

**MEMORANDUM & ARTICLES of ASSOCIATION**  
of  
**Clan Donnachaidh Society**  
Incorporated on 3rd May 2004

**THE COMPANIES ACTS 1985 -1989**

Company limited by guarantee and not having a share capital

The Memorandum of Association sets out the Objects of the Company and the Powers conferred upon it to enable it to achieve its Objects, confirms the limit of liability upon its Members and explains what is to happen to any surplus assets upon its dissolution.

1. The name of the company is “Clan Donnachaidh Society” (“the Society”).
2. The Registered Office of the Society is situated in Scotland.
3. The definitions and meanings specified in Article 1 (b) of the Trust's Articles of Association shall have effect as if repeated in this Memorandum of Association.
4. The Objects of the Society ("the Objects") are:
  - (a) to promote the history, heritage, traditions and sentiment of the Clan Donnachaidh in Scotland and elsewhere in the world;
  - (b) to promote education of the public generally and to conduct educational research programmes, publications and the creation of other materials conducive to the Objects;
  - (c) to provide, maintain and administer facilities for the advancement of education and for the conservation and preservation of the lands, buildings, traditions, museum, records and artefacts of whatever nature relating to the Clan Donnachaidh;
  - (d) to encourage, sustain and support educational establishments and other charitable bodies by giving from time to time grants, prizes, subscriptions and donations; and
  - (e) to do anything as will further the attainment of these Objects, except that the members of the Society will not be permitted to do anything political or sectarian in their capacity as members of the Society or, if at any time the Society is a recognised charity in Scotland anything which would cause the Society to cease to be so recognised.
5. The Society shall have the following powers (but only in furtherance of the Objects):
  - (a) To promote and carry out research, surveys and investigations and develop initiatives, projects and programmes conducive to the Objects.

- (b) To prepare and organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops, to collect, collate, disseminate and exchange information and to prepare, produce, edit, publish, exhibit and distribute articles, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium, conducive to the Objects.
- (c) To provide advice, consultancy, training, tuition, expertise and assistance in furtherance of the Objects.
- (d) To purchase, take on lease, hire, or otherwise acquire, any property wheresoever situated which are suitable for the activities of the Society and to construct, convert, improve, develop, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature, and manage and operate or arrange for the professional management and operation of the Trust's property.
- (e) To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the property of the Society, wheresoever situated.
- (f) To establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds in furtherance of the Objects.
- (g) To employ, train and pay such staff as are considered appropriate for the proper conduct of the activities of the Society and if appropriate to make reasonable provision for the payment of pension and/or other benefits therefor.
- (h) To engage such consultants and advisers as are considered appropriate from time to time.
- (i) To effect insurance of all kinds (which may include liability insurance in respect of Members of Council and employees).
- (j) To invest any funds which are not immediately required for the activities of the Society in such investments as may be considered appropriate and to dispose of, and vary, such investments.
- (k) To borrow or raise money for the Objects and to give security in support of any such borrowings by the Society and/or in support of any obligations undertaken by the Society.
- (l) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the Objects.
- (m) To encourage and develop a spirit of voluntary or other commitment by individuals, organisations, authorities and others and any groups or groupings thereof willing to assist the Society to achieve the Objects.
- (n) To establish, manage and/or support any other charitable organisation, and to make donations for any charitable purpose falling within the Objects.
- (o) To establish, operate and administer and/or otherwise acquire separate trading companies or associations, whether charitable or not.

- (p) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Society and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charitable organisation.
  - (q) To take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Society.
  - (r) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
  - (s) To oppose, or object to, any application or proceedings which may prejudice the interests of the Society.
  - (t) To carry out the Objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
  - (u) To do anything which may be incidental or conducive to the furtherance of the Objects.
- 6.
- (a) The income and property of the Society shall be applied solely towards promoting the Objects.
  - (b) No part of the income or property of the Society shall be paid or transferred (directly or indirectly) to the members of the Society, whether by way of dividend, bonus or otherwise.
  - (c) No Member of Council of the Society shall be appointed as a paid employee of the Society, or shall hold any office under the Society for which a salary or fee is payable.
  - (d) No benefit (whether in money or in kind) shall be given by the Society to any member or Member of Council except the possibility of:
    - (i) repayment of out-of-pocket expenses to Members of Council (subject to prior agreement by the Council); or
    - (ii) reasonable remuneration to a member or any Members of Council in return for specific services actually rendered to the Society (not being of a management nature normally carried out by a director of a company); or
    - (iii) payment of interest at a rate not exceeding the commercial rate on money lent to the Society by any member or Member of Council; or
    - (iv) payment of rent at a rate not exceeding the open market rent for property let to the Society by any member or Member of Council; or

(v) the purchase of property from any member or Member of Council at or below market value and to sell assets to any member or Member of Council providing such sale is at or above market value.

7. The liability of the members is limited.
8. Every member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the property of the Society if it should be wound up whilst he, she or it is a member or within one year after he, she or it ceases to be member (for whatever reason), for payment of its debts and liabilities contracted before he, she or it ceases to be a member, and of the costs, charges and expenses of winding up.
9.
  - (a) The winding-up of the Society may take place only on the decision of not less than 75% of its Ordinary Members who are present at a General Meeting called specifically (but not necessarily exclusively) for the purpose, in respect of which not less than 60 clear days' prior notice has been given in terms of Article 21 (a) of the Society's Articles of Association.
  - (b) If, on the winding-up of the Society, any property remains, after satisfaction of all its debts and liabilities, such property shall be given or transferred to any one or more charities preferably situated in Perthshire but at least in Scotland having the same or a similar object to the Objects.
  - (c) The charity or charities to which the property is to be transferred in terms of sub-clause (b) hereof shall be determined on the decision of not less than 75% of the Ordinary Members of the Society who are present at a General Meeting called validly and specifically (but not necessarily exclusively) for the purpose or, failing that, by a decision of not less than 75% of the Council or, failing that, as determined by an arbiter to be chosen amicably by the Council or, failing such amicable choice, by an arbiter appointed on its behalf by the Sheriff of Tayside, Central and Fife at Perth, the decision of such arbiter being final and binding upon the Society, with the costs thereof being borne by the Society.

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## THE COMPANIES ACTS 1985 - 1989

Company limited by guarantee and not having a share capital

ARTICLES of ASSOCIATION  
of  
Clan Donnachaidh Society

The Articles of Association provide the administrative constitution of the Company, establishing its membership, providing for meetings of members, establishing its board of management, providing for meetings

## I

### DEFINITIONS

1. (a) The regulations contained in Table C in the Companies (Tables A to F) Regulations 1985, or as may be amended or re-enacted, shall not apply to the Society.
- (b) In these Memorandum and Articles of Association, the words standing in the first column of the following table shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

#### WORDS

#### MEANINGS

the Act	– the Companies Act 1985 (UK legislation) as amended and every statutory modification and re-enactment thereof for the time being in force.
AGM	– the Annual General Meeting.
Articles	-- these Articles of Association, and any ancillary regulations hereunder, in force from time to time.
Council	– the Board of Directors of the Society.
Chapter	– any section of these Articles headed by a roman numeral, the reference thereto specifying the relative Chapter number.
clear days	– in relation to a period of 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.
EGM	– Extraordinary General Meeting.
in writing	– written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible and non-transitory (albeit electronically-based) form.

members	– all members of the Society (references to Ordinary Members and Associate Members having the specific meanings ascribed respectively to them in Chapter III).
Memorandum	– the Memorandum of Association relative to these Articles, in force from time to time.
month	– calendar month.
Office	– the Registered Office of the Society.
organisation	– any body corporate, unincorporated association, society, federation, authority, agency, union, co-operative, trust, partnership or other organisation (not being individual person).
property	– any property, assets or rights, heritable or moveable, wherever situated in the world.
Subscribers	– those persons and/or organisations who have subscribed both the Memorandum and these Articles.
Society	– Clan Donnachaidh Society
Member(s) of Council	– Director(s) for the time being of the Society.

(c) Words importing the singular number only shall include the plural number, and vice versa; and

(d) Words importing the masculine gender only shall include the feminine gender.

(e) Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The Society is established to achieve the Objects expressed in the Memorandum.

## II

### **GENERAL STRUCTURE OF THE TRUST**

3 The structure of the Society comprises:

- (a) Members - who have the right to attend the AGM (and any EGM) and have important powers under these Articles and the Act, particularly in electing people to serve as Members of Council and taking decisions in relation to any changes to these Articles; and
- (b) The Council - which holds regular meetings between each AGM, sets the strategy and policy of the Society, generally controls and supervises the activities of the Society and, in particular, is responsible for monitoring its financial position and, where there are no employees or managers appointed, is responsible also for the day-to-day management of the Society.

### III

## MEMBERSHIP

4. The first members of the Society shall consist of all individuals, wherever situated in the world, who are, at the date of incorporation hereof, the members of the unincorporated association also known as 'The Clan Donnachaidh Society' having its principal place of business at the Clan Donnachaidh Centre, Bruar, by Pitlochry, Perthshire, as evidenced by the records of its Membership Secretary.

5. From and after the date of incorporation hereof, membership of the Society shall be open to any person interested in its Objects, subject to his or her paying the annual or other subscription due. The Society particularly espouses those persons who by birth, marriage, or adoption bear the names of Duncan, Reid and Robertson and the names of other accepted septs of the Clan Donnachaidh, which include Collier, Colyear, Connachie, Conochie, Cunnison, Dobbie, Dobbin, Dobie, Dobieson, Dobinson, Dobson, Donachie, Donachy, Duncanson, Dunnachie, Hobson Inches, Kynoch, MacConachie, MacConchie, MacConechy, MacConich, MacConnochie, MacDonachie, MacGlashan, MacInroy, MacIver, MacIvor, MacJames, MacLagan, MacCullich, MacOnachie, MacRobbie, MacRobert, MacRoberts, MacRobie, MacWilliam, Read, Reed, Robbie, Roberts, Robinson, Robson, Roy, Skene, Stark, Tonnochy (and other variations in the spelling of these names).

6. The Membership comprises:

- (a) Ordinary Members, who shall be aged 18 or over and shall each pay the specified Annual subscription, Five Year Term subscription (being equivalent to four-fifths of the Annual subscription committed for each of five years) or Life subscription (being a once only payment as determined from time to time by the Council).
- (b) Junior Members, who shall be either:
  - (i) the children or grandchildren of existing Ordinary Members under twenty-one years of age, who are part of the Youth Member Programme who shall not be obliged to pay any subscription; or

(ii) all others under the age of 18 who wish to be members who shall be obliged to pay such subscription as may be determined from time to time by the Council.

(c) Life Honorary Members, who may be elected from time to time by the Council and whose election shall be confirmed at the next following Annual General Meeting of the Society, who shall not be required to pay any subscription and who shall remain as Honorary Members for life, or until any recall of such election at any time by an Annual General Meeting, or by a special general meeting called inter alia for that purpose.

(d) Temporary Honorary Members, who may be elected from time to time by the Council and whose election shall be confirmed at the next following Annual General Meeting of the Society, who shall not be required to pay any subscription and who shall remain as Honorary Members, either for a fixed period of five years or for such other fixed period as the Council determine or for an unspecified period until such appointment be terminated by them. At the expiry of the said fixed period, these Temporary Honorary Members may be re-elected likewise.

(e) Corporate Members, who shall each pay a subscription equivalent to four times the specified Annual subscription due by Ordinary Members. Apart from the reference in Article 6 (a), all other references to Ordinary Members within the Constitution shall refer equally to Corporate Members, each Corporate Member having one vote, exercised by an Authorised Representative whose written appointment shall be intimated to the Secretary of the Society, the most recent notice validly served on the Secretary determining who the appropriate authorised representative shall be in the event of any dispute.

7. Employees of the Society shall not be eligible to be members of Council except as Secretary, Treasurer, Keeper of Records and Relics and/or Chaplains.

8. The Council shall maintain a Register of Members, setting out all relevant details of each member and the relative category of membership, together where relevant with details of the Authorised Representative.

## IV

### APPLICATION FOR MEMBERSHIP

9. Any individual who or organisation which wishes to become a member of the Society must sign a written application for membership in the form prescribed, if any, by the Council from time to time and lodge it at the Office (or other address specified therein).

10. A successful application for membership will not become effective until payment of the appropriate membership subscription has been received.

## V

### MEMBERSHIP SUBSCRIPTIONS

11. Members shall be required to pay the appropriate membership subscription, if any.
12. The Ordinary Members may at any or each AGM set the subscriptions rates. Not less than once every five years, the Ordinary Members should also review the life subscription rate. Only those members who have paid their current subscription (where these are set) are entitled to take part in and vote at any General Meeting.
13. The annual subscription shall be due and payable by 1st January in each year. If the membership subscription payable by any member remains outstanding for more than two years after the date on which it fell due (and providing the member in question has been given at least one written reminder), then, unless the arrears be paid within three months after due notice, he or she shall no longer be a Member of the Society
14. An individual or organisation who ceases (for whatever reason) to be a member shall not be entitled to any refund of membership subscription.

## VI

### CESSATION OF MEMBERSHIP

15. Any member, or Authorised Representative thereof appointed in terms of Chapter III, may no longer serve as such in any one or more of the following events:
  - (a) if by notice in writing to the Office he, she or it resigns his, her or its membership; or
  - (b) if being an individual, he or she becomes a bankrupt person, or insolvent or apparently insolvent or makes any arrangement or composition with his or her creditors generally; or
  - (c) if, being an individual, he or she becomes prohibited from being a Member of Council (and, as such, a director of a limited company) by reason of any order made under the Company Directors Disqualification Act 1986 and every statutory modification and re-enactment thereof for the time being in force; or
  - (d) if the terms of Article 13 are invoked by the Council; or

- (e) if a resolution that a member be removed from the Society is passed by a majority of at least 75% of the Members of Council present and voting at a meeting of the Council, of which not less than 14 days' previous notice specifying the intention to propose such resolution and the general grounds on which it is proposed shall have been sent to all Members of Council and also to the member whose removal is in question, such member being entitled to be heard by the Council at that meeting; or
- (f) if, being an individual, he or she dies; or
- (g) if, being an organisation, it goes into receivership, goes into liquidation dissolves or otherwise ceases to exist.

16. Membership is neither transferable nor assignable to any other individual or organisation.

## **VII**

### **AFFILIATED BRANCHES WORLDWIDE**

17. The setting up of Affiliated Branches of the Society worldwide is to be encouraged Any association (whether incorporated or unincorporated) which seeks to become an Affiliated Branch of the Society may apply to the Council for approval as an Affiliated Branch of the Society by writing to the Secretary with a copy of its actual or proposed constitution and bye- laws. The Council shall, at its sole discretion and subject to such directions as it may choose to make, determine the application at its next meeting held at least one month after receipt of such application by the Secretary. Only those associations so approved by the Council may be admitted as and be entitled to call or style themselves as Affiliated Branches of the Society. The Chairman of each Affiliated Branch of the Society must be an Ordinary Member of the Society and may attend meetings of Council in terms of Article 53 (a) hereof. No member of an Affiliated Branch of the Society will thereby be a member of the Society (unless he or she is also admitted as an Ordinary, Junior or Honorary Member in terms of Chapter III hereof).

## **VIII**

### **GENERAL MEETINGS**

(Meetings of Members)

18. The Council shall convene the Annual General Meeting of the Society, which shall take place not later than the end of October in each year.

19. The business of the AGM shall be:

- (a) the consideration and adoption of the Council's Report;
- (b) the election of Members to Council, as required;
- (c) the level of membership subscriptions;
- (d) the appointment as required of the Honorary President, the Honorary Vice-Presidents, the Honorary Chaplains or Chaplain and the Honorary Piper (if any);
- (e) the appointment of the Secretary (who must be ordinarily resident in Scotland), the Treasurer (who may be the same person as the Secretary), the Editor of the Clan Annual and the Keeper of the Records, as and when necessary;
- (f) the report of the independent financial examiner;
- (g) the adoption of the Accounts of the Society for the year;
- (h) appointment of the independent financial examiner; and
- (i) any other competent business.

20. (a) All General Meetings, other than AGMs, shall be called Extraordinary General Meetings.

(b) The Council may convene an EGM whenever it thinks fit.

(c) The Council must convene an EGM within 28 days of a valid requisition. To be valid, such requisition must be signed by not less than ten Ordinary Members, must clearly state the objects of the meeting and must be deposited at the Office. The requisition may consist of several documents in like form each signed by one or more requisitionists.

21. (a) 21 clear days' notice at the least shall be given of every AGM and EGM, except an AGM or EGM at which a motion calling for the dissolution of the Society is to be considered, in which event not less than 60 clear days' notice shall be given.

(b) The notice shall specify the place, the day and the hour of meeting and, in the case of special business, the specific nature of that business.

(c) The notice shall be sent, in the manner specified in Chapter XX, to all members and to such persons or organisations as are under these Articles or under the Act entitled to receive such notices.

- (d) With the consent of all the Ordinary Members having the right to attend and vote thereat, a General Meeting may be convened by such shorter notice as they may think fit in the circumstances.
- (e) The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any members, persons or organisations entitled to receive notice thereof shall not invalidate any resolution passed at or proceedings of any AGM or EGM.

## IX

### VOTING AT GENERAL MEETINGS

- 22. The chairman of the meeting (see Chapter XI) shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.
- 23. (a) Each Member of the Society shall have one vote, to be exercised in person (which, where it is an organisation, is to be exercised in person by its Authorised Representative appointed in terms of Chapter III).
  - (b) In the event of an equal number of votes for and against any resolution, the chairman of the meeting shall have a casting vote as well as any deliberative vote.
  - (c) Any Member of the Society unable to attend in person at any AGM or EGM may offer his or her proxy to another Ordinary Member of the Society present in person thereat. The Notice calling such AGM or EGM will include a Proxy Notice which will be valid if completed, signed and lodged with the Secretary prior to the beginning of the AGM or EGM in question.
- 24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
- 25. A resolution put to the vote at an AGM or EGM shall be decided verbally or on a show of hands.
- 26. At any General Meeting a resolution put to the vote of the meeting shall be voted upon as follows:
  - (a) Resolutions relating to the following matters shall require a special decision of not less than 75% of the Members of the Society who are present (or, being an organisation, whose Authorised Representative is present) at the meeting, namely:
    - (i) to alter the name of the Society; or
    - (ii) to amend the Objects; or

- (iii) to amend these Articles; or
- (iv) to wind up of the Society in terms of Clause 9 (a) of the Memorandum of Association and, where relevant, any decision requiring to be taken in terms of Clause 9 (c) thereof; or
- (v) to sell any heritable property owned by the Society or any of its subsidiaries and to purchase any heritable property wherever situated; or
- (vi) to form, acquire or dispose of any subsidiary; or
- (vii) to grant any guarantee or indemnity to any party, other than any wholly-owned subsidiary of the Society; or
- (viii) to create or issue or allow to come into being any mortgage, security, charge or other encumbrance upon any part or parts of the property or assets of the Society or to obtain any advance or credit in any form other than normal trade credit, or to create or issue by any subsidiary of any debenture or loan stock; or
- (ix) to acquire or dispose, whether by the Society or by any of its subsidiaries, of any shares of any other company or the participation or cessation of participation by the Society or by any of its subsidiaries in any formal trust or joint venture; or
- (x) all other Special Resolutions.

(b) Ordinary business and ordinary resolutions shall be determined by a 50% majority of the members of the Society who are present (or, being an organisation, whose Authorised Representative is present) at the General Meeting.

27. A resolution in writing signed by or on behalf of all or a sufficient majority of the Ordinary Members (as specified in terms of Article 28) shall be as valid and effective as if the same had been passed at a General Meeting of the Society duly convened and held. Such resolution may consist of several documents in the same form, each signed by one or more Ordinary Members.

## **X**

### **QUORUM AT GENERAL MEETINGS**

28. The quorum for a General Meeting shall be fifteen Ordinary Members, present in person (or, if an organisation, via its Authorised Representative) or by proxy. No business shall be dealt with at any General Meeting unless a quorum is present.

29. If a quorum is not present within 15 minutes after the time at which the General Meeting was due to commence - or if, during a General Meeting, a quorum ceases to be present - the General Meeting

shall stand adjourned to such time and place as may be fixed by the chairman of the meeting.

## XI

### CHAIRMAN OF GENERAL MEETINGS

30. The Chairman of the Society, whom failing the Vice-Chairman of the Society, shall act as chairman of each General Meeting. If neither the Chairman nor the Vice-Chairman is present and willing to act as chairman of the meeting within 15 minutes after the time at which the AGM or EGM in question was due to commence, the Members of Council present shall elect from among themselves the Member of Council who will act as chairman of that meeting.

## XII

### COMPOSITION OF THE COUNCIL

31. The affairs of the Society shall be directed and managed by a Council appointed in terms of this Chapter.
32. Unless otherwise determined by special resolution at a General Meeting (but not retrospectively), the number of Members of Council shall be not less than five.
33. (a) The Council of the unincorporated association also known as 'The Clan Donnachaidh Society' having its principal place of business at the Clan Donnachaidh Centre, Bruar, by Pitlochry, Perthshire, as at the date of incorporation hereof shall form the Interim Council until the first AGM of the Society after its incorporation in terms hereof.
- (b) At the first AGM of the Society after incorporation hereof the Interim Council shall retire, but may remain eligible for election thereat.
34. From and after the first AGM of the Society after its incorporation in terms hereof, the Council shall comprise:
- (a) the Chief of the Clan Donnachaidh;
  - (b) the Secretary;
  - (c) the Treasurer;
  - (d) the Keeper of Records and Relics;

(e) the Chaplains or Chaplain; and

(f) up to twenty-one other Ordinary Members of the Association, to be elected at the AGM (“Elected Members of Council”) and to serve for a period of three continuous years, after which each shall be eligible for re-election, subject to the following conditions:

(i) proposal forms for the election of these Ordinary Members as Elected Members of Council shall be obtainable from the Secretary and must be completed and signed by not less than two Ordinary Members, signed by the candidate as consenting to his or her election and returned to the Secretary not later than 31st January for election at the AGM in the same year;

(ii) in the event of the number of candidates duly proposed for election as Elected Members of Council not exceeding the number of vacancies, then no ballot shall take place and such candidates shall duly be confirmed as Elected Members of Council and their names announced at the AGM;

(iii) in the event of the number of candidates duly proposed for election as Elected Members of Council exceeding the number of vacancies then, as early as possible but not less than two calendar months before such Meeting, the Secretary shall issue ballot papers to all Ordinary Members on which shall be indicated the number of vacancies and the number of candidates for election;

(iv) all such ballot papers duly marked and returned by Ordinary Members and received not less than three days before the AGM shall be valid and the result of the ballot and the names of the elected candidates shall be announced at the AGM; and

(v) no Elected Members of Council may serve for more than nine consecutive years, without at least one year out of office.

35. Up to two individuals may be co-opted from time to time by the Council itself, in order to ensure a reasonable spread of skills on the Council, as follows:

(a) Subject to Article 35 (c), a Co-opted Member of Council shall serve until the next Annual General Meeting after his or her co-option.

(b) A Co-opted Member of Council can be re-co-opted at such next Annual General Meeting.

(c) A Co-opted Member of Council can be removed from office at any time by a simple majority of the Council.

(d) For the avoidance of doubt, a Co-opted Member of Council may participate fully in and vote at all Council meetings which he or she attends.

36. A Member of Council shall be required or deemed to resign such office:

- (a) if he or she is employed by or holds any office of profit under or is employed by the Society (except where the provisions of Clause 6 (d) (ii) of the Memorandum shall apply); or
- (b) if he or she becomes a bankrupt person, or insolvent or apparently insolvent or makes any arrangement or composition with his or her creditors generally; or
- (c) if he or she becomes prohibited from being a Member of Council (and, as such, a director of a limited company) by reason of any order made under the Company Directors Disqualification Act 1986 and every statutory modification and re-enactment thereof for the time being in force; or
- (d) if he or she becomes incapable for medical reasons of fulfilling the duties of his or her office and such incapacity, as certified by two medical practitioners, is expected to continue for a period of more than six months from the date or later date of such certification; or
- (e) if he or she is absent (without permission of the Council) from more than three consecutive meetings of the Council, and the Council resolves to remove him or her from office; or
- (f) if by notice in writing to the Office he or she resigns his or her office by giving written notice to the Secretary, to take effect at the beginning of the next Council meeting taking place more than forty-eight hours after the receipt by the Secretary of such notice of retiral.

## **XIII**

### **CHAIRMAN, VICE-CHAIRMAN,**

### **INTERNATIONAL VICE-CHAIRMAN AND THE EXECUTIVE COMMITTEE**

37. The Council shall meet as soon as practicable immediately after each AGM to appoint:

- (a) the Chairman of the Society, being a member of Council ordinarily resident in Scotland;
- (b) a Vice-Chairman of the Society, being a Member of Council;
- (c) an International Vice-Chairman, being a Member of Council; and
- (d) its Executive Committee comprising the Chairman, Vice-Chairman, the Secretary, the International Vice-Chairman and up to four other members of Council to conduct the necessary business and affairs of the Society, which Executive Committee shall hold meetings as often as necessary, provided its quorum is at least one-half of its membership; all to hold office until the end of the next AGM.

## XIV

### CONFLICTS OF INTEREST

38. (a) All Members of Council and employees of the Society have an obligation to notify any interests, including conflicts of interest, to the Secretary, as they arise and at least annually.
- (b) The Council will instruct the Secretary to maintain a Register of Interests in such form as it may from time to time determine, which shall be open for inspection at the Office by both the Council and members of the Society and, with the express prior written approval of the Member of Council or employee concerned, by members of the public.
39. Whenever a Member of Council finds that a conflict of interest may potentially arise or is actually arising, he or she has a duty to declare this either in general terms to the Secretary or specifically to the Council meeting in question. It will be up to the Chairman in the former circumstances and up to the chairman of the meeting in question in the latter circumstances to determine whether the potential or real conflict simply be noted in the Minutes of any relevant meeting, and/or whether the Member of Council in question, whilst being permitted to remain in the meeting, must not partake in discussions or decisions relating to such matter, or whether the Member of Council in question should require to be absent from that particular element of the meeting. In terms of Article 40 (b), where a Member of Council leaves, or is required to leave, the meeting in question, he or she no longer forms part of the quorum thereat.

## XV

### QUORUM AT BOARD MEETINGS

40. (a) The quorum for Council meetings shall be not less than seven Members of Council. No business shall be dealt with at a Council meeting unless a quorum is present and remains.
- (b) A Member of Council shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, he or she is not entitled to vote.

## XVI

### PROCEEDINGS AT BOARD MEETINGS

41. The policy, direction and business of the Society shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Society as it thinks fit. The Council may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by the Act or by these Articles required to be exercised or done by the members in General Meeting, subject nevertheless to any regulation of these Articles and to the provisions of the Act.
42. The Council may act notwithstanding any vacancy in it.
43. (a) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time by resolution determine.
- (b) The banking account or accounts of the Society shall be kept in such bank or building society and/or banks or building societies as the Council shall from time to time determine.
44. (a) Meetings of the Council shall take place as often as thought fit, but may not be less than three in number in any calendar year, including the one held immediately after each AGM.
- (b) Meetings of the Council may take place in person or by telephone conference call, video conference call or by any other collective electronic means approved from time to time by the Council.
- (c) Not less than 14 clear days' notice in writing shall be given of any meeting of the Council at which a decision in relation to any of the matters referred to in Article 26 (a) is to be made, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided. All other Council meetings shall require not less than 7 days' prior notice, unless all Members of Council agree unanimously in writing to dispense with such notice on any specific occasion.
- (d) A Member of Council may, and on the request of not less than three Members of Council the Company Secretary shall, at any time, summon a meeting of the Council by notice served upon all Members of Council, to take place at a reasonably convenient time and date.
45. The Chairman, whom failing the Vice-Chairman, shall be entitled to preside as chairman of all Council meetings at which he or she shall be present. If at any meeting neither the Chairman nor the Vice-Chairman is present and willing to act as chairman of the meeting within 15 minutes after the time appointed for holding the meeting, the remaining Members of Council may appoint one of the Members of Council to be chairman of the Council meeting, which failing the meeting shall be adjourned until a time when the Chairman or Vice-Chairman will be available.
46. (a) The chairman of the Council meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote, on a show of hands only, each Member of Council present having one vote.

(b) The decisions listed in Article 26 (a) cannot be taken by the Members of Council alone, but must also be taken by the Ordinary Members in terms of Article 26 (a) and only thereafter acted upon by the Council as directed by the Ordinary Members.

(c) In the event of an equal number of votes for and against any resolution at a Council meeting, the chairman of the meeting shall have a casting vote as well as a deliberative vote.

47. The Council may delegate any of its powers to sub-committees, each consisting of not less than one Member of Council and such other person or persons as it thinks fit. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Council. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Members of Council.

48. The Council shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all General Meetings and of all Council meetings and of sub-committees, including the names of those present, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval, either by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

49. All acts done in good faith by any Council meeting, or of any sub-committee, or by any person acting as a Member of Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member of Council or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of Council.

50. No alteration of the Memorandum or Articles and no direction given by Special Resolution shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given.

51. A resolution in writing (whether one single document signed by all or a sufficient majority of the Members of Council or all or a sufficient majority of the members of any sub-committee), whether in one or several documents in the same form each signed by one or more Members of Council or members of any relative sub-committee as appropriate, shall be as valid and effectual as if it had been passed at a meeting of the Council or of such sub-committee duly convened and constituted.

52. The Council may invite or allow any person to attend and speak, but not to vote, at any meeting of the Council or of its sub-committees.

53. (a) The Chairman/President of any Affiliated Branch of the Society may attend any meeting of Council and may partake in the business thereof but may not vote thereat.

- (b) The Honorary President and the Honorary Vice-Presidents shall be entitled to attend any meeting of Council, but may not vote thereat.

## **XVII**

### **ANCILLARY REGULATIONS**

54. The Council may from time to time promulgate and review any Ancillary Regulations, which are to be subordinate at all times to the Memorandum of Association and these Articles, as it deems necessary and appropriate to provide additional explanation and guidance to members.

## **XVIII**

### **COMPANY SECRETARY, SECRETARY & TREASURER**

55. The Council shall appoint a Company Secretary for such term, at such remuneration (if any), and upon such conditions as it may think fit. The Company Secretary may be removed by the Council at any time, subject to the terms of any prevailing contract.
56. The Council may appoint a Secretary for such term, at such remuneration (if any), and upon such conditions as it may think fit. The Secretary must be ordinarily resident in Scotland. The Secretary may be removed by the Council at any time, subject to the terms of any prevailing contract. Whilst in post, the Secretary will be required to attend (but shall have no vote at) Council meetings during his or her tenure as Secretary, except any part or parts thereof dealing with his or her employment or remuneration, or any other matter which the Council wishes to keep confidential to itself.
57. The Council may appoint a Treasurer for such term and upon such conditions as it may think fit. The Treasurer may be the same person as the Secretary. The Treasurer may be removed by the Council at any time, subject to the terms of any prevailing contract. Whilst in post, the Treasurer may be required to attend (but shall have no vote at) Council meetings during his or her tenure as Treasurer, except any part or parts thereof dealing with his or her employment or remuneration, or any other matter which the Council wishes to keep confidential to itself.

## XIX

### ACCOUNTS

58. The financial year of the Society ends on 31st December in each year.
59. The accounting records shall be maintained or overseen by the Treasurer (if one is appointed), or otherwise by the Council, shall be kept at the Office (or at such other place or places as the Council shall think fit) and shall always be open to the inspection of the Members of Council. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Society or any of them shall be open to the inspection of the members of the Society.
60. Once at least in every year, or as otherwise provided for by the Act, the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by an independent financial examiner, who shall be appointed by the Council on the direction of members in General Meeting.
61. (a) At each AGM, the Council shall provide the members with an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account since the incorporation of the Society) together with a proper balance sheet made up as at the same date.
- (b) Every such balance sheet shall be accompanied by proper reports of the Council and the independent financial examiner thereof.
- (c) Copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) shall, not less than 21 clear days before the date of the General Meeting at which they are to be laid, and in terms of Chapter XX, be delivered or sent to the independent financial examiner and to all members, or otherwise be available for inspection on the website of the Society (with the independent financial examiner and all members being made aware that they are so available for inspection there).

## XX

### NOTICES

62. A notice may be served by the Society upon any member, either personally or by sending it by post, fax, e-mail or other appropriate electronic means, addressed to such member at his or her or its registered address as appearing in the Register of Members.

63. Any notice, whether served by post or otherwise, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or is otherwise despatched.
64. A member present at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
65. The business of the Society and all its correspondence with and notification to or from members may be conducted equally validly and effectively as by post if transmitted by fax or e-mail or other appropriate electronic means to or from any member of the Society (except where that member specifically requests all such correspondence and notification by post) or otherwise if publicised on the website of the Society where the Society has advised each member of this and has taken due steps to notify by other reasonable means all other members who state that they do not have access to the Internet.

## **XXI**

### **INDEMNITY**

66. Subject to the provisions of Section 310 of the Act, the Members of Council, or member of any sub-committee, the Secretary and all other officers or employees for the time being of the Society shall be indemnified out of the funds of the Society against all loss, costs and charges which they may respectively incur or be put to on account of any contract, deed, act, matter, or thing done, entered into, executed, or permitted by them respectively, on behalf of the Society and each of them shall be chargeable only for so much money as he or she may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his or her own acts, receipts, neglects or defaults only. Subject as aforesaid, no Member of Council or member of any sub-committee, the Secretary, Treasurer or any officer or employee, or their respective heirs, executors or administrators, shall be liable for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society or for the insufficiency or deficiency of any obligation or security in or upon which any of the funds of the Society shall be invested or for any loss or damage arising from the bankruptcy, insolvency or wrongful act of any person with whom any monies, securities or effects shall be deposited, or for any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same shall happen through his or her own fraud, wilful neglect, default, breach of duty or breach of trust.

## **XXII**

### **ALTERATION OF MEMORANDUM & ARTICLES OF ASSOCIATION**

67. Subject to the terms of Article 26 (a), no alteration in the Memorandum and/or the Articles may at any time be made unless by the decision of 75% of the Ordinary Members present at a General Meeting called specifically (but not necessarily exclusively) for the purpose.
68. Notice of any motion for alteration to the Memorandum and/or the Articles must be lodged with the Secretary in writing at least six weeks before the date of the General Meeting and must be intimated to each Member along with the Notice of the Meeting.
69. If at that time the Society is a recognised charity in Scotland, any alterations so made, even if passed by the Members in General Meeting shall be notified to and be subject always to approval by whatever body is at the time vested with authority to determine which organisations shall be recognised as charities in Scotland.

## **XXIII**

### **DISSOLUTION**

70. Clause 9 of the Memorandum of Association of the Society, relating to the winding up and dissolution of the Society, shall have effect as if its provisions were repeated in these Articles.