors shall apply to any person serving on any committee of the Directors in the same way as they apply to a Director.
48. All acts done by a meeting of the Board, or a committee shall, notwithstanding that it be afterwards discovered that there was defect in the appointment of any Director or member of the committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every person had been duly appointed and was qualified and had continued to be a Director or a member of the committee (as the case may be) and had been entitled to vote.
49. A resolution in writing, signed by all the Directors for the time being or any committee shall be as valid and effective as if it had been passed at a meeting of the Board or (as the case may be) such committee duly convened and held.
50. Directors and members of committees may participate in or hold a meeting of the Board or any committee (as the case may be) by means of conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Board or committee (as the case may be) duly convened and held with such persons physically present.
51. Save as otherwise provided by the Articles, a Director shall: -
- (1) When requested by the remaining Directors present immediately withdraw from any discussion concerning a matter in which he has, directly or indirectly, an interest or duty which conflicts or may conflict with the interests of the Company.

- (2) Not vote at a meeting of Directors or a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which conflicts or may conflict with the interests of the Company, unless (not having been requested to withdraw from the meeting) his interest or duty arises only because: -
- (a) The resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company or (if any) its subsidiaries.
 - (b) The resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation by the Company or (if any) its subsidiaries for which the Director has assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.
 - (c) His interest arises by virtue of being a Director (or, in the case of a company limited by guarantee, a director) of another organisation having charitable objects.

DIRECTORS' INTERESTS

52. A Director who is in any way, whether directly or indirectly, interested in a transaction or arrangement with the Company shall, at a meeting of Directors (or of a committee of Directors), declare in accordance with the Act the nature and extent of his interest. For the purposes hereof: -
- (1) A general notice given to the Company that the 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.
 - (2) An interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.
 - (3) An interest of a person who is connected with a Director shall be treated as an interest of the Director.
 - (4) Disclosure to those Directors who participate in the decision on the transaction or arrangement shall, provided it is duly recorded in the minutes recording the transaction or arrangement, be deemed a disclosure to all Directors.
53. Subject to the provisions of the Act and provided he has disclosed to the Directors the nature and extent of any interest of his in (and the Director is not precluded by Clause 5 of the Memorandum from benefiting from) the transaction or arrangement a Director notwithstanding his office:-

- (1) May be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested.
- (2) May act by himself or as a partner in a professional capacity for the Company (otherwise than as auditor) and he and/or his partner shall be entitled to remuneration for professional service as if he were not a Director PROVIDED that at no time shall a majority of the Directors benefit under this Article and that a Director shall withdraw from any meeting at which his appointment or remuneration is under discussion.
- (3) Shall not by reason of his office, be accountable to the Company for any benefit which he derives from any such transaction or arrangement, or services and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit.

Except to the extent permitted by clause 5 of the Memorandum, no Director shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a Director in any contract to which the Company is a party.

ADVISORY COUNCIL

54. The Board may establish an Advisory Council and shall determine, by resolution or resolutions made from time to time, the composition and terms of reference of and the procedures applicable to the conduct of business by the Advisory Council.

OFFICERS

55. Subject to the provisions of the Act and to clause 5 of the Memorandum: -
 - (1) The Directors may appoint a Director of the Board to act as Chairman.
 - (2) The directors may terminate the Chairman's appointment at any time.
 - (3) If the Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.
 - (4) The Board may appoint such other officers or servants as they shall see fit.
 - (5) The Board may appoint one or more of the Directors to any executive office under the Company and any such appointment or engagement may be made for the purpose of discharging such duties and upon such terms as the Board determines and the Board may dismiss any officer so appointed.
56. Any appointment of a Director to an executive office shall automatically terminate if he ceases to be a Director.

MINUTES

57. The Board shall keep minutes in books kept for the purpose: -
- (1) Of all appointments of officers made by the Board.
 - (2) Of all proceedings at meetings of the Company and of the Board and of committees and sub-committees of the Board including the names of those present at each such meeting.

THE SEAL

58. The Seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by any two Directors or a Director and the Secretary.

BANK ACCOUNTS

59. Any bank account in which any part of the assets of the Company is deposited shall indicate the name of the Company.

ACCOUNTS

60. The Directors must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view in accordance with normal accounting practice and applicable Statements of Recommended Practice from time to time applying.
61. The Directors must keep accounting records as required by the Act.

ANNUAL REPORT AND ANNUAL RETURN

62. The Directors shall comply with their obligations under the Charities and Trustee Investment (Scotland) Act 2005 (or any statutory re-enactment or modification thereof) with regard to the preparation of an annual report and an annual return and their transmission to the Office of the Scottish Charity Regulator.
63. The Directors must notify the Office of the Scottish Charity Regulator promptly of any changes to the Company's entry on the Scottish Charity Register.

NOTICES

64. Any notice to be given to or by any person pursuant to the Articles:
- (1) must be in writing; or
 - (2) must be given using electronic communications.

65. (1) The Company may give any notice to a Member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the Member at his/her registered address; or
 - (c) by leaving it at the address of the Member; or
 - (d) by giving it using electronic communications to the Member's address.
- (2) A Member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company.
66. A Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called.
67. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (3) A notice shall be deemed as given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.
68. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive notice shall not invalidate the proceedings of that meeting.

INDEMNITY

69. The Company may indemnify any Director, Auditor, Reporting Accountant, or other officer of the Company against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006, including any statutory modification or re-enactment thereof for the time being in force.
70. The Board shall have the power to resolve pursuant to clause 4 (P) of the Memorandum to effect indemnity insurance notwithstanding their interest in such policy.

WINDING-UP

71. The provisions of clauses 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.