

Requ CLT / CIH / ITH  
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Le 19 SEP. 2011  
18 SEP 2011  
N° 5603

FORM ICH-09

REQUEST BY A NON-GOVERNMENTAL ORGANIZATION TO BE ACCREDITED TO PROVIDE  
ADVISORY SERVICES TO THE COMMITTEE

**1. Name of the organization**

Please provide the full official name of the organization, in its original language as well as in French and/or English.

Museums Galleries Scotland

**2. Address of the organization**

Please provide the complete postal address of the organization, as well as additional contact information such as its telephone or fax numbers, e-mail address, website, etc.. This should be the postal address where the organization carries out its business, regardless of where it may be legally domiciled (see item 8).

Museums Galleries Scotland 1 Papermill Wynd, McDonald Road, Edinburgh EH7 4QL  
UK

**3. Country or countries in which the organization is active**

Please identify the country(ies) in which the organization actively operates. If it operates entirely within one country, please indicate which country. If its activities are international, please indicate whether it operates globally or in one or more regions, and please list the primary countries in which it carries out activities

- national  
 international (please specify: )  
 worldwide  
 Africa  
 Arab States  
 Asia & the Pacific  
 Europe & North America  
 Latin America & the Caribbean

Please list the primary country(ies) where it is active:

Rwanda and Malawi, New Zealand

**4. Date of its founding or approximate duration of its existence**

Please state when the organization came into existence.

1964

## 5. Objectives of the organization

Please describe the objectives for which the organization was established, which should be "in conformity with the spirit of the Convention" (Criterion C). If the organization's primary objectives are other than safeguarding intangible cultural heritage, please explain how its safeguarding objectives relate to those larger objectives.

*Not to exceed 350 words; do not attach additional information*

Museums Galleries Scotland (MGS) was founded as a charitable trust to promote, support and assist museums and art galleries in Scotland to improve their organisations and services. We work to improve activities such as preservation, conservation, presentation and publicising of human history; provide museums with funding, expert advice and assistance, to promote the dissemination of knowledge held in museums through education or research; and to encourage the use and enjoyment of museums by the public.

In 2004 MGS started to receive requests from museums for advice on how to safeguard the intangible cultural heritage (ICH) often associated with their collections and communities. Many of the museums in Scotland are small community run organisations that also act as cultural hubs. The museums safeguard and promote the ICH of their communities as well as the material cultural of their collections.

In response to these requests MGS commissioned research on how ICH in Scotland could be safeguarded and the relationship of the ICH with the museum community and their collections. An inclusive definition of ICH in Scotland has been fundamental to the approach adopted. This embraces the diversity of cultures found in Scotland including that of migrant communities.

Safeguarding of ICH in Scotland is now recognised as an important issue due to the work of these projects, leading to questions raised in the Scottish Parliament and reference to work in government reports. MGS has been instrumental in the development of a Wiki style online inventory raising the profile and awareness of ICH in Scotland. MGS will be taking the Wiki forward and developing the inventory in partnership with the museums and their communities.

Much if MGS's work involves ICH practitioners as we provide funding and advice on projects such as the Scottish Fisheries museum's boat building and coastal rowing project which is re-invigorating the a tradition of inter-community regattas in Scottish coastal communities. Here communities build their boat using a kit developed by the museum based on a traditional design and then compete in the regattas, in its first year 10 new boats were launched.

**6. The organization's activities in the field of safeguarding intangible cultural heritage**

Items 6.a. to 6.c. are the primary place to establish that the NGO satisfies the criterion of having "proven competence, expertise and experience in safeguarding (as defined in Article 2.3 of the Convention) intangible cultural heritage belonging, inter alia, to one or more specific domains" (Criterion A).

**6.a. Domain(s) in which the organization is active**

Please check one or more boxes to indicate the primary domains in which the organization is most active. If its activities involve domains other than those listed, please check "other domains" and indicate which domains are concerned.

- oral traditions and expressions
- performing arts
- social practices, rituals and festive events
- knowledge and practices concerning nature and the universe
- traditional craftsmanship
- other domains - please specify:

**6.b. Primary safeguarding activities in which the organization is involved**

Please check one or more boxes to indicate the organization's primary safeguarding activities. If its activities involve safeguarding measures not listed here, please check "other safeguarding measures" and specify which ones are concerned

- identification, documentation, research (including inventory-making)
- preservation, protection
- promotion, enhancement
- transmission, formal or non-formal education
- revitalization
- other safeguarding measures - please specify:

**6.c. Description of the organization's activities**

Organizations requesting accreditation should briefly describe their recent activities and their relevant experience in safeguarding intangible cultural heritage. Please provide information on the personnel and membership of the organization, describe their competence and expertise in the domain of intangible cultural heritage and explain how they acquired such competence. Documentation of such activities and competences may be submitted, if necessary, under item 8.c. below.

*Not to exceed 750 words; do not attach additional information*

MGS is the representative body for over 360 museums and galleries in Scotland (the highest museums per capita than anywhere else in the UK) . Between them they are

custodians of Scotland's material and intangible culture. These organisations are bridges between their communities and their collections, acting as cultural hubs. They are places where both the community and visitors can experience and participate in ICH practice. This could be through a Gaelic language meeting, a performance of Border Ballads or an evening of traditional Polish celebration.

MGS has directly funded events that both showcase some of this activity and promote more of it, stimulating ICH to be reinvigorated. A good example of this is a project carried out with Taigh Chearsabhagh on the Isle of Uist where an artist was commissioned to create new work inspired by the knitting traditions of the community and the Gaelic sayings. This project resulted in a renewed community interest in knitting traditions and the resurgence of knitting groups on the island.

The whole MGS organisation is involved in advising on the development of projects that are then funded through MGS.

More recent activities have been around research into how Scotland could start developing an inventory for ICH in a first step towards supporting the UNESCO 2003 convention. As outlined above MGS commissioned research from Edinburgh Napier University on how an inventory could be developed. MGS is a partner in an Arts and Humanities Research funded project to create the inventory.

A simple Wiki style inventory has been developed. Still in its research phase, this inventory will be handed over to MGS for further development in October 2011.

The ICH work has been led by the CEO of MGS who is also the founding Chair of the UNESCO Scotland Committee, part of the UK National Commission for UNESCO (UKNC). The UKNC have provided funding for some of the development work for the ICH research and have been strong supporters in moving the UK Government forward towards ratification of the 2003 convention.

The MGS Research and Standards team have been managing the ICH Wiki partnership with Edinburgh Napier University and two members of staff have developed knowledge and expertise in this area. The Wiki partnership has also involved the Membership Development Manager who liaises directly with individual museums. The museum development team have expanded their expertise in this area through working on a project 'Revisiting collections' which draws on intangible heritage to develop further knowledge around collections.

MGS staff are regularly involved in visits to museums to provide advice on project development as well as assessing funding applications. We have regular contact with community leaders and ICH practitioners. For example we have a programme of support for Auchindrain Trust which is a centre for traditional practices such as 'dry-stane dyking' as well as recently hosting a 'gaelic waulking' of the cloth. Museums in Scotland use knowledge about ICH practices to open up the debate around identity and to explore the more challenging aspects of ICH. For example the Highland Folk Museum demonstrates ICH practices via its activity programme such as rag rug making, weaving, but has also worked with the Highland Gypsy Development Officer to carry out a project involving the young people from the Traveller community in the Highlands. They used the museum's collection as a starting point for follow on work, a story telling project called 'Traveller Tales' – information about the cultural traditions of the travelling community is now included in all Highland region school resources.

Initial contact with MGS is often as result of a request for development advice and a good example of this is Scottish Traditional Boat Festival who first became a member of MGS as the Festival and then developed a museum centre, the Portsoy Salmon Bothy which enables the organisation to make links with other ICH practitioners outside the existing annual events calendar. The museum is used as a venue to explore traditional music through hosting a weekly folk music club, and regular ceilidhs and connects to other ICH projects such as the Moray Firth Partnership's Gansey project. Another development project is the Shetland Textile Working Museum where the collection is managed by the Guild of Spinners, Knitter, Weavers and Dyers. It is currently being temporarily housed in Shetland Amenity Trust's Bod of Gremista museum and the Guild play a pivotal role in preserving and passing on traditional Shetland skills.

#### **7. Its experiences cooperating with communities, groups and intangible cultural heritage practitioners**

The Committee will evaluate whether NGOs requesting accreditation "cooperate in a spirit of mutual respect with communities, groups and, where appropriate, individuals that create, maintain and transmit intangible cultural heritage" (Criterion D). Please briefly describe such experiences here.

*Not to exceed 350 words; do not attach additional information*

MGS co-operates with the museum community and the ICH practitioners in a spirit of mutual respect. The charitable objectives for MGS are based on providing development support for museums and their communities in Scotland. In order to fulfil these objectives MGS staff are in constant dialogue with local museums and ICH practitioners. Scotland and MGS have chosen to adopt an inclusive definition of ICH as 'ICH in Scotland' rather than 'Scottish ICH' this embraces diverse migrant communities in Scotland. This is a collaboratively inspired and driven definition that is community centred and owned. It aims to be inclusive of all and accessible to all, unforced and uncontrived, celebrating community diversity and promoting community cohesion that puts heritage in the context of shared spacial and social identity. Reflecting this inclusive definition we have chosen a participative Wiki based approach to creating an inventory for ICH in Scotland. This approach means that individual ICH practitioners can create their own records describing their ICH practices within their communities. We are now encouraging ICH practitioners to populate the Wiki using the tutorials on You Tube as a guide on how to create records. The Wiki is still in its research phase, but MGS will be investing in the Wiki to make it more user friendly and to engage more ICH practitioners through a series of events planned for 2012.

MGS has a wide network of both museums and ICH practitioners and we promote and showcase their work through our publications and events. MGS also delivers an annual Festival of Museums, which this year had over 80 events all over Scotland, these events are often based on local ICH practices such as performance, storytelling, music or crafts. Future Festival of Museums will be specifically themed around 'living culture' and we are planning to hold an online competition for communities to vote for the ICH practice in Scotland, they will nominate for the World List when the UK ratifies the 2003 Convention.

## **8. Documentation of the operational capacities of the organization**

The Operational Directives (paragraph 94) require that an organization requesting accreditation shall submit documentation proving that it possesses the operational capacities listed under Criterion E. Such supporting documents may take various forms, in light of the diverse legal regimes in effect in different States. Submitted documents should be translated into French or English whenever possible if the originals are in another language. Please identify supporting documents clearly with the item (8.a, 8.b or 8.c) to which they refer.

### **8.a. Membership and personnel**

Proof of the participation of the membership of the organization, as requested under Criterion E (i), may take diverse forms such as a list of directors, list of personnel and statistical information on the quantity and categories of members; a complete membership roster usually need not be submitted.

*Please attach supporting documents.*

### **8.b. Recognized legal personality**

If the organization has a charter, articles of incorporation, by-laws or similar establishing document, a copy should be attached. If, under the applicable domestic law, the organization has a legal personality recognized through some means other than an establishing document (for instance, through a published notice in an official gazette or journal), please provide documentation showing how that legal personality was established.

*Please attach supporting documents.*

### **8.c. Duration of existence and activities**

If it is not already clearly indicated from the documentation provided for item 8.b, please submit documentation proving that the organization has existed for at least four years at the time it requests accreditation. Please provide documentation showing that it has carried out appropriate safeguarding activities during that time, including those described above in item 6.c. Supplementary materials such as books, CDs or DVDs, or similar publications cannot be taken into consideration and should not be submitted.

*Please attach supporting documents.*

## **9. Contact person for correspondence**

Provide the complete name, address and other contact information of the person responsible for correspondence concerning this request. If an e-mail address cannot be provided, the information should include a fax number.

Joanne Orr  
Joanneo@museumsgalleriesscotland.org.uk  
Museums Galleries Scotland  
1 Papermill Wynd  
McDonald Road  
edinburgh  
EH7 4QL  
UK

### 10. Signature

The application must include the name and signature of the person empowered to sign it on behalf of the organization requesting accreditation. Requests without a signature cannot be considered.

Name: Joanne Orr

Title: Chief Executive Officer

Date: 26/8/2011

Signature: 

## Reference and Administrative Details

### Directors

Fiona Ballantyne  
Roger Binks  
Lynne Halfpenny  
Neil Firth  
Kirsty Lingstadt  
Jacky MacBeath  
Anne MacDonald  
John Stewart-Young  
Rachel Skene  
Jennifer Stewart  
Peter Stott

### Secretary

Fiona L Wilson

### Senior Management Team

Chief Executive Officer  
Head of Communications  
Head of Corporate Services  
Head of Museum Development  
Head of Research and Standards

Joanne Orr  
Rebecca Hamilton  
Fiona L Wilson  
Jane Robinson  
Alison Turnbull

### Auditors

Henderson Loggie  
34 Melville Street  
Edinburgh  
EH3 7HA

### Bankers

Bank of Scotland plc

### Solicitors

Turcan Connell  
Princes Exchange  
1 Earl Grey Street  
Edinburgh  
EH3 9EE

### Registered Office

1 Papermill Wynd  
Edinburgh  
EH7 4QL  
Telephone: 0131 550 4100

[www.museumsgalleriesscotland.org.uk](http://www.museumsgalleriesscotland.org.uk)





Museums  
Galleries  
Scotland

**MEMORANDUM & ARTICLES OF ASSOCIATION**

**THE COMPANIES ACT 1985**

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

**MEMORANDUM OF ASSOCIATION**

**of**

**MUSEUMS GALLERIES SCOTLAND**

1. The name of the company is the Museums Galleries Scotland (hereinafter called "the Company").
2. The Registered Office of the company will be situated in Scotland.
3. The objects for which the company is established are:
  - (1) to support and assist museums and art galleries which are situated in Scotland (such museums and art galleries hereinafter to be called "museums");
  - (2) to promote, support and assist in improvements in the organisation of and services provided by museums and generally in the quality of museums;
  - (3) to encourage the use and enjoyment of museums by the public;
  - (4) to make grants and gifts of money and/or of any other kind of property to museums, and to provide museums with any other kind of financial assistance, and any such grant or gift or provision of financial assistance may be made unconditionally or subject to such trusts or conditions as the Company may think fit to impose or accept;
  - (5) to receive and accept from any source gifts and grants of money and/or of any other kind of property, and all other kinds of financial assistance, whether unconditionally or subject to any trusts or conditions;
  - (6) to assist in, promote and improve such activities as conservation, preservation, restoration, display, presentation and publicising by museums of human history and scientific specimens, of works of art, and of other objects and material;

- (7) to provide museums with all kinds of expert advice and assistance, including advice and assistance as to the acquisition, retrieval, identification, storage, display and organisation of, and the formulation of collecting policies with regard to human history and scientific specimens, works of art and other objects and material, and to promote and encourage the exchange of information and services by museums, both between themselves and with other museums, art galleries and other sources;
- (8) to promote, arrange and assist in exchanges between museums, exchanges by museums with other museums, art galleries and sources, and generally loans to museums of all kinds of collections and objects, and the provision by museums of travelling exhibitions and other displays;
- (9) to encourage and promote the formation and operation of any consultative, advisory or other committees, whether of a national, regional or local nature, which in the opinion of the Company may be of assistance to museums, and to participate in the work of any such committees;
- (10) to encourage, support and assist in the provision by museums of all kinds of educational services, and the pursuit by museums of all kinds of research;
- (11) to support and assist in the implementation of any national, regional, local or other scheme, for the training of personnel employed in museums and art galleries, which in the opinion of the Company may be beneficial to museums;
- (12) to promote and assist in the establishment and operation of centres for recording and collating archaeological, biological and geological and other museum related information;
- (13) to co-operate with government departments and with any bodies or persons in arranging for the conservation by and the accommodation in museums of material derived from rescue and other archaeological excavations;
- (14) to collaborate with university authorities in establishing the interest of local authorities in any museums which are controlled or operated by, or are otherwise connected with, university authorities;
- (15) to encourage in any case where in the opinion of the Company it is desirable to do so, the movement of specialised and other collections to museums;
- (16) to make arrangements for the preparation, printing, publishing, issue and dissemination of any programme, pamphlet, book, document, film, recording or other work, and to fix, make and receive fees, royalties and other charges therefore and for admission to and otherwise in respect of any exhibition, lecture, display, course of instructions or other activity connected with the objects of the Company;

- (17) to purchase, take on lease or in exchange, hire or otherwise acquire any heritable or moveable property and any rights of privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company;
- (18) to promote or concur in promoting any companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the work of the Company;
- (19) to sell, , let, grant heritable security over, charge burden, dispose of or turn to account all or any of the property or assets of the Company;
- (20) to appoint, employ and dismiss such staff and other persons and to engage and terminate the advisory and other services of such professional, technical and other personnel as the Company may think fit, and any such appointment, employment or engagement may be effected on such terms and conditions as to remuneration and otherwise as the Company may think appropriate;
- (21) to establish, subsidise, promote, co-operate with, lend money to, become guarantors and/or give security for the obligations of, and otherwise give financial assistance to any charitable body of persons, whether corporate or unincorporate, and generally to donate, subscribe, guarantee and secure money for charitable purposes;
- (22) to apply for, collect, organise the collection of, and receive from private individuals, firms, from corporations and from any other sources, donations, grants, subscriptions and other financial assistance, and generally to raise funds for the objects of the Company;
- (23) to borrow or raise money on such terms and on such security as may be thought fit;
- (24) to undertake any charitable trusts which may lawfully be undertaken by the Company;
- (25) to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (26) to do all such other things as are incidental or conducive to the attainment or furtherance of the objects of the Company or any of them.

Provided that:

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;

- (ii) the Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (iii) in case the Company shall take or hold any property subject to the jurisdiction of any educational or charitable authority the Company shall not sell, feu, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Court of Session or any Court of authority having jurisdiction in relation to such property over such Board of Directors, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Board of Directors shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:

- (A) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board of Directors) for any services rendered to the Company;
- (B) of interest on money lent by any member of the Company or its Board of Directors at a rate per annum not exceeding 2 per cent less than the minimum lending rate for the time being prescribed by the Bank of England or 3 per cent, whichever is the greater;
- (C) of reasonable and proper rent for premises let by any member of the Company or of its Board of Directors;
- (D) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Board of Directors of the Company may also be a member provided he holds not more than one hundredth part of the capital of such company; or

- (E) to any member of its Board of Directors, of out-of-pocket expenses or loss of earnings.

Provided further than nothing herein shall prevent any payment of money or transfer of any other property made in good faith by the Company to or for the benefit of any museum.

5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 of its Memorandum of Association, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect can be given to such provision, then to some other charitable object.

**This Memorandum of Association was approved by the Company by Special Resolution passed on 29 November 2006 and, following consent by the Office of the Scottish Charities Regulator, adopted on 15 February 2007.**



- (j) "person" means any individual, firm, company, body corporate or other organisation having legal personality but shall not include an unincorporated association;
- (k) "the Seal" means the Common Seal of the Company;
- (l) "the Statutes" means any legislation in force relating to companies and any modification thereof;
- (m) "the United Kingdom" means Great Britain and Northern Ireland;
- (n) "writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company;

Words importing persons include corporations and other organisations;

Words importing the masculine gender include the feminine gender;

Words importing the singular include the plural.

### **Objects**

- 2. The Company is established for the purposes expressed in the Memorandum of Association.

### **Membership**

- 3. The number of members with which the Company proposes to be registered is unlimited.

### **Admission of Members**

- 4. (1) The subscribers to the Memorandum of Association and such persons as are admitted to membership in accordance with the Articles shall be members of the Company; declaring that, subject to the provisions of the Articles, in addition to the subscribers of the Memorandum of Association, membership of the Company shall be open to:
  - (i) governing bodies of museums in Scotland; and
  - (ii) local authorities.
- (2) (a) The Board of Directors may admit persons to full membership of the Company, but no person shall be admitted to full membership of the Company unless he shall have signed and delivered to the Company an application for full membership in such form as the Board of Directors may from time to time prescribe containing:



- (i) an agreement by him to be bound by the provisions of the Memorandum and Articles of Association of the Company.
- (ii) an agreement by him to pay in full to the Company the annual subscription from time to time fixed by the Company as applicable to full membership.
- (iii) such other particulars as the Company may from time to time determine.

Notwithstanding any other provisions of the Articles, the Board of Directors shall not be obliged to give any reason for refusing to admit any person to membership of the Company.

- (b) The Company may from time to time approve in general meeting such terms and conditions of full membership as they see fit. Failure to comply with any or all of such terms and conditions shall result in immediate termination of full membership, but that without prejudice to the obligation of the member to pay to the Company all monies due to the Company at the time of termination of membership.
  - (c) A Full Member of the Company shall have all the rights of a company member under the Act, including the right to vote. A Full Member may at any time withdraw from the Company, on giving at least 90 days' clear notice of withdrawal, subject to the continuing obligation to pay to the Company all monies due to the Company at the time of his withdrawal. Full membership shall not be transferable.
- (3) (a) The Board of Directors may admit persons to associate membership of the Company, but no person shall be admitted to associate membership of the Company unless he shall have signed and delivered to the Company an application for associate membership in such form as the Board of Directors may from time to time prescribe containing:
- (i) an agreement by him to be bound by the provisions of the Memorandum and Articles of Association of the Company;
  - (ii) an agreement by him to pay in full to the Company the annual subscription from time to time fixed by the Company as applicable to his associate membership;

- (iii) such other particulars as the Company may from time to time determine.

Notwithstanding any other provisions of the Articles, the Board of Directors shall not be obliged to give any reason for refusing to admit any person to membership of the Company.

- (b) The Company may from time to time approve in general meeting terms and conditions of associate membership of the Company, as they see fit. Failure to comply with any or all of such terms and conditions of associate membership shall result in immediate termination of the membership, but without prejudice to the member's liability to pay to the Company all monies due to the Company at the time of termination of membership.
  - (c) An Associate Member of the Company shall have all the rights of a company member under the Act, including the right to attend and speak at general meetings of the Company, but shall not be entitled to vote. An Associate Member of the Company may at any time withdraw from the Company on giving at least 90 days' clear notice of withdrawal, subject to the obligation to pay to the Company all monies due to the Company at the time of withdrawal. Associate membership shall not be transferable.
- (4) (a) The Board of Directors may admit persons to National Category Membership, but no person shall be admitted to National Category Membership of the Company unless he shall have signed and delivered to the Company an application for National Category Membership in such form as the Board of Directors may from time to time prescribe containing:-
- (i) an agreement by him to be bound by the provisions of the Memorandum and Articles of Association of the Company;
  - (ii) an agreement by him to pay in full to the Company the annual subscription from time to time fixed by the Company as applicable to National Category Membership;
  - (iii) such other particulars as the Company may from time to time determine.

Notwithstanding any other provisions of the Articles, the Board of Directors shall not be obliged to give any reason for refusing to admit any person to Membership of the Company.

- (b) The Company may from time to time approve in general meeting terms and conditions of National Category

Membership of the Company, as they see fit. Failure to comply with any or all of such terms and conditions of the National Category Membership shall result in immediate termination of the Membership, but without prejudice to the Members' liability to pay to the Company all monies due to the Company at the time of termination of the Membership.

- (c) A National Category Member of the Company shall have all the rights of a company member under the Act, including the right to vote. A National Category Member of the Company may at any time withdraw from the Company on giving at least 90 days' clear notice of withdrawal, subject to the obligation to pay to the Company all monies due to the Company at the time of withdrawal. National Category Membership shall not be transferable.

### **Observers/Assessor**

- 5. (a) The Museums Association, together with such other bodies as the Company shall from time to time at an Annual General Meeting decide shall be invited to appoint an Observer.
- (b) An Observer shall be entitled to receive all notices of and to attend all meetings of the Company, but shall not be entitled to vote.
- (c) The Scottish Executive Education Department shall be invited to appoint an Assessor. He/she shall be entitled to receive all notices of and to attend all meetings of the Company, but shall not be entitled to vote.

For the purposes of this Article, all appointments of Observer shall be evidenced by a statement in writing signed by the Secretary or other authorised officer of the body appointing the Observer which shall be conclusive evidence of such appointment.

### **Subscriptions**

- 6. The Company may from time to time fix, alter, vary or amend the minimum amount of the annual subscription each Full Member and Associate Member of the Company shall pay as a condition of such membership and the date in each year on which such subscription shall be due. No member on ceasing to be a member shall be entitled to be repaid any subscription or part thereof which it has previously paid to the Company.

### **Cessation of Membership**

- 7. Any member of the Company including an Associate Member shall, *ipso facto*, cease to be a member upon the happening of any of the following events, *viz.*
  - (a) if he shall commit any breach of any agreement between himself and the Company upon the terms of which he is admitted to membership and the Company shall resolve that he be excluded from membership;

- (b) if he shall have an award of sequestration made against his estate or makes any arrangement or compounds with his creditors, or becomes of unsound mind;
- (c) if, being a body corporate, an order is made for its winding up or otherwise placed in liquidation;
- (d) if he resigns his membership by giving to the Company not less than one week's (or such less period as the Board may agree) previous notice in writing of his intention so to do;
- (e) if the Company by a resolution passed by a majority of three quarters of those present and entitled to vote resolve that he should resign his membership;
- (f) if the annual subscription, or any other sum contracted to be paid by him has not been paid in full to the Company on the expiry of 6 months after the due date.

Provided always that as regards clauses (a) and (e) of this Article not less than 7 clear days' notice in writing shall be given to the member concerned of the intention to propose the resolution excluding him from membership or requiring him to resign and he shall be entitled to be present and to be heard at the meeting of the Company at which such resolution is proposed. And, provided further, that as regards Clause (d) of this Article the resignation of a member shall be evidenced by a statement in writing signed by the Secretary or other authorised body by which such member was nominated which shall be conclusive evidence as to such withdrawal.

### **Register of Members**

8. The Company shall keep a proper register of members, containing their names and addresses, and all other particulars required by Section 352 of the Act.

### **Honorary President and Vice President**

9. The Company at a general meeting may pass an ordinary resolution appointing any person nominated by the Board to be an Honorary President or Vice-President of the Company.

An Honorary President or Vice-President shall perform such formal duties as may be agreed with the Board. He shall be entitled to attend meetings of the Board but shall take no part in the management of the Company. He shall be entitled to attend general meetings of the Company but shall not unless he is a member of the Company be entitled to vote at such meetings. The period of appointment of an Honorary President or Vice-President shall be for such period as may be mutually agreed.

## **GENERAL MEETINGS**

### **Annual General Meeting**

10. The Company shall in each year hold a General Meeting as its Annual General Meeting 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 fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

### **General Meetings**

11. All meetings of the Company shall be called General Meetings which term shall include Annual General Meetings unless it is otherwise stated.

### **General Meetings**

12. The Board may, whenever they think fit, convene a General Meeting, and General Meetings may also be requisitioned in accordance with sections 303, 304 and 305 of the Companies Act 2006.

## **GENERAL MEETINGS**

### **Annual General Meeting**

13. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as an Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the members attending that meeting.

## **Omission of Non-Receipt of Notice**

14. 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**

### **Special Business**

15. All business shall be deemed special that is transacted at a General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and Auditors, the election of officers and of members of the Board in the place of those retiring and the appointment of auditors and the fixing of their remuneration.

### **Quorum**

- 16.1 No business shall be transacted at any General Meetings unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, any five Full Members entered in the Register of Members at the date of the meeting (present in person or by proxy or by representative appointed in accordance with Article 16.2) shall be a quorum.
- 16.2 Subject always to Article 16.3, any corporation or body corporate which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation or body corporate which that person represents as that corporation or body corporate could exercise if it were an individual member of the Company.
- 16.3 The Company may by ordinary resolution, passed at an Annual General Meeting of the Company, require any member of the Company who has appointed a representative under Article 16.2 to terminate the appointment of such representative on the grounds that such representative has brought the Company or the objects of the Company into disrepute, and from and after the passing of such ordinary resolution such representative shall not be entitled to exercise any powers on behalf of the member by whom such representative was appointed.

### **Where no Quorum Present**

17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place as the board may determine, and if, at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

## **Chairman**

18. The Chairman of the Board shall preside as Chairman at every General Meeting, but if he shall not be present within fifteen minutes after the time appointed for holding the same, another Director of the Company shall preside whom failing the members present shall choose one of their number to be Chairman.

## **Adjournment**

19. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **Method of Voting**

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the Chairman of the meeting; or
  - (b) by at least five Full Members present in person or by proxy or by corporate representative appointed in accordance with Article 16.2 and entitled to vote.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

## **How Poll to be Taken**

21. Except as provided in Article 23, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

## **Chairman's Casting Vote**

22. In the case of an equality of votes, whether on show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

23. A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

## **VOTES OF MEMBERS**

### **Voting Rights of Members**

24. On a show of hands every member who is present whether personally or by proxy or by corporate representative appointed pursuant to Article 16.2 shall have one vote. No member shall be invited to vote at any meeting of the Company unless all monies presently payable to the Company in respect of his membership have been paid.
25. On a poll votes may be given personally or by proxy. Every Notice calling a General Meeting must state that any member may appoint a proxy to attend and vote in his place at the meeting and that a proxy need not be a member of the Company.
26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening 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, and in default the instrument of proxy shall not be treated as valid.
28. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, unless revocation shall have been received by the Secretary at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **Objection**

30. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.



31. Any member of the Company who is not an individual may by resolution authorise such person as it thinks fit to act as its representative at any meeting of the Company and such persons shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall for the purpose of those present be deemed to be present in person at any said meeting if a person so authorised is present thereafter.

## **THE COMPANY**

### **Elections to the Board**

32. No person (including any retiring Director) shall be eligible for election to any office on the Board unless he is recommended by the Board (in which case, the provisions of paragraphs (ii) and (iii) below shall apply mutatis mutandis) or not less than 42 days before the date appointed for any Annual General Meeting, there shall have been left at the Company's registered office notice in writing, signed by any Full Member of the Company:

- (i) nominating such person for election;
- (ii) specifying whether such nomination is for election to the office of Chairman, Councillor Director, Local Authority Curator Director, Independent Director, Regimental Director, University Director or National Museums Director (declaring that such notice may not contain any nomination for more than one such office);
- (iii) containing such evidence as the Company's Secretary may in his sole discretion require as to the eligibility and/or qualification under these Articles of such person; and
- (iv) enclosing notice in writing signed by such person of his willingness to be elected.

33. Not less than 21 days before the date appointed for holding an Annual General Meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Board for election or re-election to any of the offices of Chairman, Councillor Director, Local Authority Curator Director, Independent Director, Regimental Director University Director or National Museums Director or in respect of whom notice has been duly given to the Company nominating him for election or re-election. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Company's Register of Directors.

### **Balloting of Members**

34. (a) Where there is only one valid recommendation or nomination for any office, then that nominee shall be deemed elected to that office with effect from the conclusion of the Annual General Meeting.

- (b) Where, in respect of any office, there have been validly nominated or recommended more persons than there are positions to be filled, the notice sent to members pursuant to Article 33 shall be accompanied by ballot papers, in such form as the Board shall from time to time prescribe, in respect of election to such office.
- (c) Each Full Member shall be entitled to complete and return such ballot paper or papers, duly completed, to the Company's registered office not later than 7 days before the date appointed for the Annual General Meeting. Spoilt or otherwise invalid ballot papers and those returned late will be excluded from the ballot.
- (d) The Company's Secretary shall arrange for the ballot papers in respect of each office for which there are to be duly scrutinised and for the votes cast in favour of each candidate to be counted (as to which scrutiny and count the decision of the chairman of the Annual General Meeting shall be final) and shall advise members of the outcome of each such ballot at the Annual General Meeting.
- (e) In respect of each office for which a ballot has been held, the candidate receiving the largest number of votes, and, in the case of the office of Local Authority Director, Local Authority Curator Director or Independent Director where more than one such Director is capable of being elected, the candidate receiving the next largest number of votes (and so on until all such positions have been filled) shall be elected with effect from conclusion of the Annual General Meeting.

### **Elected Directors**

35. The Company and the Board shall use reasonable endeavours to procure the election of persons to the following offices in accordance with the provisions of Article 32:
- (a) a Chairman;
  - (b) up to two Directors who shall have the local authority qualification (each a "Local Authority Director");
  - (c) up to three Directors who shall have the local authority museum qualification (each a "Local Authority Curator Director");
  - (d) up to two Directors who shall have the independent museum qualification (each an "Independent Director");
  - (e) one Director who shall have the university qualification (the "University Director");
  - (f) one Director who shall have the regimental museum qualification (the "Regimental Director"); and

- (g) up to two Directors who shall have the national museums qualification (each a “National Museums Director”).
36. Subject always to Articles 37 to 39 inclusive, a person elected as Chairman, or as a Local Authority Director, or as a Local Authority Curator Director, or as an Independent Director, or as University Director or as Regimental Director or as a National Museums Director shall, subject always to Article 37, be elected to such office for a fixed term of 3 years and shall, subject as aforesaid, be eligible for re-election to such office for one subsequent fixed term of such duration.
37. No person shall be entitled to serve as Chairman, or as a Local Authority Director, or as a Local Authority Curator Director, or as an Independent Director, or as University Director, or as Regimental Director or as a National Museums Director for a continuous period of more than six years from the date of his original election or appointment (whether or not such election or appointment occurred before or after adoption of this Article 37 by the Company) and shall retire at the Annual General Meeting following expiry of such six year period (or if the six year period shall expire on the date of any Annual General Meeting he shall retire at that meeting) and following such retiral he shall not be eligible to be appointed or elected as a Director for a period of twenty four months thereafter; provided that, in construing “continuous period” for the purposes of this Article 37, no account shall be taken of any period of service prior to 15 October 1994.
38. Without prejudice to Article 37 (and to the entitlement of such Directors specified therein to hold office for a continuous period of six years) and without prejudice to the ability of the Directors to resolve that this Article 38 shall not apply to any Director appointed by the Board pursuant to Article 39, no person shall be entitled to serve as a Director for a continuous period of more than four years from the date of his original election or appointment (whether or not such election or appointment occurred before or after adoption of this Article 38 by the Company) and shall retire at the Annual General Meeting following expiry of such four year period (or if the four year period shall expire on the date of any Annual General Meeting he shall retire at that meeting) and following such retiral he shall not be eligible to be appointed or elected as a Director for a period of twenty four months thereafter.

### **Board Appointments**

39. The Board may appoint a person who is willing to act to be a Director, to fill a vacancy or as an additional Director, provided the appointment does not cause the number of Directors to exceed the maximum provided by or under these Articles but any person so appointed shall hold office only until the next Annual General Meeting but shall then be eligible for re-election. Without prejudice to the Board’s ability to re-appoint such person pursuant to this Article 39, if not re-appointed at such Annual General Meeting he shall vacate office at the conclusion thereof.

### **Composition of the Board**

40. (1) The Company shall use reasonable endeavours to procure that the Board shall consist of the Chairman, the Local Authority Directors, the

Local Authority Curator Directors, the Independent Director, the University Director and the Regimental Director and the National Museums Directors together with such additional Directors as the Board may from time to time appoint pursuant to Article 39. Unless otherwise determined by ordinary resolution the number of Directors shall not be less than nine and shall not exceed seventeen.

- (2) The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors falls below the minimum fixed under Article 41(1), the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- (3) The office of a Director shall be vacated if:
  - (a) he ceases to be Director by virtue of any provisions of the Act or he becomes prohibited by law from being a Director; or
  - (b) he becomes bankrupt or makes an arrangement or composition with his creditors generally; or
  - (c) he is, or may be, suffering from mental disorder and either:
    - (i) he is admitted to hospital in pursuance of an application for admission under the Mental Health (Scotland) Act 1960; or
    - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - (d) he resigns his office by notice to the company; or
  - (e) he shall have been absent without permission of the Directors from more than 3 consecutive meetings of the Board, committees appointed by the Board or advisory panels appointed by the Board and the Directors resolve that his office be vacated; or
  - (f) he shall have, in the sole opinion of the Board, ceased at any time following his appointment or election to hold the qualification(s) (if any) specified for such Director by Article 35 and the Directors resolve that his office be vacated.

41. For the purposes of Articles 32 to 40:
- (a) a person shall be regarded as having at the time in question the "local authority qualification" if and only if he is an elected member of a Scottish local authority which is a Full Member of the Company;
  - (b) a person shall be regarded as having at the time in question the "local authority museum qualification" if and only if that person is employed as a museum professional by a Scottish local authority which is a Full Member of the Company;
  - (c) a person shall be regarded as having at the time in question the "independent museum qualification" if and only if he is a member of the governing body of any Full Member of the Company other than a local authority, or is employed as a museum professional by such a Full Member;
  - (d) a person shall be regarded as having at the time in question the "university qualification" if and only if he is a member of the governing body of any Full Member of the Company which is recognised by the Company as a university or employed as a museum professional by such a member;
  - (e) a person shall be regarded as having at the time in question the "regimental museum qualification" if and only if he is a member of the governing body of any Full Member of the Company which is recognised by the Company as a regimental museum or employed as a museum professional by such a member; and
  - (f) a person shall be regarded as having at the time in question the "national museums qualification" if and only if he is a member of the governing body of any Full Member of the Company which is recognised by the Company as a national body or employed as a museum professional by such a member.

## **Insurance**

42. The Directors shall have power to purchase and maintain insurance for, and for the benefit of, any persons who are or were at any time Directors, officers, employees or auditors of the company including (without prejudice to the foregoing generality) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and or discharge of their duties and or the exercise or purported exercise of their powers and or otherwise in relation to their duties, powers or offices in relation to the company but always excluding, in the case of any Director, liability arising from any act or omission which such Director knew to be a breach of trust or which was committed by the Director in reckless disregard of whether it was breach of trust or not or arising where Directors continue to trade knowing the company is insolvent or in reckless disregard of whether it is solvent or not.

## **Management of the Company**

43. The property and affairs of the Company shall be under the management of the Board. The Board shall manage the affairs of the Company and may exercise all powers of the Company conferred upon it by its Memorandum of Association as are not by statute or by these articles required to be exercised by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

## **Committees**

44. The Board shall have power to appoint such further committees and advisory panels from such of its own members supplemented by such other persons as it may determine to which it may delegate such of its functions, responsibilities and powers as it shall determine.

## **Observers**

45. The Board may from time to time appoint Observers to the Board who shall be entitled to receive all notices of and to attend all meetings of the Board, but shall not be entitled to vote.

## **Meetings of the Board**

46. (a) The Board may meet for the discharge of the Board business, adjourn, and otherwise regulate their meetings as they may think fit.
- (b) The quorum of Directors necessary for the transaction of business at any meeting of the directors shall be four.
- (c) A Director of the Company may, and the Secretary of the Company at the requisition of any Director shall, at any time summon a meeting of the Directors.
- (d) Notice of every meeting of the Board stating the general particulars of all business to be considered at such meeting shall be sent by post, electronic form or facsimile to each member of the Board at least 3 days before such meeting, unless urgent circumstances require shorter notice; but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice, or by reason of any business being considered which is not comprised in such general particulars. It shall not be necessary to give notice of a meeting of the Directors to any Director for the time being absent from the United Kingdom. Directors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Company with the information necessary to ensure that they receive the notice before the meeting takes place.

- (e) Any notice or document to be sent to a director may be sent to that director's address as registered in the register of members, unless (i) the director and the Company have agreed that another means of communication is to be used; and (ii) the director has supplied the Company with the information it needs in order to be able to use that other means of communication.
- (f) Each Director shall have one vote and all questions shall be decided by the vote of the majority of Members of the Board present and voting thereon at a meeting of the Board. In the case of equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

### **Officials and Staff**

- 47. The Board shall have the further power to appoint officials and staff to assist in the administration of the Company or any particular project. Any such officials shall be responsible to the Board or to the Committee of the Board appointed as aforesaid and each such appointment shall be upon such terms and conditions as the Board (or a committee thereof with the consent of the Board) may by resolution determine. For the avoidance of doubt, any persons appointed pursuant to this Article 47 shall not be Directors of the Company.

### **Bankers and Cheques**

- 48. Bankers shall be appointed and may be changed by the Board and cheques shall be signed by the Treasurer appointed in terms of Article 48 hereof or a Member of the Board or such other person as the Board may appoint for this purpose.

### **Defects in Appointment of Members of Board**

- 49. All acts done by any meeting of the Board or of a sub-committee of the Board or by any person acting as a Member of the Board shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member of the Board 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 and was qualified to be a Member of the Board.

### **Resolutions of Members of Board**

- 50. A resolution in writing, signed by all Members of the Board for the time being in the United Kingdom entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

### **Distribution**

- 51. Any grants received by the Company may be allocated and any objects or monies received by way of gift or loan may be distributed by the Board in accordance with the policies laid down by the Company from time to time.

## **Proceedings of Directors**

52. Any Director (or, where appropriate, his alternate Director) or any member of a committee of the Board of Directors formed in accordance with the provisions of the Articles may participate in the meetings of the Directors or such committee by means of conference telephone or other communications equipment whereby all parties participating in the meeting can hear and speak to one another and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and each party participating in a meeting in this manner shall be counted in the quorum present at such meeting. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled or, if there is no such group, where the chairman of the meeting then is.

## **SECRETARY**

53. The Secretary shall be appointed by the Company for such term and upon such conditions as they may think fit and any Secretary so appointed may be removed by them. The Secretary shall be responsible for the summoning to all meetings of and the minuting of the proceedings of the Company, the Board and any committee of the Board. The Secretary shall also be responsible for the conduct of the correspondence of the Company and the Board and any committee of the Board. Anything required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or if there is none such by or to any officer of the Company authorised generally or specially in that behalf by the Board.

## **Same Person Not to Act as Secretary and Member of the Board**

54. A provision of the Statutes or of these Articles requiring or authorising a thing to be done by or to a Member of the Board and the Secretary shall not be satisfied by its being done by or to the same person both as Member of the Board and as, or in the place of, the Secretary.

## **THE TREASURER**

### **Treasurer**

55. The Company shall appoint a Treasurer who shall receive all monies and subscriptions paid to the Company and be responsible for the safe custody thereof. He or his representative shall as required attend meetings of the Company, the Board and any committee of the Board to report and to advise upon the financial position of the Company and upon the provision of the necessary funds to meet proposed expenditure. He shall be responsible for the making of payments for which the necessary authority has been given.



## **THE SEAL**

### **Formalities for Affixing**

56. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the Seal shall be affixed shall be signed by the Secretary or by some other person appointed by the Board for the purpose.

## **AUTHENTICATION OF DOCUMENTS**

### **Formalities for Affixing**

57. The Secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Board, and any books, records, documents and accounts relating to the business of the Company,

and to certify copies thereof or extracts therefrom as true copies or extracts.

### **Certified Copies of Resolution**

58. A document purporting to be a copy of a resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such in accordance with the provisions of the last preceding Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Board.

## **MINUTES AND BOOKS**

### **Minutes**

59. The Board shall cause Minutes to be made in books to be provided for the purpose:
- (a) Of the names of the Members of the Board present at each meeting of the Board and of any committee of the Board and of the names of the local authorities and other bodies represented at each General Meeting of the Company.
  - (b) Of all resolutions and proceedings at all meetings of the Company and of the Board and of committees of the Board.
60. Any register, index, minute book, book of account or other book required by these presents or the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the board shall take adequate precautions for guarding against falsification and for facilitating its discovery.

## **ACCOUNTS**

### **Accounts**

61. The Board shall:

- (a) cause proper accounting records to be kept with respect to:
  - (i) all sums of money received and expended by the Company of the matters in respect of which the receipt and expenditure takes place;
  - (ii) all sales and purchases of goods by the Company; and
  - (iii) the assets and liabilities of the Company.

Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to show and explain the Company's transactions so as to disclose with reasonable accuracy the financial position of the Company at any time, and to enable the Directors to ensure that any balance sheet and profit and loss accounts prepared comply with the requirements of the Act.

### **Inspection of Accounts by Members of the Board**

62. The accounting records shall be kept at the registered office of the Company or, subject to section 222 of the Act, at such other place or places as the Board may think fit, and shall always be open to the inspection of the Members of the Board.

### **Inspection of Accounts by Members of the Company**

63. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records and books of the Company or any of them shall be open to the inspection of members not being Members of the Board and no member (not being a Member of the Board) shall have any right of inspecting any accounting record or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.

### **Presentation of Accounts**

64. The Board shall in accordance with the provisions of the Statutes cause to be prepared and to be laid before a General Meeting of the Company each year such income and expenditure accounts, balance sheets, and reports as may be necessary.

### **Copies of Accounts**

65. A copy of every balance sheet and income and expenditure account which is to be laid before a General Meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of an annual report of the

Company shall not less than twenty one days before the date of the meeting be sent to every member of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware.

## **AUDITORS**

### **Auditors**

66. Auditors shall be appointed and their duties regulated in accordance with the Act.

## **NOTICES**

### **Service of Notices**

67. Any notice or document may be served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notices, by electronic form addressed to such member at such address supplied by him to the Company for this purpose or by facsimile addressed to such member at such number supplied by him to the Company for this purpose. Where a notice or other document is served by post, service shall be deemed to be effected on the day following the day on which it was posted, and in proving such service it shall be sufficient to prove that such notice or document was properly addressed, stamped and posted.
68. Anything sent to a member under the Articles must be sent to that member's address as registered in the register of members, unless (i) the member and the Company have agreed that another means of communication is to be used, and (ii) the member has supplied the Company with the information it needs in order to be able to use that other means of communication.

### **No Address Within United Kingdom**

69. A member who (having no registered address within the United Kingdom) has not supplied to the Company an address within the United Kingdom for the service of notices by post and has not supplied an address or number in order to receive notices by either electronic form or facsimile shall not be entitled to receive notices from the Company.

## **INDEMNITY**

### **Indemnity of the Board and Officers**

69. Subject to the provisions of and so far as may be permitted by the Act, every member of the Board, Auditor, Secretary, Treasurer or other officer of the Company shall be entitled to be indemnified by the Company out of the assets of the Company against all costs, charges, losses, expenses and

liabilities necessarily incurred by him in the execution and discharge of his duties or in relation thereto.

70. The provisions of the Memorandum of Association 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.

**These Articles of Association were approved by the Company by Special Resolution passed on 29 November 2007 and following consent by the Office of the Scottish Charities Regulator, adopted on 29 November 2007.**