

THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION

of

SCOTTISH GAMEKEEPERS ASSOCIATION CHARITABLE TRUST

2010

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

SCOTTISH GAMEKEEPERS ASSOCIATION CHARITABLE TRUST

PRELIMINARY

- 1 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 (hereinafter called "**the Charitable Company**"), but the following shall be the articles of association of the Charitable Company.

INTERPRETATION

- 2 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 the unincorporated association known as Scottish Gamekeepers Association, some of the business and assets of which will be transferred to the Charitable Company on or following incorporation of the Charitable Company, and the remainder of which business and assets will be

transferred to the Trading Company on or following incorporation of the Trading Company;

“Central Committee” means the Central Committee of the Association, which shall become the Central Committee of the Charitable Company and the Trading Company (having its meaning attributed to it by Article 29) on incorporation of each company;

“the Chairman” means the Chairman of the Council;

“the Charitable Company” means Scottish Gamekeepers Association Charitable Trust, a private company limited by guarantee to be incorporated in Scotland;

“Co-opted members” means members having certain relevant skills and experience appointed at the discretion of the Central Committee in accordance with Article 29.2;

“Corporate members” means members which are incorporated or other organisations which donate funds to the Charitable Company, whose membership is approved by the Central Committee;

“the Council” means the Council of Trustees for the time being of the Charitable Company;

“Full members” means members who are persons employed as a part-time gamekeeper, stalker, ghillie or ranger, and those persons who participate in any other legitimate sporting related activity;

“Honorary members” means members who are appointed as honorary members at the discretion of the Central Committee;

“in writing” 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 partly another;

"Junior members"	means members who are individuals under the age of 12 on first application for membership and at subsequent membership renewals;
"Member"	means any person who has agreed to become a Member in accordance with Article 4 and whose name is registered in the register of Members of the Charitable Company and "Members" shall be construed accordingly;
"the membership"	means such persons who have paid a membership fee in order to become members of the Charitable Company and the Trading Company, which includes Full members, Professional members, Supporters and Syndicate members, and "members" shall be construed accordingly;
"OSCR"	means the Office of the Scottish Charitable Company Regulator;
"Professional members"	means members who are persons employed (or previously employed for a minimum of 10 calendar years or retired from employment which lasted for a minimum of 10 calendar years) as a full-time gamekeeper, stalker, ghillie or ranger;
"Regional Committee"	has the meaning as is referred to at Article 39, and "Regional Committee member" shall be construed accordingly;
"the Secretary"	means any person appointed to perform the duties of the Secretary of the Charitable Company;

“special resolution”	means a resolution passed by not less than 75% of the members entitled to vote in person at a general meeting of the Charitable Company;
“Student members”	means members who are students studying for a recognised Gamekeeping course at a Scottish College of Higher Education;
“Supporters”	means members who are persons who support the professions and the principles promoted by the Charitable Company;
“Syndicate members”	means members which are named groups of six or more Full members;
“the Trading Company”	means Scottish Gamekeepers Association, a private company limited by guarantee to be incorporated in Scotland on or around the date of incorporation of this Company;
“Trustee”	means a director of the Charitable Company duly appointed in accordance with these Articles and “Trustees” mean all of the directors;
“Website”	means the website of the Charitable Company and the Trading Company;
“year”	means a calendar year.

Unless the contrary intention appears:

- (a) words importing the singular number shall include the plural number and vice versa;
- (b) words importing a particular gender include any gender;
- (c) 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;

- (d) the headings in these Articles are for convenience only and shall not affect the construction of the Articles;
- (e) 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 becomes binding on the Charitable Company;
- (f) save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subjects or context, bear the same meaning in these Articles.

NAME, REGISTERED OFFICE & OBJECTS

3A The name of the Charitable Company is "Scottish Gamekeepers Association Charitable Trust".

3B The registered office of the Charitable Company is to be situated in Scotland.

3C The Charitable 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:

- (i) the advancement of education and training in the field of game and land management in Scotland; and
- (ii) to maintain Scotland's game and wildlife species for the benefit of the public through habitat improvement and the application of balanced conservation policies.
- (iii) In furtherance of the objects and purposes hereinbefore defined, but not further or otherwise, the Charitable Company shall have the following powers:
 - (a) To assist in the unity of all Scottish gamekeepers, stalkers, ghillies and rangers;
 - (b) 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;

- (c) 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;
- (d) To promote the work that gamekeepers, stalkers, ghillies and rangers do for the good of the countryside, our natural heritage and its management;
- (e) To educate gamekeepers, stalkers, ghillies and rangers in aspects of the law, best practice and training in respect of wildlife matters and good management of the Scottish rural environment;
- (f) To promote the welfare of gamekeepers, stalkers, ghillies and rangers when issues concerning their jobs come under attack from pressure groups and government policies;
- (g) To liaise with the police where appropriate;
- (h) To liaise with other field sports organisations where appropriate;
- (i) To address and advise on the implications should shooting, stalking and fishing ever be restricted in Scotland;
- (j) To educate the media, politicians, civil servants and the general public including school children and college students of:-
 - (a) the benefits of good game and wildlife management for the Scottish rural environment, heritage, the rural economy and local communities;

- (b) the professional role played by the membership in the good management of the Scottish rural environment through their application of best practice, training and high standards of conduct; and
 - (c) 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.
- (k) 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.
- (l) 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 Charitable Company's activities.
- (m) 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.
- (n) 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 Charitable Company's activities.
- (o) To advise in relation to, commission and / or conduct research projects and programmes and to publish and promote the findings of such research.

- (p) 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 Charitable Company.
- (q) To develop and deliver best practice game and wildlife management.
- (r) 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.
- (s) To hold meetings, lectures and exhibitions;
- (t) To raise funds from local and other sources and to apply for grant aid to appropriate bodies, governmental, institutional and private.
- (u) To receive, allocate and administer grants, gifts, subscriptions or bequests made available to the Charitable 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.
- (v) To provide support to land management workers facing economic and welfare hardship.
- (w) 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 Charitable Company exists.
- (x) 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 Charitable Company may think necessary for the promotion of its objects.

- (y) 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 Charitable 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 Charitable Company or any of them.
- (z) To act as a co-ordinating body and to co-operate with all other local and statutory authorities, voluntary organizations, charities and persons having aims similar to those of the Charitable Company.
- (aa) To invest and deal with the moneys of the Charitable Company not immediately required in such manner as may from time to time be determined.
- (bb) To borrow or raise money in such manner and upon such terms as the Charitable 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 Charitable Company.
- (cc) 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 Charitable Company, with a view to the promotion of its objects.
- (dd) To provide or to procure the provision of counselling and guidance in furtherance of the said objects.
- (ee) 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 Charitable Company's objectives.

- (ff) To establish, support or assist any body or bodies financially or otherwise in the furtherance of the above purposes or any of them.
- (gg) To undertake and execute any charitable trusts which may be lawfully undertaken by the Charitable Company and may be conducive to its objects 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.
- (hh) 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 Charitable Company or gifts, devises or bequests of property of any kind for the Charitable 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 the Charitable Company as may seem necessary, and to borrow or raise money for the purpose of the Charitable Company on such terms and on such securities as may be thought fit.
- (ii) To effect and keep any insurance against any risk, loss or liability of all kinds.
- (jj) To pay, the expenses of and necessary for the formation and incorporation of the Charitable Company.
- (kk) 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 Charitable Company or any of them.

- (ll) To arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes to further the objects of the Charitable Company or any of them.
- (mm) To transfer or dispose of, with or without valuable consideration, any part of the property or assets of the Charitable 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.
- (nn) To federate or amalgamate with (or separate from), affiliate or become affiliated to (or disaffiliate 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 Charitable Company may lawfully acquire.
- (oo) 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 the Charitable Company.
- (pp) To provide for the welfare of employees or ex-employees of the Charitable Company by grants of money, pensions or otherwise.
- (qq) 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.

- (rr) 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 Charitable Company.
- (ss) Without prejudice to the provisions of the Articles, the Charitable 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 Charitable 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 the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Charitable 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 or arising where Trustees continue to trade knowing the Charitable Company is insolvent or in reckless disregard of whether it is solvent or not.
- (tt) 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 Charitable Company 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 Charitable Company may think appropriate.

- (uu) To take such other steps as may appear to the Council appropriate to protect, preserve and enhance the objects of the Charitable Company and the countryside.
- (vv) 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.

MEMBERS

- 4 The subscribers to the Memorandum of Association of the Charitable Company and such other persons as are admitted to membership in accordance with the Articles shall be the Members of the Charitable Company. No person shall be admitted a Member of the Charitable Company unless he is approved by the Central Committee. Every person who wishes to become a Member shall deliver to the Charitable Company an application for membership in such form as the Central Committee requires, executed by him.
- 5 Unless otherwise determined by a special resolution there will be a minimum of one and a maximum of four Members.
- 6 A Member may at any time withdraw from the Charitable Company by giving at least 14 clear days' notice to the Charitable Company. Membership (in the sense of Members whose names are entered on the register of members of the Charitable Company) shall not be transferable and shall cease on death. The Central Committee may also at its discretion (in consultation with the Council) resolve to terminate the membership of any Member if they believe it to be in the best interests of the Charitable Company.

MEMBERSHIP

- 7 Membership of the Charitable Company (in the sense of paying a subscription or membership fee in order to become (a) member(s) of the Charitable Company) shall be open to all persons qualifying as Co-opted members, Corporate members, Full members, Honorary members, Junior members, Professional members, Supporters or Syndicate members. Such members

shall have the rights and privileges afforded by the Articles and any internal management rules of the Charitable Company.

ANNUAL GENERAL MEETINGS

- 8 The Charitable Company shall in each calendar year hold an annual general meeting of its members not later than by 1 November in each year, on a date fixed by the Council and advertised in writing at least two weeks in advance.
- 9 The purpose of the annual general meeting shall be *inter alia* to transact the following business of the Charitable Company:
 - (i) to receive, and if approved, to adopt a statement of the Charitable Company's accounts for the preceding year; and
 - (ii) to deal with any special matter which the Council or the Central Committee may desire to bring before the membership.

The Central Committee shall also consider any suggestions made to them by Professional members or Full members or members of the Council for matters to be included in the business of the annual general meeting. Any such suggestions must be intimated to the Charitable Company in writing at least three weeks prior to the date fixed for the annual general meeting.

- 10 Professional members, Full members, Supporters and Syndicate members may attend meetings of the Charitable Company (including the annual general meeting).
- 11 Professional members, Full members and Syndicate members may vote at meetings of the Charitable Company (including the annual general meeting).

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

- 12 At all meetings the vote of the majority shall prevail.
- 13 The Chairman shall have, in addition to a deliberative vote, a casting vote in the case of an equality of votes.
- 14 Fifteen members shall be necessary to constitute a quorum at any annual general meeting of the Charitable Company duly convened under these Articles.

- 15 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, if convened on the requisition of members pursuant to the provisions of the Act, shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such time and place as the Chairman or, failing him, the members of the Central Committee determine. At the adjourned meeting, the quorum shall be a single member.

VOTES OF MEMBERS AT ANNUAL GENERAL MEETINGS

- 16 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.
- 17 Upon the request of any member, a record of the votes cast shall be kept by the Secretary.
- 18 The Central Committee shall cause proper records of the proceedings and resolutions to be kept.

NUMBER OF TRUSTEES

- 19 There shall be a Council consisting of certain individuals with relevant skills and experience, constituted as provided for in these Articles or in such other manner as the Charitable Company in general meeting shall from time to time determine.
- 20 Unless otherwise determined by a special resolution there will be a minimum of one and a maximum of six Trustees, three of whom will also be members of the Central Committee upon incorporation and three of whom may be Members of the Trading Company or individuals with a specific interest in, skills for, or high profile support for the aims of the Charitable Company.
- 21 The Council shall have responsibility for the legal, financial and other corporate responsibilities and requirements (including requirements imposed by OSCR) of the Charitable Company.
- 22 There shall also be a Central Committee which shall be responsible for the day to day business of the Charitable Company. The Council will liaise with the Central Committee to ensure that the Council's responsibilities are discharged. Upon incorporation of the Charitable Company, the Central

Committee shall consist of the current members of the Central Committee of the Association. Thereafter the members of the Central Committee shall be appointed in accordance with Article 29.

POWERS OF TRUSTEES

- 23 The powers of the Charitable Company shall be exercised by the Council and the Central Committee and in furtherance of the objects of the Charitable Company but not otherwise.
- 24 The Central Committee shall, in consultation with the Council, have the power to frame such rules and regulations as it considers appropriate for the conduct of the Charitable Company and without prejudice to Article 6, shall have power to impose sanctions for any breach of such rules by cancelling the membership of the offending Member and having their name removed from the register of members of the Charitable Company, or by taking such other steps as the Central Committee may consider advisable in the circumstances.

DELEGATION OF TRUSTEES' POWERS

- 25 The Council shall be responsible for appointing and delegating to the members of the Central Committee for such purposes as they may consider necessary or desirable and without prejudice to the powers of the Central Committee in relation to membership of the Charitable Company under Article 4, the Council may determine the remit of the Central Committee.

APPOINTMENT AND RETIREMENT OF TRUSTEES

- 26 No person shall be eligible for election as a Trustee at any general meeting unless they have been approved and appointed by the Central Committee.
- 27 The members of the Central Committee shall be entitled to appoint and terminate the appointment of Trustees.
- 28 Trustees will be appointed for an initial term of three years, and the Central Committee shall be entitled, at its discretion to re-appoint Trustees for a subsequent three year period. If a Trustee(s) has at any stage been appointed to the Central Committee but such appointment with the Central Committee has since been terminated, the Central Committee shall be entitled, at its discretion, to re-appoint such Trustee(s) for a further three year

period so that such Trustee(s) are entitled to hold their office for no more than an aggregate of six years. Trustees who are appointed to the Central Committee may remain in office until their appointment is terminated in accordance with Article 28 but otherwise there shall be no fixed limit on their term of office.

APPOINTMENT AND RETIREMENT OF CENTRAL COMMITTEE MEMBERS

29 The Central Committee shall consist of a chairman and vice-chairman (who will be appointed by the Central Committee) and no more than 25 members who are entitled in terms of this Article 29 to serve as members of the Central Committee (which members must have at least 2 years' continuous membership of the Association, the Charitable Company or the Trading Company prior to the date they are proposed for election or appointed at the Central Committee's discretion in terms of Article 29.2) in the following proportions:

29.1 up to 21 Professional members who have already been elected to a Regional Committee in terms of Articles 45 and 46, each of whom shall have been proposed by a Professional member of a Regional Committee and seconded by an existing Professional member of the Central Committee; and

29.2 up to 4 Co-opted members appointed at the Central Committee's discretion, who must be either a Professional member, a Full member or a Supporter, or a student representative or member of the Charitable Company's or Trading Company's staff, which Co-opted members shall have no voting rights as regards the Central Committee or meetings of the Charitable Company.

30 Once elected, each member of the Central Committee shall hold office for a term of 3 years (commencing on the date of election or appointment to the relevant Regional Committee) and shall resign and be eligible for re-election at the next regional meeting following the expiry of such 3 year period.

DISQUALIFICATION AND REMOVAL OF TRUSTEES AND CENTRAL COMMITTEE MEMBERS

31 In the event that a majority of the Central Committee deems that a Trustee or a member of the Central Committee has behaved in a manner that is contrary

to the spirit of the objects of the Charitable Company or is otherwise deemed unsuitable to continue in the office of Trustee, that individual may be summarily expelled as a Trustee or member of the Central Committee by the Central Committee. If a Council member or member of the Central Committee fails to attend six consecutive Board or Central Committee meetings without good reason or is not seen to fulfil his duties he may be required to resign as a Trustee or member of the Central Committee and may be subject to summary expulsion in the manner aforementioned.

EXPENSES

- 32 Trustees and members of the Central Committee shall be entitled to reclaim from the Charitable Company all expenditure necessarily incurred by them in connection with the discharge of their duties.

PROCEEDINGS AT MEETINGS OF THE COUNCIL AND CENTRAL COMMITTEE

- 33 At all meetings the vote of the majority shall prevail.
- 34 The Chairman shall have, in addition to a deliberative vote, a casting vote in the case of equality of votes.
- 35 Any Trustee shall be entitled to call a meeting of the Council. Seven members of the Central Committee shall be necessary to constitute a quorum at any meetings of the Central Committee and two Trustees shall be necessary to constitute a quorum at any meeting of the Council.
- 36 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 time and place, or to such other day and at such time and place as the Chairman or, failing him, the Trustees determine. At the adjourned meeting, the quorum shall be a single Trustee.

REGIONAL STRUCTURE

- 37 Professional members, Full members or Supporters shall be encouraged to establish and maintain regional committees within regional areas throughout Scotland, the boundaries of which areas shall be determined by the Central Committee and varied only where strictly necessary thereafter ("Regional Areas").

38 The affairs of each Regional Area shall be managed by a Regional Committee under the supervision of the Central Committee. The Regional Committee shall comprise regional representatives (who must each have had at least 2 years' continuous membership of the Association, Charitable Company or Trading Company prior to the date they are proposed for appointment as Regional Committee members) consisting of:

- (a) a minimum of 2 Professional members;
- (b) 1 Full member; and
- (c) 1 Supporter, Honorary member or Corporate member.

Subject to Article 29, upon their election to a Regional Committee, Professional members shall be eligible for election to the Central Committee.

39 The constitutions of each Regional Area shall be as similar as possible, save where departure from the established style is strictly necessary. The quorum necessary for meetings of a Regional Committee shall be 3.

40 The purpose of each Regional Committee shall be to work with Professional members, Full members and Supporters in their Regional Areas and the local community, to encourage local membership to the Charitable Company and Trading Company, to help raise finances for the Charitable Company and Trading Company through fundraising initiatives, and to provide feedback to the Central Committee on matters such as local news, information and suggestions. No policy making discussions or decisions will be conducted at regional level.

41 The election of persons to the Regional Committee shall be determined in accordance with the provisions of Articles 43-45.

ELECTIONS TO A REGIONAL COMMITTEE

42 Meetings of a Regional Committee for each Regional Area shall take place on an ad hoc basis and shall be advertised on the Website at least two weeks in advance or by post to members within the Regional Area.

43 Meetings may be called by any Regional Committee member or any Central Committee member to deal with any matter pertaining to the affairs of the

Regional Area, as well as to deal with the proposed election of any persons as Regional Committee members.

- 44 Any candidate for election to the Regional Committee shall first have been proposed by an existing Professional member and seconded by an existing Professional member or Full member, and votes by Professional members and Full members on a show of hands of approval and of objection at the relevant meeting shall determine the election provided that such members who vote hold their membership cards with their voting hand as evidence of their membership of the Charitable Company or Trading Company.
- 45 Once elected, each member of the Regional Committee shall hold office for a term of 3 years (commencing with the date of election to the Regional Committee) and shall resign and be eligible for re-election at the next relevant regional meeting following the expiry of such 3 year period.

ACCOUNTS

- 46 The Central Committee shall cause to be kept such books of account as are necessary to exhibit and explain the transactions and financial position of the Charitable Company and to give a true and fair view of the state of affairs of the Charitable Company.
- 47 The annual accounts of the Charitable Company shall be balanced each year as at 31st December and shall be examined by an appropriately qualified professional to be appointed at the preceding annual general meeting.

ACCOUNTING

- 48 Once at least in every year the accounts of the Charitable Company shall be independently examined by one or more properly qualified accountant or accountants. Accountants of the Charitable 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 Council shall be treated as the directors in the said sections.

NOTICES

- 49 Any notice may be served by the Charitable 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.
- 50 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 Charitable 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 Charitable Company.
- 51 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.

INDEMNITY

- 52 52.1 Subject to Article 52.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
- (a) each relevant officer shall be indemnified out of the Charitable 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 judgment 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 Charitable Company's (or any associated company's) affairs; and

- (b) the Charitable 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 52(1)(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

52.2 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.

52.3 In this Article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a "relevant officer" means any Trustee or other officer or former Trustee or other officer of the Charitable 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).

DISSOLUTION

53 Subject to Article 54:

- (a) the income and property of the Charitable Company shall be applied solely towards the promotion of the objects of the Charitable Company;
- (b) no part of the income and property of the Charitable Company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the members of the Charitable Company;
- (c) no Trustee of the Charitable Company shall be appointed to any office of the Charitable Company in respect of which a salary is payable, and

- (d) no benefit in money or money's worth shall be given by the Charitable Company to any Trustee except repayment of out-of-pocket expenses.
- 54 The Charitable Company shall, notwithstanding the provisions of Article 53, be entitled:
- (a) to pay reasonable and proper remuneration to any Trustee or Member of the Charitable Company in return for services (not being of a management nature) actually rendered to the Charitable Company;
 - (b) to reimburse the Trustees any reasonable expenses incurred by them in discharging their duties to or on behalf of the Charitable Company;
 - (c) to pay interest at a rate not exceeding the commercial rate on money lent to the Charitable Company by any Trustee or Member of the Charitable Company;
 - (d) to pay rent at a rate not exceeding the open market rent for premises let to the Charitable Company by any Trustee or Member of the Charitable Company; and
 - (e) to purchase assets from, or sell assets to, any Trustee or Member of the Charitable Company providing such purchase or sale is at market value.
- 55 If, upon the winding-up or dissolution of the Charitable Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charitable 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 Charitable Company under or by virtue of Articles 53 and 54, such institution or institutions to be determined by the Members of the Charitable 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.

MEMBERS LIABILITY

- 56 The liability of the Members is limited.
- 57 Every Member of the Charitable Company undertakes to contribute such amount as may be required (not exceeding £10) to the Charitable 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 Charitable 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.