



ARTICLES OF ASSOCIATION

of

SCOTTISH GAMEKEEPERS ASSOCIATION

CHARITABLE TRUST

2017

**THE COMPANIES ACT 2006**

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

**ARTICLES OF ASSOCIATION  
OF  
SCOTTISH GAMEKEEPERS ASSOCIATION CHARITABLE TRUST**

1. **PRELIMINARY**

The model articles for private companies limited by guarantee contained in Schedule 2 of The Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles shall not apply to this Company, but the following shall be the Articles of Association of the Company.

2. **INTERPRETATION**

2.1. In these Articles, the words and expressions below shall have the following meanings unless the context requires otherwise:-

**"the Act"** means the Companies Act 2006;

**"Articles"** means these articles of association together with any duly authorised amendments or alterations from time to time, and the term "Article" shall be construed accordingly.

**"the Association"** means Scottish Gamekeepers Association a private limited company limited by guarantee incorporated in Scotland (Company Number SC386643) and having its Registered Office at Inveralmond Business Centre, 6 Auld Bond Road, Perth;

**"the Board"** means the Board of Directors of the Company;

<b>"Chairman"</b>	means the Chairman of the Board appointed in accordance with Articles 10.6 and 10.7;
<b>"the Company"</b>	means Scottish Gamekeepers Association Charitable Trust, a not for profit company limited by guarantee;
<b>"Director"</b>	means an individual (of 18 years of age and over) duly appointed as a member of the Board in accordance with these Articles;
<b>"in writing"</b>	means written, printed, electronic (such as email), typewritten, telexed, faxed, lithographed or produced or any other mode of representing or reproducing words in a legible or non-transitory form or partly one and party another;
<b>"Member"</b>	means any person who has (a) agreed to become a member in accordance with Article 4 or (b) been appointed as a Director and whose name is registered in the Register of Members of the Company and "Members" shall be construed accordingly;
<b>"the Secretary"</b>	means any person appointed to perform the duties of the Secretary of the Company;
<b>"special resolution"</b>	means a resolution passed by not less than 75% of the members entitled to vote in person at a general meeting of the Company;
<b>"year"</b>	means a calendar year.

Unless the contrary intention appears:

- 2.2. words importing the singular number shall include the plural number and vice versa;
- 2.3. words importing a particular gender include any gender;
- 2.4. reference to a "person" includes any natural person (male or female) or any legal person, body, firm or organisation, incorporated or unincorporated, and any other person;
- 2.5. the headings in these Articles are for convenience only and shall not affect the construction of the Articles;
- 2.6. words and expressions defined in the Act shall bear the same meaning in these Articles, including any statutory modifications to those defined terms, not in force at the date these Articles become being binding on the Company;
- 2.7. save as aforesaid, any words expressions defined in the Act shall, if not inconsistent with the subjects or context, bear the same meaning in these Articles.

3. **NAME, REGISTERED OFFICE & OBJECTS**

- 3.1. The name of the Company is "Scottish Gamekeepers Association Charitable Trust".
- 3.2. The registered office of the Company is situated in Scotland.
- 3.3. The Company is established for the following charitable objects and purposes and for the purposes of these Articles the expression "charitable objects" shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts:
  - 3.3.1. the advancement of education and training in the field of game and land management in Scotland; and

- 3.3.2. to maintain Scotland's game and wildlife species for the benefit of the public through habitat improvement and the application of balanced conservation policies.
- 3.3.3. In furtherance of the objects and purpose hereinafter defined, but not further or otherwise, the Company shall have the following powers:
  - 3.3.3.1. To assist in the unity of all Scottish gamekeepers, stalkers, ghillies and rangers;
  - 3.3.3.2. To promote the professional role of Scottish gamekeepers, stalkers, ghillies and rangers in the management of the Scottish environment by publicising their high standards of conduct and highlighting the contribution that country sports make to the Scottish rural economy;
  - 3.3.3.3. To assist in the improvement of the professional role of the membership in the good management of the Scottish rural environment through development of best practice policies and training;
  - 3.3.3.4. To promote the work that gamekeepers, stalkers, ghillies and rangers do for the good of the countryside, its natural heritage and its management;
  - 3.3.3.5. To educate gamekeepers, stalkers, ghillies and rangers in the aspects of law, best practice and training in respect of wildlife matters and good management of the Scottish rural environment;
  - 3.3.3.6. To promote the welfare of gamekeepers, stalkers, ghillies and rangers when issues concerning their jobs come under attack from pressure groups and government policies;
  - 3.3.3.7. To liaise with the police where appropriate;

- 3.3.3.8. To liaise with other field sports organisations where appropriate;
- 3.3.3.9. To liaise with other field sports organisations where appropriate;
- 3.3.3.10. To address and advise on the implications should shootings, stalking and fishing ever be restricted in Scotland;
- 3.3.3.11. To educate the media, politicians, civil servants and the general public including school children and college students of:-
  - 3.3.3.11.1. The benefits of good game and wildlife management for the Scottish rural environment, heritage, the rural economy and local communities;
  - 3.3.3.11.2. the professional role played by the membership in good management of the Scottish rural environment through their application of best practice, training and high standards of conduct; and
  - 3.3.3.11.3. the impact on the benefits of good game and wildlife management for the Scottish rural environment, heritage, the rural economy and local communities should stalking, shooting and fishing ever be restricted in Scotland.
- 3.3.3.12. To advise in relation to, organise, support, monitor or conduct, educational and training courses, programmes, events and initiatives directed towards developing a greater awareness of issues relating to the benefits of good wildlife

and game management for the Scottish rural environment, heritage, the rural economy and local communities.

3.3.3.13 To provide and/or assist in the provision of information and advice in relation to the benefits of good wildlife and game management for the Scottish rural environment, heritage, the rural economy and local communities and any other area associated with the Company's activities.

3.3.3.14 To operate fact-finding tours and open days for Government, Civil Service and other statutory bodies in order to improve the exchange of information and ideas on rural management issues.

3.3.3.15 To design, prepare or publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, multi-media products and display materials in connection with the Company's activities.

3.3.3.16 To advise in relation to, commission and/or conduct research projects and programmes and to publish and promote the findings of such research.

3.3.3.17 To liaise with and advise the European Community, Westminster and Scottish Government authorities and agencies, local authorities, schools, colleges, universities and other educational establishments, all with a view to furthering the aims of the Company.

3.3.3.18 To develop and deliver best practice game and wildlife management.



- 3.3.3.19 To provide training courses, advice and support to members of the Trading Company in terms of the law and best practice in relation to good management of the Scottish rural environment.
- 3.3.3.20 To hold meetings, lectures and exhibitions;
- 3.3.3.21 To raise funds from local and other sources and to apply for grant aid to appropriate bodies, governmental, institutional and private.
- 3.3.3.22 To receive, allocate and administer grants, gifts, subscriptions or bequests made available to the Company for any or all of its objects, whether from public funds or from private sources under the terms and conditions referable to such grants, gifts or bequests.
- 3.3.3.23 To provide support to land management workers facing economic and welfare hardship.
- 3.3.3.24 To act as trustees and to undertake or accept any such specific tasks or responsibilities including advisory functions, on behalf of voluntary associations, Government Departments, or public bodies, where such an undertaking will advance the objects for which the Company exists.
- 3.3.3.25 To purchase, take on lease, or in exchange, hire, or otherwise acquire in any manner any heritable or moveable, real or personal property, and any rights or privileges necessary or convenient which the Company may think necessary for the promotion of its objects.
- 3.3.3.26 To liaise with, form connections with and enter into joint ventures with other organisations and/or associations based

either in Scotland or abroad which have similar objects to the Company or with such organisations and/or associations as the Trustees may from time to time determine would be beneficial to promote, directly or indirectly, the objects of the Company or any of them.

3.3.3.27 To act as a co-ordinating body and to co-operate with all other local and statutory authorities, voluntary organisations, charities and persons having aims similar to those of the Charitable Company.

3.3.3.28 To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.

3.3.3.29 To borrow or raise money in such manner and upon such terms as the Company shall think fit, and in particular upon the security by way of standard security, mortgage, charge, debenture or otherwise of all or any part of the property of the Company.

3.3.3.30 To sell, feu, manage, develop, let, mortgage, give, lend or otherwise deal with all or any part of the property, rights and privileges of the Company, with a view to the promotion of its objects.

3.3.3.31 To provide or to procure the provision of counselling and guidance in furtherance of the said objects.

3.3.3.32 To gather, collate, assess, and present views, opinions and information to appropriate statutory and voluntary organisations alone or in conjunction with other bodies and persons and to publish or sponsor the publication of

information leaflets, brochures, books, papers, films, videos and audio and audio-visual presentations in order to further the achievement of the Company's objectives.

3.3.3.33 To establish, support or assist any body or bodies financially or otherwise in the furtherance of the above purposes or any of them.

3.3.3.34 To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may be conducive to its objectives and the distribution thereunder amongst the beneficiaries or other persons entitled thereto of any income, capital or annuity whether periodical or otherwise, and whether in money or in specie and in furtherance of any trust direction, discretion or other obligation or permission.

3.3.3.35 To take such steps as may from time to time be deemed necessary for the purpose of procuring contributions, subscriptions, and donations of money to the funds of the Company or gifts, devises or bequests of property of any kind for the Company or its purposes, to receive and give receipts and discharges for and to deal with any such money or property (subject to any trusts, terms or conditions imposed by the donors thereof) for any of the objects of Company as may seem necessary, and to borrow or raise money for the purpose of the Company on such terms and on such securities as may be thought fit.

3.3.3.36 To effect and keep any insurance against any risk, loss or liability of all kinds.

- 3.3.3.37 To pay, the expenses of and necessary for the formation and incorporation of the Company.
- 3.3.3.38 To procure to be written and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, films, videos, pamphlets, leaflets or other documents in connection with the objects of the Company or any of them.
- 3.3.3.39 To arrange and provide for or join in arranging providing for the holding of exhibitions, meetings, lectures and classes to further the objects of the Company or any of them.
- 3.3.3.40 To transfer or dispose of, with or without valuable consideration, any part of the property or assets of the Company not required for the purposes for which it is formed to any body formed for similar charitable purposes or a charitable purpose provided that such body is not carrying on business for profit or gain for distribution of its income or property by way of dividend, bonus or otherwise amongst its members.
- 3.3.3.41 To federate or amalgamate with (or separate from), affiliate or become affiliated to (or disaffiliated or become disaffiliated from) any body formed exclusively for similar charitable purposes or a charitable purpose and to acquire and undertake all or any part of the assets, liabilities and engagements of any such body, which the Company may lawfully acquire.
- 3.3.3.42 Subject to the provisions hereinafter contained, to employ and pay officers and other persons or bodies whose services are required for carrying out any of the objects of Company.

- 3.3.3.43 To provide for the welfare of employees or ex-employees of the Company by grants of money, pensions or otherwise.
- 3.3.3.44 To do all or any of the above things as principals, agents, trustees or as partners with other bodies, or in any other way, and by or through trustees, agents or otherwise.
- 3.3.3.45 To establish, promote or otherwise assist any company or 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, or further the objects of, the Company.
- 3.3.3.46 Without prejudice to the provisions of the Articles, the Company shall have power to purchase and maintain insurance for, and for the benefit of, any persons who are or were at any time Trustees, officers or employees or auditors of the Company, including (without prejudice to the generality of the foregoing) 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 otherwise in relation to their duties, powers or offices in relation to the Company but always excluding, in the case of any Trustee, liability arising from any act or omission which such Trustee knew to be a breach of trust or which was committed by the Trustee in reckless disregard of whether it was a breach of trust or not arising where Trustees continue to trade knowing the Company is insolvent or in reckless disregard of whether it is solvent or not.

3.3.3.47 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 Board may think fit, and any such appointment, employment, engagement, dismissal or termination may be effected on such terms and conditions as to remuneration payment and otherwise as the Company may think appropriate.

3.3.3.48 To take such other steps as may appear to the Council appropriate to protect, preserve and enhance the objects of the Company and the countryside.

3.3.3.49 To do all such things incidental or conducive to the attainment of the above objects.

And throughout this Article the word “body” includes any association, institution, or aggregate of persons, whether incorporated or unincorporated.

#### 4. **MEMBERS**

4.1. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be the members of the Company. No person shall be admitted a member of the Company unless he is (a) a member of the Association and (b) approved by the Board. Every person who wishes to become a member shall deliver to the Company a written application for membership in such form as the Board requires, duly signed by him.

4.2. Unless otherwise determined by a special resolution of the Members there will be a minimum of one but there shall no maximum numbers of Members.

- 4.3. A Member may at any time withdraw from the Company by giving at least 14 clear days' written notice to the Company. Membership (in the sense of Members whose names are entered on the register of members of the Company) shall not be transferable and shall cease on death. The Board may also at its discretion after due consultation (as shall be appropriate in the circumstances) resolve to terminate the membership of any Member if they believe it to be in the best interests of the Company so to do.
- 4.4. In each calendar year a Member shall pay a subscription to the Company of such an amount as the Board shall from time to time determine; the amount of subscription can be set at different levels for different Classes.

5. **ANNUAL GENERAL MEETINGS**

- 5.1. The Company shall in each calendar year hold an annual general meeting of its members not later than by 1<sup>st</sup> November in each year, on a date fixed by the Board and advertised in writing at least two weeks in advance.
- 5.2. The purpose of the annual general meeting shall be *inter alia* to transact the following business of the Company:-
- 5.2.1. to receive, and if approved, to adopt a statement of the Company's accounts for the preceding year; and
- 5.2.2. to deal with any special matter which the Board may desire to bring before the membership.
- 5.3. A general meeting shall be called and held in accordance with the provisions of the Act.

6. **PROCEEDINGS AT GENERAL MEETINGS**

- 6.1. At all meetings the vote of the majority shall prevail.
- 6.2. The Chairman shall have, in addition to a deliberative vote, a casting vote in the case of an equality of votes.

6.3. Fifteen (15) Members shall be necessary to constitute a quorum at any general meeting of the Company duly convened under these Articles.

6.4. If a quorum is not present within half an hour from the time appointed for a meeting, or if during a meeting such quorum ceases to be present, the meeting if convened on 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 time and place as the Board may determine at which time those attending shall constitute the quorum.

**7. VOTES OF MEMBERS AT GENERAL MEETINGS**

7.1. All votes of the members shall, unless otherwise agreed among the members present at the meeting in question, be taken by secret ballot. For the avoidance of doubt, there shall be no voting by proxy.

7.2. Upon the request of any member, a record of the votes cast shall be kept by the Secretary.

7.3. The Board shall cause proper records of the proceedings and resolutions to be kept.

**8. NUMBER OF DIRECTORS**

8.1. There shall be a Board consisting of certain individuals with relevant skills and experience and unless otherwise determined by a special resolution there will be a minimum of one but there shall be a maximum of fifteen Directors.

**9. METHODS OF APPOINTING AND TERMINATING APPOINTMENT OF DIRECTORS**

9.1. Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a Director by a decision of the Directors.

9.2. A person ceases to be a Director as soon as:-

9.2.1. That person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law or;



- 9.2.2. A bankruptcy order is made against that person or;
- 9.2.3. A composition is made with that person's creditors generally in satisfaction of that person's debts or;
- 9.2.4. A registered medical practitioner who is treating that person 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 far more than three months or;
- 9.2.5. By reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have or;
- 9.2.6. Notification is received by the Company from the Director that the Director is resigning from office, and such registration has taken effect accordance with its terms.

10. **DIRECTORS POWERS ETC.**

- 10.1. Directors shall be entitled to reclaim from the Company all expenditure necessarily incurred by them in connection with the discharge of their duties.
- 10.2. Subject to the Articles the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.
- 10.3. Subject to the Articles:-

- 10.3.1. the Directors may delegate any of the powers which are conferred on them under the Articles:-
  - 10.3.1.1. to such person or committee;
  - 10.3.1.2. by such means (including by power of attorney);
  - 10.3.1.3. to such an extent;
  - 10.3.1.4. in relation to such matters or territories; and
  - 10.3.1.5. on such terms and conditions;as they think fit
- 10.3.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 10.3.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 10.4. Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- 10.5. The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.
- 10.6. The Directors shall appoint a Chairman from among their number who shall chair all meetings of the Board and the Company.
- 10.7. If the Directors have not appointed a Chairman, or if the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:-
  - 10.7.1. the Directors present, or
  - 10.7.2. if no Directors are present,

the meeting, must appoint a Director or Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

**11. CALLING OF AND PROCEEDINGS AT MEETINGS OF THE BOARD**

- 11.1. Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the Secretary (if any) to give such notice.
- 11.2. Notice of any Directors' meeting must indicate:-
  - 11.2.1. its proposed date and time;
  - 11.2.2. where it is to take place; and
  - 11.2.3. if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 11.3. Notice of a Directors' meeting must be given to each Director, but need not be in writing.
- 11.4. Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 11.5. At all meetings the vote of the majority shall prevail.
- 11.6. The Chairman shall have, in addition to a deliberative vote, a casting vote in the case of equality of votes.
- 11.7. Two Directors shall be necessary to constitute a quorum at any meeting of the Board. Provided, however, that in the event that those shall only be a single Director then such Director shall constitute the quorum.
- 11.8. If, within half an hour (or such longer time not exceeding one hour as the Chairman decides) from the time appointed for the meeting, a quorum is not

present, the meeting shall be adjourned to the same day in the next week at the same place, or to such other day and at such time and place as the Chairman or, failing him the Directors determine. At the adjourned meeting, the quorum shall be a single Director.

12. **ACCOUNTS**

12.1. The Board shall cause to be kept such books of account as are necessary to exhibit and explain the transactions and financial position of the Company, and to give a true and fair view of the state of affairs of the Company.

12.2. The annual accounts of the Company shall be balanced each year as at 31<sup>st</sup> December and shall be examined by an appropriately qualified professional to be appointed at the preceding annual general meeting.

13. **ACCOUNTING**

Once at least in every year the accounts of the Company shall be independently examined by one or more properly qualified accountant or accountants. Accountants of the Company shall be appointed and if the accountant or accountants are required to act as auditors, then their duties shall be regulated in accordance with the provisions of Sections 485 to 488 of the Act or other statutory provisions as to audit for the time being in force, and in construing the said sections the board shall be treated as the Directors in the said sections.

14. **NOTICES**

14.1. Any notice 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 person at his registered address as appearing in the register of members.

14.2. Any person described in the register of members by an address not within the United Kingdom, who shall from time to time give to the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but save as

aforesaid, only Members described in the register or list aforesaid by an address within the United Kingdom shall be entitled to receive any notice from the Company.

14.3. Any notice served by post shall be deemed to have been served on the second day (save on a Friday when it shall be deemed to have been served on the Monday following) following that on which the letter containing the same was posted, and on proving such service it shall be sufficient to show that the letter containing the same was properly addressed and posted as a prepaid letter.

15. **INDEMNITY**

15.1. Subject to Article 15.2 but without prejudice to any indemnity to which a relevant officer is otherwise entitled:-

15.1.1. each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his 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 any associated company's) affairs; and

15.1.2. the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 15.1.1 and otherwise

may take any action to enable any such relevant officer to avoid incurring such expenditure.

15.2. 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.

15.3. In this Article:-

15.3.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

15.3.2. a "relevant officer" means any Director or other officer or former Director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act).

## 16. **DISSOLUTION**

16.1. Subject to Article 16.2:-

16.1.1. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company;

16.1.2. No part of the income and property of the Company shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to the members of the Company; and

16.1.3. No benefit in money or money's worth shall be given by the Company to any Director except repayment of out-of-pocket expenses.

16.2. The Company shall, notwithstanding the provisions of Article 16.1 be entitled:-

16.2.1. To pay reasonable and proper remuneration to any Director or Member of the Company in return for services (not being of a management nature) actually rendered to the Company;

16.2.2. to reimburse the Directors any reasonable expenses incurred by them in discharging their duties to or on behalf of the Company;

16.2.3. to pay interest at a rate not exceeding the commercial rate on money lent to the Company by any Director or Member of the Company;

16.2.4. To purchase assets from, or sell assets to, any Director or Member of the Company providing such purchase or sale is at market value.

16.3. 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 be given or transferred to a charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Articles 17.1 and 17.2 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 foresaid provision, then to some similar charitable object.

17. **MEMBERS LIABILITY**

17.1. The liability of the Members is limited.

17.2. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he is Member or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities 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.