THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE QUEEN'S HALL (EDINBURGH) LIMITED

(Company number: SC064372)

(adopted by special resolution passed on 28 January 2025)

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INTERPRETATION

1. In these Articles:-

"Act"	means the Companies Act 2006.
"Articles"	means the Company's articles of association.
"Bankruptcy"	means bankruptcy or sequestration and shall include individual insolvency proceedings in a jurisdiction other than Scotland which have an effect similar to that of bankruptcy or sequestration.
"Board"	means the board of Directors of the Company.
"Charities Act"	means the Charities and Trustee Investment (Scotland) Act 2005.
"Circulation Date"	in relation to a written resolution, has the meaning given to it in the Act.
"City of Edinburgh Council"	means The City of Edinburgh Council, constituted under the Local Government etc. (Scotland) Act 1994 and having its principal offices at City Chambers, High Street, Edinburgh EH1 1YJ.

"Clear Days"	means the period of the length specified in these Articles excluding the day of the meeting and the day on which the notice is given. Where the notice is sent by post to an address in the United Kingdom, and the Company can show that it was properly addressed, pre-paid and posted, notice is deemed to have been given to the intended recipient 48 hours after it was posted.
"the Company"	means The Queen's Hall (Edinburgh) Limited, a company which is a Scottish charity (Scottish charity number SC012294) incorporated under the Act (Company number SC064372) and having its registered office at The Queens Hall (Edinburgh), Clerk Street, Edinburgh, EH8 9JG.
"Director"	means a director of the Company and includes any person occupying such position (or, where the context requires, of a subsidiary or of an associated company), such persons also being charity trustees for the purposes of the Charities Act, by whatever name called.
"Electronic Form"	means, in relation to the sending or supply of a document or information, the sending or supply by electronic means (such as by e-mail or fax) or by any other means while in an electronic form (such as sending a disk by post).
"Member"	has the meaning given in section 112 of the Act.
"Objects"	means the objects of the Company described in article 4.
"Ordinary Resolution"	has the meaning given in section 282 of the Act.
"OSCR"	means the Office of the Scottish Charity Regulator.

"Participate"	in relation to a Directors' meeting, has the meaning given in article 100 and **"Participating"** shall be construed accordingly.
"Proxy Notice"	has the meaning given in article 49.
"Special Resolution"	has the meaning given in section 283 of the Act.
"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.

2. Unless the context otherwise requires:-

   a) 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; and
   b) words in the singular include the plural and in the plural include the singular.

3. These Articles apply instead, and to the exclusion, of the model articles for private companies limited by guarantee set out in schedule 2 of The Companies (Model Articles) Regulations 2008.

OBJECTS

4. The objects for which the Company is established are the advancement of education by the cultivation and improvement of public taste in music, opera, ballet and other fine arts in Scotland and elsewhere.

5. The Company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the Company's Objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

LIMITATION ON PRIVATE BENEFITS

6. The income and property of the Company shall be applied solely towards the promotion

of its Objects.

7. Subject to articles 8 and 9, no part of the income and property of the Company shall be paid or transferred, directly or indirectly, to its Directors or Members, whether by way of dividend, bonus or otherwise.

8. Nothing herein shall prevent any payment in good faith by the Company:-

a) of a reasonable and proper remuneration in accordance with sections 67 and 68 of the Charities Act (i.e. that no more than 49% of Directors may be remunerated) and any amendment or alteration thereto;
b) of interest on money lent by any Director or Member at a reasonable and proper rate per annum and not exceeding the base lending rate for the time being of the Company's bankers; or reasonable and proper rent for premises let by any Director or Member to the Company; and
c) to any Director of out-of-pocket expenses.

9. The Executive Director shall, notwithstanding that they are a Director, be entitled to retain all remuneration, and all pensions and/or other benefits, paid or provided to them in their capacity as an employee of the Company.

LIABILITY OF MEMBERS

10. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for:

a) payment of the Company's debts and liabilities contracted before they cease to be a Member;
b) payment of the costs, charges and expenses of winding up; and
c) adjustment of the rights of the contributories among themselves.

MEMBERS

11. The Members shall consist of those individuals who are Members as at the time when the resolution adopting these Articles is passed and such other persons as are admitted to membership under articles 12 to 15.

12. Membership shall (subject to article 13) be open to:

a) any individual who is a Director; and
b) any individual who ceases to be a Director.

13. No employee of the Company (other than the Executive Director) may become a Member; a person (other than the Executive Director) admitted to membership shall automatically cease to be a Member if they become an employee of the Company.

14. Any individual who is eligible to become a Member under article 12, and who wishes to become a Member, must sign and lodge with the Company a written application for membership (in such form as the Directors may reasonably prescribe).

15. Any individual who is eligible to become a Member under article 12, and who submits a duly signed application for membership in accordance with article 14, shall become a Member immediately upon receipt by the Company of that application.

16. A Member shall cease to be such in any of the following events:

a) If by notice in writing left at the registered office of the Company they resign such membership, or
b) If they cease (for any reason) to be a Director and do not submit a duly signed application for membership in accordance with article 14, or
c) If the Directors at a specially convened meeting of the Directors shall resolve that it is in the interests of the Company that they shall cease to be such a Member;

provided always that no person shall cease to be a Member under the last preceding paragraph unless they shall have been given no less than seven days' notice of the meeting of the Directors at which such matter is to be considered and shall have been given a reasonable opportunity of attending and being heard.

17. The rights of a Member shall be personal and shall not be transferable and shall cease on the death or Bankruptcy of such Member.

RE-REGISTRATION OF MEMBERS

18. The Board may, at any time, issue notices to the Members (either in writing or by email)

requiring them to confirm that they wish to remain as Members and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Board.

19. If a Member fails to provide confirmation to the Board (in writing or by email) that they wish to remain as a Member before the expiry of the 28-day period referred to in article 18, the Board may expel them from membership.

20. A notice under article 18 will not be valid unless it refers specifically to the consequences (under article 19) of failing to provide confirmation within the 28-day period.

GENERAL MEETINGS

21. The Company shall in each year hold a general meeting as its annual general meeting (**"AGM"**) in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one AGM and that of the next. The AGM shall be held at such time and place as the Directors shall appoint.

22. The Directors may, whenever they think fit, convene a general meeting of the Company, and general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by Section 368 of the Act. If at any time there are not sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

23. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

24. A person is able to exercise the right to vote at a general meeting when:-

a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

25. The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

26. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

27. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

NOTICE OF GENERAL MEETINGS

28. A general meeting (including, for the avoidance of doubt, an AGM) must be called by notice of at least 14 Clear Days. It may be called by shorter notice than this if agreed to by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights at that meeting of all the Members.

29. The notice shall specify the place, the day and the hour of meeting, the general nature of the business to be dealt with at the meeting and, if a Special Resolution or a resolution requiring special notice under the Act is to be proposed, shall also state that fact, giving the exact terms of the resolution. The notice 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 who are, under the Articles, entitled to receive such notices from the Company.

30. 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 the AGM 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 centum of the total voting rights at that meeting of all

the members.

31. 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 proceeding at that meeting.

MINUTES OF MEETINGS

32. The Directors shall ensure that the Company records minutes of proceedings at any Directors' meetings and meetings of committees, and that such records are kept for at least 10 years from the date of the relevant meeting.

33. The Directors shall also ensure that a proper record is kept of all resolutions agreed to (in writing or by email) by the Directors under article 109.

34. The minutes to be kept under article 32 must include the names of those present; and (so far as possible) should be signed by the chair of the meeting.

35. The records of resolutions kept under article 33 must include the names of those Directors who agreed to the resolution (as well as the names of any Directors who stated that they disagreed with the resolution); and should be signed by the Chair.

PROCEEDINGS AT GENERAL MEETINGS

36. No business shall be transacted at any general meeting unless a quorum of members entitled to vote thereat is present at the time when the meeting proceeds to business.

37. The quorum for a general meeting shall be three members, present in person or represented by proxy; the Executive Director (in their capacity as a Member) shall not be counted towards the quorum at any general meeting or at any part thereof.

38. 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, or to such day and at such other time and place as the Directors 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.

39. The Chair shall preside as chair at every general meeting of the Company, or if the Chair is not present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Directors present shall elect one of their number to be chair of the meeting.

40. If at any meeting no Director is willing to act as chair or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote thereat shall choose one of their number to be chair of the meeting.

41. The chair may, with the consent of any meeting at which a quorum is present (and shall be 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 anginal 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.

42. 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 Chair, or
b) By at least three Members present or by proxy, or
c) By any Member or Members present or by proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.

43. Unless a poll be so demanded a declaration by the chair of the meeting 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.

44. Except as provided in article 23, if a poll is duly demanded it shall be taken in such manner

as the Chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

45. In the case of an equality of votes, whether on a show of hands or on a poll, the chair 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.

46. A poll demanded on the election of a chair or on a question of adjournment, shall be taken forthwith A poll demanded on any other question shall be taken at such time as the chair 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

47. Every member entitled to vote shall have one vote.

48. On a poll votes may be given either personally, by electronic means or by proxy.

CONTENT OF PROXY NOTICES

49. Proxies may only validly be appointed by a notice in writing (a **"Proxy Notice"**) which:-

a) states the name and address of the Member appointing the proxy;
b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
d) is either delivered to the company in accordance with the Articles and any instructions contained in or accompanying the notice of the general meeting or the proxy form, or whose delivery is otherwise accepted by the chair of the meeting at their discretion.

50. The company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

51. Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

52. Unless a Proxy Notice indicates otherwise, it must be treated as:-

a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

DELIVERY OF PROXY NOTICES

53. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.

54. An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.

55. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

56. If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

ERRORS AND DISPUTES

57. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

WRITTEN RESOLUTIONS

58. Subject to article 61, a written resolution of the Members passed in accordance with articles 59 to 67 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:

a) as an Ordinary Resolution if it is passed by a simple majority of the eligible Members; or

b) as a Special Resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a Special Resolution unless it states that it was proposed as a Special Resolution.

59. Where a resolution is proposed as a written resolution of the Company, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

60. Any resolution of the Members for which the Act does not specify whether it is to be passed as an Ordinary Resolution or as a Special Resolution, shall be passed as an Ordinary Resolution.

61. A Members' resolution under the Act removing a Director or an auditor before the expiration of their term of office may not be passed as a written resolution.

62. A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.

63. A Member signifies their agreement to a proposed written resolution when the Company receives from them (or from someone acting on their behalf) an authenticated document identifying the resolution to which it relates and indicating the Member's agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:

a) if the document is sent to the Company in hard copy form, it is authenticated if it bears the signature of the person sending it;

b) if the document is sent to the Company in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the Company or, where no such manner has been specified by the Company, if it is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement.

64. A written resolution is passed when the required majority of eligible Members have

signified their agreement to it.

65. A proposed written resolution shall lapse if it is not passed within 28 days beginning with the Circulation Date.

66. Communications in relation to written resolutions shall be sent to the Company's auditors in accordance with the Act.

67. The Members may require the Company to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.

BOARD OF DIRECTORS

68. For the purposes of these Articles:

a) "Appointed Director" means a Director appointed or re-appointed under articles 71 to 76;
b) "Local Authority Director" means a Director appointed or re-appointed under articles 77 and 78;
c) "Executive Director" means a Director appointed or re-appointed under articles 79 and 80;
d) "Co-opted Director" means a Director appointed or re-appointed under articles 81 and 82.

69. The number of Directors shall be not less than two nor more than 15; out of that number:

a) no more than 11 shall be Appointed Directors;
b) no more than one shall be the Local Authority Director;
c) no more than one shall be the Executive Director; and
d) no more than two shall be Co-opted Directors.

70. A person will not be eligible for appointment to the Board if they are:

a) disqualified from being a charity trustee under the Charities Act; or
b) an employee of the Company (except in the case of the Executive Director).

APPOINTED DIRECTORS: APPOINTMENT AND RETIREMENT

71. At each AGM, the Members may (subject to articles 69 and 70) appoint as a Director any individual, providing they are willing to act.

72. The Directors may at any time (subject to articles 69 and 70), following an open recruitment process, appoint as a Director any individual, providing they are willing to act, either to fill a vacancy or as an additional Director.

73. At each AGM, any Director who has served a term of office of three years shall retire with effect from the conclusion of that AGM, but (subject to article 74) shall be eligible for re-appointment.

74. A Director retiring from office under article 73 shall not be eligible for re-appointment if, as at the time at which they retire, they have held office as a Director for a period of nine consecutive years or more.

75. A Director who has held office for a period of nine consecutive years or more shall not be eligible for any further appointment as a Director until a period of two years or more has passed since they retired.

76. The Directors may, at their discretion, relax the provisions of article 75 to allow any individual serving as a Director at the time of the adoption of these Articles serve for one further term of office of up to three years.

LOCAL AUTHORITY DIRECTOR: APPOINTMENT AND RETIREMENT

77. The Directors shall (subject to articles 69 and 70) have the power to invite the City of Edinburgh Council to nominate any elected member of the City of Edinburgh Council to be appointed as a Director.

78. At each AGM, a Local Authority Director appointed under article 77 shall retire from office – but, provided that a notice of withdrawal has not been received from the City of Edinburgh Council, shall then be eligible for re-appointment by the Directors (after the AGM) under that article.

EXECUTIVE DIRECTOR: APPOINTMENT AND RETIREMENT

79. The Directors shall, at the first meeting of the Directors which is held after the appointment of any individual to the post of chief executive officer of the Company, appoint that individual as a Director (**"the Executive Director"**) of the Company.

80. The Executive Director shall continue to hold office as a Director of the Company unless and until they cease (for whatever reason) to hold the post of chief executive officer of the Company.

CO-OPTED DIRECTORS: APPOINTMENT AND RETIREMENT

81. In addition to their powers under article 72, the Directors may at any time (subject to articles 69 and 70) appoint any individual to be a Director, providing they are willing to act, on the basis that they have specialist experience and/or skills which could be of assistance to the Directors.

82. At each AGM, all of the Directors appointed under article 81 shall retire from office – but shall then be eligible for re-appointment by the Directors (after the AGM) under that article.

BORROWING POWERS

83. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party.

POWERS AND DUTIES OF DIRECTORS

84. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act, Charities Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act, Charities Act or these Articles, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

85. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

TERMINATION OF OFFICE

86. The office of Director shall be automatically vacated if the Director:

a) Becomes Bankrupt or makes any arrangement or composition with their creditors generally,

b) Becomes prohibited from being a Director by reason of any order made under the Act or under the Company Directors Disqualification Act 1986,

c) Becomes debarred under any statutory provision from being a charity trustee,

d) Has died or a registered medical practitioner who is treating that Director gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months,

e) Becomes (except in the case of the Executive Director) an employee of the Company,

f) Ceases (in the case of the Local Authority Director) to be an elected member of the City of Edinburgh Council,

g) Is (in the case of the Local Authority Director) removed via a notice received by the Company from the City of Edinburgh Council withdrawing that individual's nomination,

h) Ceases (in the case of the Executive Director) to hold the post of chief executive officer of the Company,

i) Resigns their office in writing to the Company,

j) Is absent (without permission of the Directors) from more than three consecutive meetings of the Directors, and the Directors resolve to remove them from office;

k) Is removed from office by resolution of the Directors on the grounds that they are considered to have been in serious or persistent breach of their duties under sub-sections 66(1) or (2) of the Charities Act, or

l) is removed from office by Ordinary Resolution (special notice having been given) in pursuance of section 168 of the Act.

87. A resolution under paragraph 86.j) or 86.k) shall be valid only if:

a) the Director who is the subject of the resolution is given reasonable prior written notice by the Directors of the grounds upon which the resolution for their removal is to be proposed;
b) the Director concerned is given the opportunity to address the meeting of Directors at which the resolution is proposed, prior to the resolution being put to the vote; and
c) at least two thirds (to the nearest round number) of the Directors then in office vote in favour of the resolution.

APPOINTMENT, REMOVAL AND TERM OF CHAIR AND VICE CHAIR

88. The Directors shall, by majority decision, elect from their number any Director (providing they are willing to act) to act as the Chair and Vice Chair of the Board; any such appointment shall be effective from the date on which the relevant meeting of Directors is held.

89. The Chair and/or Vice Chair shall retire from office on the third anniversary of their election (or re-election), but (subject to article 90) shall be eligible for re-election.

90. Any Director serving in office as Chair or Vice Chair shall not be eligible for re-election if, as at the time at which they retire under article 89, they have held office as Chair or Vice Chair (as the case may be) for a period of nine consecutive years or more.

91. Any Director elected to the office of Chair or Vice Chair shall cease to hold that office if they cease to be a Director, or if they resign from that office by written notice to that effect.

DIRECTORS' CONFLICTS OF INTEREST

92. Subject to the provisions of the Act and of articles 6 to 9, and provided that they have disclosed to the Directors the nature and extent of any personal interest which they have (unless immaterial), a Director:

a) may be a party to, or have some other personal interest in, any transaction or arrangement with the Company or any associated company;

b) may be party to, or have some other personal interest in, any transaction or arrangement in which the Company or any associated company has an interest;

c) in the case of the Executive Director, may be employed by the Company;

d) may be a trustee or secretary of, or employed by, or have some other personal interest in any associated company;

e) shall not, because of their office, be accountable to the Company for any benefit which they derive from any such office or employment or from any such transaction or arrangement or from any interest in any such company; and

f) no such transaction or arrangement shall be liable to be treated as void on the grounds of any such interest or benefit.

93. If a proposed decision of the Directors is concerned with an existing or proposed transaction or arrangement with the Company in which a Director is interested (whether directly or indirectly), that Director shall disclose the nature and extent of that interest to the other Directors in accordance with sections 177 or 182 of the Act and the Charities Act as applicable.

94. A Director shall not vote at a meeting of Directors or at a meeting of a committee on any resolution concerning a matter in which they have, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the Company; they must withdraw from the meeting while an item of that nature is being dealt with.

95. For the avoidance of doubt, the Executive Director shall not be entitled to vote on any matter relating to their remuneration or terms and conditions of employment.

96. A Director will not count towards the quorum of a meeting (or part of a meeting) at which they are not entitled to vote.

CONDUCT OF DIRECTORS

97. It is the duty of each Director to take decisions (and exercise their other powers and responsibilities as a Director) in such a way as they consider, in good faith, will be most likely to promote the success of the Company and will be in the interests of the Company, and irrespective of office, post, engagement or other connection which they may have with any other body which may have an interest in the matter in question.

98. Without prejudice to article 97, each of the Directors shall have a duty, in exercising functions as a charity trustee, to act in the interests of the Company; and in particular, must:

a) seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its purposes;
b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
c) in circumstances giving rise to the possibility of a conflict of interest between the Company and any party responsible for the appointment of a Director:
   - put the interests of the Company before the other party;
   - where any other duty prevents them from doing so, disclose the conflicting interest to the Company and refrain from participating in any deliberation or decision of the other Directors with regard to the matter in question;
d) ensure that the Company complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities Act; and
e) comply with the rules and/or bye laws prescribed by the Board from time to time; for the avoidance of doubt, such rules and/or bye laws shall be supplemental to the provisions relating to the conduct of Directors contained in these Articles, and the relevant provisions of these Articles shall be interpreted and applied in accordance with the provisions of the rules and/or bye laws in force from time to time.

PROCEEDINGS OF DIRECTORS

99. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they see fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chair shall have a second or casting vote. Any two Directors may, at any time, summon a meeting of the Directors.

100. Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting (**"Participate**") when:

a) the meeting has been called and takes place in accordance with these Articles;

and

b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

101. In determining whether Directors are Participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

102. If all the Directors Participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

103. The quorum necessary for the transaction of the business of the Directors shall be three; the Executive Director shall not be counted towards the quorum at any Directors' meeting or at any part thereof.

104. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by article 69 as the minimum number of Directors or the requirements of article 69 or article 103 are not fulfilled, the continuing Directors or Director may act for the purpose of increasing the number of Directors so as to fulfil the requirements of article 69 or article 103, or of summoning a general meeting of the Company, but for no other purpose.

105. Should the elected Chair and Vice Chair not be present within thirty minutes after the time appointed for holding a meeting, the Directors present may choose one of their number to be acting chair of the meeting.

106. All acts bona fide done by any meeting of the Directors or of a committee, or by any person acting as a Director, shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any such Director 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 Director.

107. The Directors may invite City of Edinburgh Council to appoint an individual to act as an observer at Directors' meetings. The observer shall be entitled to receive notice of, attend and speak at all Directors' meetings and to receive copies of all board papers as if they were a Director, but shall not be counted towards the quorum and shall not be entitled to vote on any resolutions proposed.

108. The Directors may invite any individual to attend a Directors' meeting, either to participate in the discussion or to observe, but on the understanding that any such individual will not be counted towards the quorum and shall not be entitled to vote on any resolutions proposed.

109. A resolution agreed to in writing (or by email) by a majority of the Directors then in office shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

DIRECTORS' EXPENSES AND REMUNERATION

110. The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at meetings of Directors or committees or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

DIRECTORS MAY DELEGATE

111. Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:-

a) to such person or committee;
b) by such means (including by power of attorney);
c) to such an extent;
d) in relation to such matters or territories; and
e) on such terms and conditions,

as they think fit.

112. If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

113. The Directors may revoke any delegation, in whole or part, or alter its terms and conditions.

COMMITTEES

114. The Directors shall make rules of procedure for all or any committees, (including, without prejudice to the forgoing generality, rules on the composition of, the appointment of persons to, and removal of members from, the committee).

115. All rules made by the Directors pursuant to article 114 shall be put down in writing.

116. Each committee may comprise individuals who are not Directors but a Director must chair each committee.

ACCOUNTS

117. The Directors shall cause proper books of account to be kept with respect to:

a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place,
b) All sales and purchases of goods by the Company, and
c) The assets and liabilities of the Company.

118. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

119. The books of account shall be kept at the registered office of the Company, or, subject to the provisions of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

120. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

121. The Directors shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss

accounts, balance sheets, group accounts (if any) and reports as referred to in the Act.

122. A copy of every balance sheet (including every documents required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditor's report, shall not less than twenty one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company. 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 or to more than one of the joint holders of any debenture.

AUDIT

123. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

124. A notice may be given by the Company to any member either personally, via email or by sending it by post to them or to their registered address, or (if they have no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by them to the Company for the giving of notice to them. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by email, service of the notice shall be deemed to be effected at the time of transmission.

125. Notice of every general meeting shall be given in any manner hereinbefore authorised to:

a) every Member entitled by these Articles to attend such general meeting except those Members who (having no registered address within the United Kingdom) for the giving of notice to them,

b) every person being a legal representative or a trustee in bankruptcy of a Member where the Member but for their death or Bankruptcy since the last previous general meeting of the Company would be entitled to receive notice of the meeting,

c) every Director of the Company for the time being, and

d) the auditor for the time being of the Company.

126. No other person shall be entitled to receive notices of general meetings.

DIRECTORS' INDEMNITY AND INSURANCE

127. Subject to articles 128 and 129, but without prejudice to any indemnity to which a Director is otherwise entitled:

a) each Director may be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by them as a Director:

- in the actual or purported execution and/or discharge of their duties (including the duties of a charity trustee) or in relation to them; and
- in relation to the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act);

b) including (in each case) any liability incurred by them in defending any civil or criminal proceedings in which judgement is given in their favour or in which they are acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in connection with any application in which the court grants them, in their capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's or an associated company's affairs; and

c) the Company may provide any Director with funds to meet expenditure incurred or to be incurred by them in connection with any proceedings or application referred to in the second paragraph of article 127.a) and otherwise may take any action to enable any such Director to avoid incurring such expenditure.

128. This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law including any provision of the Charities Act.

129. This article does not authorise indemnification in respect of any liability incurred by the Director to make payment in respect of the matters set out in article 128.

130. For the purposes of articles 127 to 129, companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

131. The Directors may (subject to the provisions of section 68A of the Charities Act) purchase and maintain for any Director insurance against any loss or liability which any Director or other officer of the Company may sustain or incur in connection with the execution of the duties of their office; and such insurance may (subject to the provisions of section 68A of the Charities Act) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

WINDING UP

132. 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 charitable institution or institutions having objects similar to the Objects of the Company and which shall prohibit the distribution of its or their income or property amongst its or their members, to an extent at least as great as is imposed on the Company under or by virtue of article 6 hereof, 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 cannot be given to the foregoing provisions then to some other objects which the law regards as charitable.