

THE COMPANIES ACT 2006

Company limited by guarantee  
and not having a share capital

**ARTICLES of ASSOCIATION**

**of**

# **DALAVICH IMPROVEMENT GROUP**

**Scottish Company Number SC227767**

**Scottish Charity Number SC032664**

THE COMPANIES ACT 2006

Company limited by guarantee and not having a share capital

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**Dalavich Improvement Group**

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This version approved by the members, as an Extraordinary Resolution, at the Annual General Meeting on 19<sup>th</sup> February 2022 having achieved 88% of votes cast

Rules Amended in this instance were:

- Rule 8, specifically Rules 8.1, 8.2, 8.4, and 8.5 to bring them in line with OSCR requirements
- Rule 17, 17.1 – 17.4
- Rule 27 in its entirety
- Rule 28.2, 28.4, 28.5, 28.6
- Rule 29
- Rule 30
- Rule 32.1, 32.2
- Rule 35.1
- Rule 38.6, 38.10
- Rule 39.6
- Rule 40
- Rule 49
- Rule 50
- Rule 63.4

	<b>NAME</b>
1	The name of the company is Dalavich Improvement Group” (“ <b>the Company</b> ”).
	<b>REGISTERED OFFICE</b>
2	The Registered Office of the Company is situated in Scotland.
	<b>DEFINITIONS</b>
3	<p>In these Articles of Association, the following definitions apply throughout:</p> <p>“<b>Act</b>” means the Companies Act 2006 and every statutory modification and re-enactment thereof for the time being in force.</p> <p>“<b>AGM</b>” means an Annual General Meeting.</p> <p>“<b>Article(s)</b>” means any Article or these Articles of Association.</p> <p>“<b>Board</b>” means the Board of Directors.</p> <p>“<b>Charities Act</b>” means the Charities and Trustee Investment (Scotland) Act 2005 and every statutory modification or re-enactment thereof for the time being in force.</p> <p>“<b>Charity</b>” means a body entered in the Scottish Charity Register as defined under section 106 of Charities and Trustee Investment (Scotland) Act 2005.</p> <p>“<b>Charitable Organisation</b>” means a body entered in the Scottish Charity Register as defined under section 106 of the Charities and Trustee Investment (Scotland) Act 2005.</p> <p>“<b>Clear days</b>” means a period excluding the day when notice is given and the day of the meeting.</p> <p>“<b>Community</b>” means the community area described in Article 7.</p> <p>“<b>Director(s)</b>” means the director(s) for the time being of the Company.</p> <p>“<b>GM</b>” means a General Meeting.</p> <p>“<b>Land Reform Act</b>” means the Land Reform (Scotland) Act 2003 and every statutory modification or re-enactment thereof for the time being in force.</p> <p>“<b>Organisation</b>” means any unincorporated association, society, federation, partnership, corporate body, agency, undertaking, local authority, union, co-operative, trust or other organisation (not being an individual person).</p> <p>“<b>Property</b>” means any property, assets or rights, heritable or moveable, wherever situated in the world.</p> <p>“<b>Subscribers</b>” means those persons who have subscribed to the Memorandum of Association.</p>
4	Words importing the singular number only shall include the plural number, and <i>vice versa</i> ; and words importing the masculine gender only shall include the feminine gender.
5	These Articles supersede any model Articles and any regulations pertaining thereto. Subject as aforesaid, any words or expressions defined in the Companies Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.
6	The two Schedules to these Articles are deemed to form an integral part of these Articles.
	<b>DEFINITION OF COMMUNITY</b>

7	The Company has been formed to benefit the community of Dalavich, Loch Avich, Inverinan and Kilmaha as defined by the postcode units PA35 1HN, PA35 1HL, PA35 1HS, PA35 1HJ, PA35 1HH (“ <b>the Community</b> ”), with the Purposes listed in the sub-clauses hereto (“ <b>the Purposes</b> ”), to be exercised following the principles of sustainable development (where sustainable development means development which meets the needs of the present without compromising the ability of future generations to meet their own needs), namely:
8	<b>PURPOSES</b>
	The company’s purposes are:
8.1	<i>The company’s main purpose is consistent with furthering the achievement of sustainable development. To manage community land and associated assets for the benefit of the natural environment, residents, and visitors</i>
8.2	<i>To provide or advance the accessibility of recreational facilities, and/or organise recreational activities, which will be available to members of the Community and the public at large with the object of improving the conditions of life of the Community.</i>
8.3	To advance community development, including rural regeneration.
8.4	<i>To advance environmental protection or improvement including preservation, sustainable development and conservation of the natural environment, the maintenance, improvement or provision of environmental amenities for the Community and/or the preservation of buildings or sites of architectural, historic or other importance to the Community.</i>
8.5	<i>The relief of those (within the Community) in need by reason of age, ill-health, disability, financial hardship or other disadvantage.</i>
	<b>POWERS</b>
9	The Company shall have powers, but only in furtherance of its Purposes, as expressed in Schedule 1 annexed to these Articles.
10	<b>GENERAL STRUCTURE OF THE COMPANY</b>
	The structure of the Company comprises:
10.1	<b>Members</b> - comprising Ordinary Members and Friends of Dalavich Improvement Group (FoDIG) Members (who both have the right to attend the AGM and any EGM and have important powers under these Articles and the Act, who elect people to serve as Directors and take decisions in relation to any changes to these Articles); the Associate Members and the Junior Members; and
10.2	<b>Directors</b> - who hold regular meetings between each AGM, set the strategy and policy of the Company, generally control and supervise the activities of the Company and, in particular, are responsible for monitoring its financial position and, where there are no employees or managers appointed, are responsible also for the day-to-day management of the Company.
11	<b>MEMBERSHIP</b>
11.1	The members of the Company shall consist of the Subscribers (being those Ordinary Members who signed the original Memorandum of Association) and such other persons as are admitted to membership in terms of these Articles.
	Membership of the Company is open to:
11.2	<b>Ordinary Members:</b> those individuals aged 16 and over who:

	<ul style="list-style-type: none"> <li>(a) are resident in the Community; and</li> <li>(b) are entitled to vote at a local government election in a polling district that includes the Community or part of it; and</li> <li>(c) who support the Purposes;</li> </ul>
11.3	<p><b>Friends Of Dalavich Improvement Group (FODIG) Members:</b> those individuals aged 16 and over who:</p> <ul style="list-style-type: none"> <li>(a) are ordinarily resident in the Community; and</li> <li>(b) are not entitled to vote at a local government election in any polling district within the UK; and</li> <li>(c) who support the Purposes;</li> </ul>
11.4	<p><b>Associate Members:</b> those individuals aged 16 and over who:</p> <ul style="list-style-type: none"> <li>a) are not ordinarily resident in the Community</li> <li>b) are not entitled to vote at a local government election in a polling district that includes the Community or part of it; and</li> <li>c) who support the Purposes.</li> </ul> <p>Associate Members are neither eligible to stand for election to the Board nor to vote at any General Meeting.</p>
11.5	<p><b>Junior Members:</b> those individuals who are aged between 12 and 15 who support the Purposes. Junior Members are neither eligible to stand for election to the Board nor to vote at any General Meeting.</p>
12	<b>CONDITIONS OF MEMBERSHIP</b>
	<p>The following conditions apply to membership:</p> <ul style="list-style-type: none"> <li>a) the Company shall have not fewer than 20 members at any time; and</li> <li>b) at least three quarters of the members of the Company are members of the community under Article 11.2; and</li> <li>c) in the event that the number of members falls below 20 or that at least three quarters of the members of the Company do not consist of members of the Community under Article 11.2 the Board may not conduct any business other than to ensure the admission of sufficient Members to achieve the minimum number and/or maintain the majority.</li> </ul>
13	The Board shall promptly consider applications for membership, made in such written form as it shall prescribe from time to time, determining if the terms of Article 11 apply and into which category of membership each applicant shall belong, and immediately thereafter shall approve any valid application provided the applicant is not excluded by virtue of Article 11 or has previously been a member of the Company and continues to be excluded from membership by virtue of Article 16
14	The Board shall maintain a Register of Members, setting out the name and postal address of each member, the relative category of membership and the date of the member's appointment and cessation.
15	<b>MEMBERSHIP SUBSCRIPTIONS</b>
15.1	The Ordinary and FODIG Members may (if applicable) at any or each AGM fix the annual subscriptions (and, if relevant, different rates thereof for different categories).

15.2	Members shall be required to pay the appropriate annual membership subscription, where fixed. Only those members who have paid their current subscription, where fixed, are entitled to take part in and vote at any General Meeting.
15.3	An individual who ceases to be a member (for whatever reason) shall not be entitled to any refund of membership subscription.
16	<b>CESSATION and RECLASSIFICATION OF MEMBERSHIP</b>
	A member shall cease to be a member if:
16.1	He or she sends written notice of resignation to the Company; or
16.2	a resolution that a member be expelled is passed by a majority of at least 75% of the members present (including proxy) and voting at a General Meeting, of which not less than 21 days' notice specifying the intention to propose such resolution and the grounds on which it is proposed shall have been sent to all Directors, all members and the Company Secretary and also to the member whose removal is in question, such member being entitled to be heard at that meeting; or
16.3	he or she dies (the right of membership not being transmissible assignment).
16.4	Declaring that, if a Member ceases to comply with any of the criteria at Article 11.2, 11.3, 11.4, and 11.5 they will be obliged to inform the Company and will thereafter be reclassified in terms of either Article 11.2, 11.3, 11.4, or 11.5 and that if the Company becomes aware of this itself it will so reclassify the member and notify them accordingly.
	<b>GENERAL MEETINGS (Meetings of Members)</b>
17	<p><b>Procedure at general meetings</b></p> <p>The directors may if they consider appropriate (and must, if that is required under article 17.1) make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:</p> <ul style="list-style-type: none"> <li>a) the means by which members and directors can participate via those link(s) are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;</li> <li>b) the notice calling the meeting (or notes accompanying the notice) contains the information required under article 21; and</li> <li>c) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and directors who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and directors (if any) who are attending in person (and vice versa).</li> </ul>
17.1	If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the membership, the directors must make arrangements for members and directors to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs (a) to (c) of article 17 will apply.
17.2	A general meeting may involve two or more members or directors participating via attendance in person while other members and/or directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

17.3	Reference in articles 21 to 23 and articles 17 to 17.2 to members should be taken to include proxies for members
17.4	An individual participating in a general meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a member, will be deemed to be in attendance) at the meeting.
18	<b>ANNUAL GENERAL MEETINGS</b>
18.1	The Board shall convene an AGM in each year, at such time as it may determine, although the first AGM need not be held in the first year provided that it be held within 18 months after the date of incorporation of the Company. Thereafter, not more than 15 months shall elapse between one AGM and the holding of the next.
18.2	The business of each AGM shall include: <ul style="list-style-type: none"> <li>a) the report by the Chair on the activities of the Company;</li> <li>b) the election or re-election of Directors, as referred to in articles 38 and 39;</li> <li>c) the fixing of annual subscriptions;</li> <li>d) the report of the auditor (if applicable);</li> <li>e) the consideration of the accounts of the Company; and</li> <li>f) the appointment of the auditor (if applicable).</li> </ul>
19	<b>OTHER GENERAL MEETINGS</b>
	<i>Provisions:</i>
19.1	all General Meetings, other than AGMs, shall be called General Meetings (GMs);
19.2	the Board may convene a GM whenever it thinks fit; and
19.3	the Board must convene a GM within 28 days of a valid requisition. To be valid, such requisition must be signed by not less than 10% of the Ordinary Members, must clearly state the purposes of the meeting and must be delivered to the Registered Office. The requisition may consist of several documents in like form each signed by one or more signees to the requisition.
20	<b>NOTICE OF GENERAL MEETINGS</b>
	<i>Subject to the terms of Article 64, the provisions regarding notice of a General Meeting are as follows:</i>
20.1	At least 14 Clear days' notice shall be given of every General Meeting to each member, Director, the Company Secretary and the auditor;
20.2	the notice shall specify the place (subject to Article 22), the day and the hour of the General Meeting, the general nature of any business and the full text of any Special Resolutions proposed in terms of Article 31;
20.3	Notice of every general meeting shall be given in hard copy form; or where the individual has given an email address for the purpose, in electronic form; or, subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of The Act, by means of a website.
21	If members and directors are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s) (see article 17), the notice (or notes accompanying the notice) must: <ul style="list-style-type: none"> <li>1) set out details of how to connect and participate via that link or links; and</li> <li>2) (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the following options:</li> </ul>



	<p>a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);</p> <p>b) appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should use that proxy vote in relation to each resolution to be proposed at the meeting.</p> <p>c) (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting;</p> <p>d) submitting questions and/or comments in advance of the meeting].</p>
22	If participation in the meeting is to be by way of audio and/or audio-visual links - with no intention for the meeting to involve attendance in person by two or more members in any particular location - the place of the meeting shall, for the purposes of the notice calling the meeting, be taken to be the place where the anticipated chairperson of the meeting is expected to be, as at the time fixed for the commencement of the meeting; and, if it transpires that the chairperson of the meeting is at some other place as at the commencement of the meeting, the meeting shall be taken to have been validly adjourned to that other place.
23	<p>a) Where a general meeting is to involve participation solely via audio and/or audio-visual links, the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to article 23b) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.</p> <p>b) The chairperson of a general meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.</p>
24	the accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any member, person or organisation entitled to receive notice thereof shall not invalidate any resolution passed at or proceedings of any General Meeting.
	<b>CHAIR OF GENERAL MEETINGS</b>
25	The Chair of the Company, whom failing the Vice-Chair of the Company (if any), shall act as chair of each General Meeting. If neither the Chair nor the Vice-Chair is present or willing to act as chair of the meeting within 15 minutes after the time at which the General Meeting in question was due to commence, the Directors present shall elect from among themselves one of the Elected Directors who will act as chair of that meeting.
26	<b>QUORUM AT GENERAL MEETINGS</b>
26.1	<p>The quorum for a General Meeting shall be the greater of</p> <p>(a) 10 Ordinary and FoDIG Members or</p> <p>(b) 10% of the Ordinary and FoDIG Members – in either event being present in person, by audio/audio-visual link, or by proxy. No business shall be dealt with at any General Meeting unless a quorum is present and at least 75% of those present in person, by audio/audio-visual link or by proxy are Ordinary or FoDIG members.</p>
26.2	If a quorum is not present within 15 minutes after the time at which the General Meeting was due to commence - or if, during a General Meeting, a quorum ceases to be present - the General Meeting

	shall stand adjourned to such time, date and place (subject to article 23) as may be fixed by the Chair of the meeting.
	<b>TECHNICAL OBJECTIONS TO REMOTE PARTICIPATION IN MEETINGS</b>
27	<p>These articles impose certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at general meetings; providing the arrangements made by the directors in relation to a given general meeting (and the manner in which the general meeting is conducted) are consistent with those requirements:</p> <ul style="list-style-type: none"> <li>(a) a member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;</li> <li>(b) the general meeting need not be held in any particular place;</li> <li>(c) the general meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);</li> <li>(d) the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;</li> <li>(e) a member will be able to exercise the right to vote at the general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the directors) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.</li> </ul>
28	<b>VOTING AT GENERAL MEETINGS</b>
28.1	The Chair of the meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.
	The provisions regarding voting are as follows:
28.2	<ul style="list-style-type: none"> <li>a) each Ordinary and FoDIG Member shall have one vote, to be exercised in person or by proxy, by a show of hands, secret ballot, postal vote or electronic vote.</li> <li>b) A secret ballot may be demanded by the Chair of the meeting, or by at least two Ordinary or FoDIG Members present at the meeting and entitled to vote. A secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.</li> <li>c) The secret ballot shall be conducted in such a manner as the Chair of the meeting may direct and the result shall be declared at the same meeting at which the ballot was demanded.</li> <li>d) In that event, the Chair of the meeting shall appoint and instruct tellers, who may cast their own personal votes if Ordinary or FoDIG Members;</li> </ul>
28.3	Associate and Junior Members shall have no vote.
28.4	Where members are participating in a meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the directors have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.
28.5	Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to in article 28.4, providing reasonable

	steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).
28.6	The principles set out in articles 28.4 and 28.5 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member.
29	In the event of an equal number of votes for and against any resolution, the Chair of the meeting shall have a casting vote as well as a vote in his/her capacity as a member of the company.
30	Any Ordinary or FODIG Member shall be entitled to complete one form of proxy to appoint a proxy to attend a General Meeting on his or her behalf, in respect of which the following apply: <ul style="list-style-type: none"> <li>a) A proxy need not be a member;</li> <li>b) No individual may carry more than 2 proxy votes at any meeting;</li> <li>c) A proxy appointed to attend and vote at any meeting instead of an Ordinary or FoDIG Member shall have the same right as the Ordinary or FoDIG Member who appointed him or her to speak at the meeting and need not be a member;</li> <li>d) The form appointing the Proxy shall be in terms of Schedule 2 annexed to these Articles; this may be submitted in writing to the Registered Address or by email to the Board email address;</li> <li>e) The form appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, shall be lodged at the Registered Office not less than 48 hours before the time of the meeting at which the proxy is to be used;</li> <li>f) No form of proxy shall be valid more than 12 months from the date it was granted;</li> </ul>
	<b>ORDINARY and SPECIAL RESOLUTIONS</b>
31	At any General Meeting a resolution put to the vote of the meeting shall be passed by a simple majority of the Ordinary and FODIG Members who are present and voting thereon, except for decisions relating to any of the following Special Resolutions, which shall require to be decided upon by not less than 75% of the Ordinary and FoDIG Members present and voting thereon (no account therefore being taken of members who abstain from voting or who are absent from the meeting), namely: <ul style="list-style-type: none"> <li>a) to alter the name of the Company; or</li> <li>b) to amend the Purposes; or</li> <li>c) to amend these Articles (subject to Article 66); or</li> <li>d) to wind up the Company in terms of Article 67; or</li> <li>e) all other Special Resolutions.</li> </ul>
	<b>WRITTEN RESOLUTIONS</b>
32	Ordinary and Special Resolutions may be passed in writing, rather than at a General Meeting, provided that the terms of this Article are followed:
32.1	An ordinary resolution in writing or by any electronic means signed by or on behalf of a simple majority of the ballots returned by Ordinary and FoDIG Members shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held, provided that the terms of this Article are followed.
32.2	A Special Resolution in writing or by any electronic means signed by or on behalf of not less than 75% of the ballots returned by Ordinary and FoDIG Members shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held, provided that the terms of this Article are followed.

32.3	Written resolutions may not be used either for the removal of a Director prior to the expiration of his or her term of office, or for the removal of an independent financial examiner or auditor prior to the expiration of his or her term of office.
32.4	Any written resolution must be issued in hard copy (by hand or by post) or in electronic form (by fax or e-mail), or by means of a website at the same time, to all Ordinary and FoDIG Members on the Circulation Date (that is, the date on which copies of the written resolution are sent to the Ordinary and FoDIG Members).
32.5	Where such a written resolution is proposed by the Board, it must include the following express statements: (a) an explanation to the eligible members how to signify their agreement to the resolution; (b) how it can be sent back by them, and whether in hard copy (by hand or by post) and/or in electronic form (by fax, online poll or e-mail); (c) clarification that a failure to reply will be deemed to be a vote against the resolution in question; and (d) the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the Circulation Date).
32.6	Where such a written resolution is proposed by members, the following shall apply: (a) the resolution must be requested by not less than 5% of the ordinary and FoDIG Members ("the members request"); (b) the members' request may be made in hard copy (by hand or by post) or in electronic form (by fax or by e-mail); (c) the members' request must identify the resolution to be put to members and the Board can reject this if it is, in its opinion, either frivolous, vexatious, defamatory of any person or would be ineffective (whether by reason of inconsistency with any enactment or these Articles or otherwise); (d) the members' request can include an accompanying statement (not exceeding 1,000 words) which they can require the Company to issue with the written resolution to all Ordinary and FoDIG Members; (e) within 21 days, the Company must circulate the resolution and any accompanying statement with the express statements referred to in Article 32.5 hereof; and (f) the Company may charge a reasonable fee to the requesting members to cover its costs of circulation of the members' request.
32.7	Any such written resolution may consist of several documents in the same form, each signed by or on behalf of one or more Ordinary or FoDIG Members.
32.8	Once an Ordinary or FoDIG Member has signed and returned a written resolution in agreement thereto, his or her agreement is irrevocable.

	<b>MEETING ADJOURNMENT</b>
33	The chair of the General Meeting may, with the consent of a majority of the Ordinary and FoDIG Members present and voting thereat, adjourn the General Meeting to such time, date and (subject to article 22) place as he or she may determine.
33.1	Where participation in the adjourned meeting is to be by way of audio and/or audio-visual links - with no intention for the adjourned meeting to involve attendance in person by two or more members or directors in one place - the requirement under article 22 for the chairperson to fix the place of the adjourned meeting shall not apply
	<b>COMPANY MANAGEMENT</b>
34	The affairs, property and funds of the Company shall be directed and managed by a Board of Directors. The Board may exercise all such powers of the Company, and may on behalf of the Company do all acts as may be exercised and done by the Company, other than those required to be exercised or done by the Ordinary and FoDIG Members in a General Meeting, and subject always to these Articles and to the provisions of the Act.
35	<b>APPOINTMENT OF DIRECTORS</b>
35.1	The number of Directors shall be not less than five. Unless otherwise determined by special resolution at a General Meeting (but not retrospectively) the number of Directors shall not be more than twelve.
35.2	Employees of the Company may not be nominated as or become Directors.
	<b>INTERIM BOARD</b>
36	Upon incorporation of the Company, the following applies with regard to the Interim Board of Directors:
36.1	The Subscribers (the majority of whom must be Ordinary Members), and any one or more individual persons whom they choose to co-opt as Co-opted Directors in terms of Article 40, shall comprise the Interim Board.
36.2	The Interim Board shall remain in office until the first General Meeting of the Company, to be held as soon as practicable after incorporation, at which time each Director on the Interim Board shall retire, but shall if each wishes remain eligible for election thereat (without the period of office between the date of incorporation and the first General Meeting counting as a term of office for the purposes of Article 38.5).
	<b>COMPOSITION OF THE BOARD OF DIRECTORS</b>
37	From and after the first General Meeting of the Company, the Board shall comprise the following individual persons (a majority of whom shall always be Elected Directors), who shall meet as often as necessary to despatch all business of the Company as specified in the Articles and particularly with reference to the restrictions in the quorum for Board meetings specified in Article 47. Namely:
37.1	up to seven individual persons elected as Directors by the Ordinary and FoDIG Members; Members in terms of Article 38 ("the Elected Directors"), who must themselves be Ordinary Members; and
37.2	up to two individual persons elected as FoDIG Directors by the Ordinary and FoDIG Members;

	Members in terms of Article 39 ("the FoDIG Directors"), who must themselves be FoDIG members; and
37.3	up to three individual persons co-opted in terms of Article 40 ("the Co-opted Directors"), including one youth representative as described in Article 41, so as to ensure a spread of skills and experience within the Board;
38	<b>ELECTED DIRECTORS</b>
38.1	At the first General Meeting held in terms of Articles 36.2 and 37, the Ordinary and FoDIG Members shall elect up to seven Elected Directors, in respect of which the following shall apply:
38.2	provided that the first General Meeting in terms of Article 36.2 is held before the first AGM, there shall be no change in or election of Directors at the first AGM (except to the extent of filling any vacancies in the Board left over after the first General Meeting or caused by any retirements since);
38.3	at the second and each subsequent AGM, one-third of the Elected Directors (or the nearest number upwards) shall retire from office;
38.4	a retiring Elected Director shall retain office until the close or adjournment of the meeting;
38.5	a retiring Elected Director shall be eligible for re-election after one term of office, but no Director can serve more than two consecutive terms of office, without at least one year out of office before being eligible again;
38.6	A term of office ends at the third AGM following his or her election, or when an Elected Director stands down, resigns or retires for any reason whatsoever, whichever is the sooner;
38.7	if no other Director has or Directors have decided or agreed to retire, the Elected Directors to retire at each AGM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected Directors on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot;
38.8	nomination of any Elected Director, who shall himself or herself be (or be eligible to become) an Ordinary Member, shall be in writing by not less than any two Ordinary or FoDIG Members delivered to the Registered Office or to the registered email address not less than 7 days prior to the date of the AGM in question and wherein the nominee shall confirm his or her willingness to act as an Elected Director if elected; and
38.9	election of any Elected Director shall be by vote of the Ordinary and FoDIG Members, each Ordinary and FoDIG Member having one vote for each vacancy in the Elected Directors on the Board.
38.10	A director is elected by a simple majority of the votes cast at an AGM by Ordinary or FoDIG members present at the meeting and voting in person, by audio/audio-visual link, or by proxy.
39	<b>FoDIG DIRECTORS</b>
39.1	At the first General Meeting held in terms of Articles 36.2 and 37, the Ordinary and FoDIG Members shall elect up to two FoDIG Directors, in respect of which the following shall apply:
39.2	provided that the first General Meeting in terms of Article 36.2 is held before the first AGM, there shall be no change in or election of Directors at the first AGM (except to the extent of filling any vacancies in the Board left over after the first General Meeting or caused by any retirements since);
39.3	at the second and each subsequent AGM, one-third of the FoDIG Directors (or the nearest number upwards) shall retire from office;
39.4	a retiring FoDIG Director shall retain office until the close or adjournment of the meeting;



39.5	a retiring FoDIG Director shall be eligible for re-election after one term of office, but no FoDIG Director can serve more than two consecutive terms of office, without at least one year out of office before being eligible again;
39.6	A term of office ends at the third AGM following his or her election, or when a FoDIG Director stands down, resigns or retires for any reason whatsoever, whichever is the sooner;
39.7	if no other FoDIG Director has or FoDIG Directors have decided or agreed to retire, the FoDIG Directors to retire at each AGM shall be those who have been longest in office since their last election but, as between persons who were elected or last re-elected FoDIG Directors on the same day, the one or ones to retire shall (unless they otherwise agree amongst themselves) be determined by lot;
39.8	nomination of any FoDIG Director, who shall himself or herself be (or be eligible to become) an FoDIG Member, shall be in writing by not less than any two Ordinary and FoDIG Members delivered to the Registered Office not less than 7 days prior to the date of the AGM in question and wherein the nominee shall confirm his or her willingness to act as an FoDIG Director if elected; and
39.9	election of any FoDIG Director shall be by vote of the Ordinary and FoDIG Members, each Ordinary and FoDIG Member having one vote for each vacancy in the FoDIG Directors on the Board.
39.10	A FoDIG director is elected by a simple majority of the votes cast by Ordinary or FoDIG members present at the meeting and voting in person, by audio/audio-visual link, or by proxy.
	<b>CO-OPTED DIRECTORS</b>
40	Subject to Article 37, up to three individuals may be co-opted from time to time by the Board of Directors itself, as follows: <ul style="list-style-type: none"> <li>a) subject to Article 40(c,) a Co-opted Director shall serve until the next AGM after his or her co-option;</li> <li>b) a Co-opted Director can be re-co-opted at such next AGM;</li> <li>c) a Co-opted Director can be removed from office at any time by a simple majority of the Board;</li> <li>d) for the avoidance of doubt, a Co-opted Director may participate fully in and vote at all Board meetings which he or she attends;</li> <li>e) No member who has been nominated as Director at an AGM and subsequently NOT elected, may be co-opted during the year following the AGM in question.</li> </ul>
41	Annually after each AGM, the Board will co-opt a Co-opted Director, who is aged between 16 and 25 years, with the specific role of representing the interests of young people in the Community.
	<b>CHAIR AND VICE-CHAIR</b>
42	The Board shall, as soon as is practicable immediately after each AGM (or after a resignation of the Chair or Vice-Chair), meet to appoint a Chair, and if desired a Vice-Chair, from the Elected Directors (both of whom must be Ordinary Members).
	<b>VACANCY</b>
43	The Board may from time to time fill any casual vacancy arising as a result of the retiral (or deemed retiral for any reason) of any Elected Director from or after the date of such retiral or deemed retiral until the next AGM, subject to Article 40(e).

	<b>REGISTER OF DIRECTORS</b>
44	The Board shall ensure that a Register of Directors is maintained, which sets out the full details of each Director as required for all registration purposes, including the date and type of appointment and the date of retiral.
45	<b>RETIRAL OF DIRECTORS</b>
	A Director shall retire or be deemed to retire if:
45.1	being an Elected or FoDIG Director, he or she ceases to be an Ordinary or FoDIG Member in terms of either Articles 11.2, 11.3 or 16;
45.2	he or she becomes prohibited from being either (i) a charity trustee by virtue of section 69(2) of the Charities Act or (ii) a director of a limited company by reason of any order made under the Company Directors Disqualification Act 1986, and every statutory modification and re-enactment thereof for the time being in force; or
45.3	in terms of section 66(5) of the Charities Act, he or she is considered by the Board to have been in serious or persistent breach of either or both of the duties listed in sections 66(1) and 66(2) of the Charities Act; or
45.4	he or she is employed by or holds any office of profit under the Company (except where the provisions of Article 61.4(b) apply); or
45.5	he or she becomes incapable for medical reasons of fulfilling the duties of a Director and such incapacity, as certified (if necessary) by two medical practitioners, is expected to continue for a period of more than six months from the date or later date of such certification; or
45.6	he or she is absent (without permission of the Board) from more than three consecutive meetings of the Board, and the Board resolves to remove him or her from office; or
45.7	by written notice to the Registered Office, he or she resigns as a Director.
46	<b>PERSONAL INTERESTS &amp; CONFLICTS OF INTEREST</b>
46.1	Any Director who has a personal interest in any prospective or actual contract or other arrangement with the Company must declare that interest either generally to the Board or specifically at any relevant meetings. A personal interest includes not only the interest of the Director or employee in question, but also his or her partner, close relative or business associate, or any firm of which he is a partner or employee, or any limited company of which he is a director, employee or shareholder of more than 5% of the equity.
46.2	Additionally, the Board may resolve at any time to require all Directors to deliver a Notice of Relevant Interests to the Registered Office, as they arise and at least annually. In that event, the Board shall determine from time to time what interests shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained, which shall be open for inspection by both the Board and members of the Company and, with the express prior written approval of the Director or employee concerned, by members of the public.
46.3	Whenever a Director finds that there is a personal interest, as defined in Article 46, he or she has a duty to declare this to the Board meeting in question. It will be up to the Chair of the meeting in question to determine: <ul style="list-style-type: none"> <li>a) whether the potential or real conflict simply be noted in the Minutes of any relevant meeting, or</li> <li>b) whether the Director in question, whilst being permitted to remain in the meeting in question, must not partake in discussions or decisions relating to such matter, or</li> </ul>



	c) whether the Director in question should be required to be absent during that particular element of the meeting and, in terms of Article 47.2, where a Director leaves, or is required to leave, the meeting he or she no longer forms part of the quorum thereat.
<b>47</b>	<b>QUORUM AT BOARD MEETINGS</b>
47.1	The quorum for Board meetings shall be not less than 50% of all the Directors, provided that the Elected Directors are always in the majority at any Board meeting. No business shall be dealt with at a Board meeting unless such a quorum is present.
47.2	A Director shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, he or she is not entitled to vote.
<b>48</b>	<b>MEETINGS OF THE BOARD OF DIRECTORS</b>
48.1	Meetings of the Board may take place in person or by telephone conference call, video conference call or by any other collective electronic means approved from time to time by the Board.
48.2	7 clear days' notice in writing shall be given of any meeting of the Board at which a decision in relation to any of the matters referred to in Article 31 is to be made, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided.
48.3	All other Board meetings shall require not less than 7 days' prior notice, unless all Directors agree unanimously in writing to dispense with such notice on any specific occasion.
48.4	A Director may, and on the request of a Director the Company Secretary shall, summon a meeting of the Board by notice served upon all Directors, to take place at a reasonably convenient time and date.
<b>49</b>	<b>MEANS OF PARTICIPATION IN MEETINGS</b>
49.1	<p>If directors are to be permitted to participate in a directors' meeting by way of audio and/or audio-visual link(s), the directors must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those directors who may have difficulties in using a computer or laptop for this purpose) the directors' attention should be drawn to the following options:</p> <ul style="list-style-type: none"> <li>a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);</li> <li>b) (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.</li> </ul>

49.2	<p>The directors may, if they consider appropriate (and must, if this is required under article 49.3) allow directors to participate in directors' meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:</p> <ul style="list-style-type: none"> <li>a) the means by which directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the directors - a barrier to participation; and</li> <li>b) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those directors who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those directors (if any) who are attending in person (and vice versa).</li> </ul>
49.3	<p>If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed directors' meeting would not be possible or advisable for one or more of the directors, the directors must make arrangements for directors to participate in that directors' meeting by way of audio and/or audio-visual link(s); and on the basis that:</p> <ul style="list-style-type: none"> <li>a) the requirements set out in paragraphs (a) and (b) of article 49.2 will apply; and</li> <li>b) the directors must use all reasonable endeavours to ensure that all directors have access to one or more means by which they may hear and contribute to discussions at the meeting.</li> </ul>
49.4	<p>A directors' meeting may involve two or more directors participating via attendance in person while other directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.</p>
49.5	<p>For the avoidance of doubt, an individual participating in a directors' meeting via an audio or audio-visual link will be deemed to be present in person (or, if they are not a director, will be deemed to be in attendance) at the meeting.</p>
49.6	<p>Where a director or directors are participating in a directors' meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.</p>
49.7	<p>The principles set out in article 27 (technical objections to remote participation) shall apply in relation to remote participation and voting at directors' meetings, as if each reference in that article to a member were a reference to a director and each reference in that article to a general meeting were a reference to a directors' meeting.</p>
50	<p><b>RESOLUTIONS</b></p>
50.1	<p>A resolution agreed to in writing (or by e-mail) by a majority of the directors then in office or by all or sufficient members of a sub-committee shall (subject to articles 50.2 and 50.3) be as valid as if duly passed at a directors' meeting or a meeting of the sub-committee.</p>
50.2	<p>A resolution under article 50.1 shall not be valid unless a copy of the resolution was circulated to all of the directors, along with a cut-off time (which must be reasonable in the circumstances) for notifications under article 50.3.</p>
50.3	<p>If a resolution is circulated to the directors under article 50.2, any one or more directors may, following receipt of a copy of the resolution, notify the secretary that they consider that a directors' meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:</p> <ul style="list-style-type: none"> <li>a) the secretary must convene a directors' meeting accordingly, and on the basis that it will take place as soon as reasonably possible;</li> </ul>

	<p>b) the resolution cannot be treated as valid under article 50.1 unless and until that directors' meeting has taken place;</p> <p>c) the directors may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that directors' meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the directors then in office.</p>
51	The Chair, whom failing the Vice-Chair (if any), shall be entitled to preside as Chair of all Board meetings at which he or she is present. If at any meeting neither the Chair nor the Vice-Chair is present and willing to act as Chair of the meeting within 15 minutes after the time appointed for holding the meeting, the remaining Directors may appoint one of the Elected Directors to be Chair of the Board meeting, which failing the meeting shall be adjourned until a time and date when the Chair or Vice-Chair will be available.
52	The Chair of the Board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote, each Director present having one vote. In the event of an equal number of votes for and against any resolution at a Board meeting, the Chair of the meeting shall have a casting vote as well as a deliberative vote only if they have been selected from the Elected Directors. The Chair shall not have a casting vote if they were selected from the FoDIG or Co-opted Directors.
53	The Board may delegate any of its powers to sub-committees, each consisting of not less than one Director and such other person or persons as it thinks fit or which it delegates to the committee to appoint. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Directors.
54	The Board shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all General Meetings and of all Board meetings and of sub-committees, including the names of those present, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval, either by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
54.1	Subject to Article 54, the company, upon request of any person for a copy of any minutes must if the request is reasonable give the person within 28 days a copy of the requested minutes
54.2	<p>Where such a request is received under Article 54.1 the company may:</p> <p>(a) withhold information contained in the minutes and</p> <p>(b) if it does so, must inform the person requesting a copy of the minutes of its reason for doing so.</p>
55	No alteration of the Articles and no direction given by Special Resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
56	The Board may act notwithstanding any vacancy in it, but where the number of Directors falls below the minimum number specified in Article 29, it may not conduct any business other than to appoint sufficient Directors to match or exceed that minimum.
57	The Board may invite or allow any person to attend and speak, but not to vote, at any meeting of the Board or of its sub-committees.
58	The Board may from time to time promulgate, review and amend any Ancillary Regulations, Guidelines and/or Policies, subordinate at all times to these Articles, as it deems necessary and appropriate to provide additional explanation, guidance and governance to members/directors.

<b>59</b>	<b>COMPANY SECRETARY, MINUTE SECRETARY, TREASURER and PRINCIPAL OFFICER</b>
59.1	The Board shall appoint a Company Secretary for such term and upon such conditions as it may think fit. The Company Secretary may be removed by the Board at any time.
59.2	The Board may appoint a Minute Secretary, for the purposes of Article 54, for such term, at such remuneration (if any), and upon such conditions as it may think fit. The Minute Secretary may be removed by the Board at any time.
59.3	The Board may appoint a Treasurer for such term and upon such conditions as it may think fit. The Treasurer may be removed by the Board at any time. Whilst in post, the Treasurer may be required to attend (but shall have no vote at (if not an elected Director) Board meetings during his or her tenure as Treasurer, except any part or parts thereof dealing with his or her employment or remuneration, or any other matter which the Board wishes to keep confidential to itself.
59.4	The Board may appoint a Principal Officer of the Company on such terms (including a decision on the most appropriate job title) and conditions as it may think fit, who shall attend Board and Sub-Committee meetings as appropriate or required, but without any vote thereat.
<b>60</b>	<b>CONDUCT OF DIRECTORS</b>
60.1	<p>Each of the directors shall, in exercising their functions as a director of the company, act in the interests of the company; and, in particular, must</p> <ul style="list-style-type: none"> <li>(a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects;</li> <li>(b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;</li> <li>(c) in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party: <ul style="list-style-type: none"> <li>(i) put the interests of the company before that of the other party, in taking decisions as a director; or</li> <li>(ii) where any other duty prevents them from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question;</li> </ul> </li> <li>(d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.</li> </ul>
60.2	Each of the directors shall comply with the code of conduct of directors (incorporating detailed rules on conflict of interest) prescribed by the directors from time to time.
60.3	For the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association; and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.
<b>61</b>	<b>CONSTRAINTS ON PAYMENTS/BENEFITS TO MEMBERS AND DIRECTORS</b>

61.1	The income and property of the Company shall be applied solely towards promoting the Purposes and do not belong to the members. Any surplus income or assets of the Company are to be applied for the benefit of the Community.
61.2	No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the members of the Company, or to any other individual, whether by way of dividend, bonus or otherwise, except in the circumstances provided for in Article 61.4.
61.3	No Director shall be appointed as a paid employee of the Company.
61.4	No benefit (whether in money or in kind) shall be given by the Company to any member or Director except the possibility of: <ul style="list-style-type: none"> <li>a) repayment of out-of-pocket expenses to Directors (subject to prior agreement by the Board of Directors); or</li> <li>b) reasonable remuneration to any member or Director in return for specific services actually rendered to the Company (not being of a management nature normally carried out by a director of a company); or</li> <li>c) payment of interest at a rate not exceeding the commercial rate on money lent to the Company by any member or Director; or</li> <li>d) payment of rent at a rate not exceeding the open market rent for property let to the Company by any member or Director; or</li> <li>e) the purchase of property from any member or Director provided that such purchase is at or below market value or the sale of property to any member or Director provided that such sale is at or above market value; or</li> <li>f) payment by way of any indemnity, where appropriate;</li> </ul> and in any such event the terms of Article 46 shall specifically apply.
62	<b>FINANCES</b>
62.1	The banking account or accounts of the Company shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time by resolution determine.
62.2	All cheques and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
62.3	The Board shall manage all funds and assets of the Company and shall ensure they are applied towards achieving the Purposes.
63	<b>ACCOUNTS</b>
63.1	The Board shall cause accounting records to be kept for the company in accordance with the requirements of the Act and other relevant regulations.
63.2	The accounting records shall be maintained by the Treasurer (if there is one) and overseen by the Principal Officer (if there is one), or otherwise by, or as determined by, the Board. Such records shall be kept at such place or places as the Board thinks fit and shall always be open to the inspection of the Directors.
63.3	The Board shall ensure that an audit of the accounts is carried out by an auditor, an audit (within the meaning of the Act) shall not be required in a case where the Company is exempt (under the Act)
63.4	At each AGM, the Board shall provide the members with a copy of the accounts for the period since the last preceding accounting reference date (or, in the case of the first account, since the incorporation of the Company). The accounts shall be accompanied by proper reports of the Board.

	Copies of such accounts shall, not less than 14 clear days before the date of the General Meeting, be delivered or sent to all members, Directors, the Company Secretary and the auditor, or otherwise be available for inspection on the website of the Company (with all members, Directors, the Company Secretary and the auditor being made aware that they are so available for inspection there).
64	<b>NOTICES</b>
64.1	A notice may be served by the Company upon any member, either personally or by sending it by post, fax, e-mail or other appropriate electronic means, addressed to such member at his or her or its address as appearing in the Register of Members.
64.2	Any notice, whether served by post or otherwise, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or is otherwise despatched.
64.3	The business of the Company and all its correspondence with and notification to or from members may be conducted equally validly and effectively if transmitted by fax, e-mail or other appropriate electronic means (except where a member specifically requests all such correspondence and notification by post) or otherwise if publicised on the website of the Company (where the Company has advised each member of this and has taken due steps to notify by other reasonable means all other members who state that they do not have access to the Internet).
	<b>INDEMNITY</b>
65	Subject to the terms of the Companies Act and without prejudice to any other indemnity, the Directors, or member of any sub-committee, the Company Secretary, Treasurer and all employees of the Company shall be indemnified out of the funds of the Company against any loss or liability (including the costs of defending successfully any court proceedings) which he, she or they may respectively incur or sustain, in connection with or on behalf of the Company and each of them shall be chargeable only for so much money as he or she may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for his or her own acts, receipts, neglects or defaults only.
66	<b>ALTERATION TO THE ARTICLES</b>
	Any alteration to these Articles should comply with the following conditions:
66.1	upon the decision of not less than 75% of the Ordinary and FoDIG Members present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose in terms of Article 31;
66.2	any changes to the <b>purposes</b> are subject to written consent being obtained from the Office of the Scottish Charity Regulator (and its successors) in terms of section 16 of The Charities and Trustee Investment (Scotland) Act 2005
66.3	Notify the Office of the Scottish Charity Regulator (and its successors) of any other changes to the Articles not covered under Article 66.2 (i.e. not related to purposes) in terms of section 17 of The Charities and Trustee Investment (Scotland) Act 2005
66.4	notify the Scottish Ministers of any alterations to the Articles under Section 35(1) of the Land Reform Act
67	<b>DISSOLUTION</b>



67.1	The winding-up of the Company may take place only on the decision of not less than 75% of its Ordinary Members who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose.
67.2	<p>If, on the winding-up of the Company, any property remains, after satisfaction of all its debts and liabilities, such property (including any land acquired by it in terms of the Land Reform Act) shall be given or transferred to such other community body or bodies or crofting community body or bodies or Part 3A community body or bodies as may be:</p> <p>(a) determined by not less than 75% of the Ordinary Members of the Company who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose; and</p> <p>(b) approved by the Office of the Scottish Charity Regulator (and its successors);</p> <p>(c) approved thereafter by the Scottish Ministers</p> <p>under declaration that, if the Company is a charity at or before the time of its winding up, then the community body or bodies or crofting community body or bodies or Part 3A community body or bodies referred to above must also be a charity or charities.</p>
67.3	Or if no such community body or bodies or Part 3A Community body or bodies or crofting community body or bodies is determined by the Ordinary Members in terms of Article 67.2, such property referred to in Article 67.2 shall, if not being transferred from a charity organisation, be transferred to the Scottish Ministers or, if being transferred from a charitable organization, be transferred to such charity or charities as the Scottish Ministers may direct.
67.4	In Article 66, “community body” and “crofting community body” have the meanings ascribed to them respectively in Sections 34 and 71 of the Land Reform Act and “charity” has the meaning ascribed to it in Section 34(8) of the Land Reform Act. and “Part 3A Community Body” have the meanings ascribed to them respectively in Section 74 of the Community Empowerment (Scotland) Act 2015.
68	<b>LIMIT OF LIABILITY</b>
68.1	The liability of all members of the Company is limited.
68.2	Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the property of the Company if it should be wound up whilst he or she is a member or within one year after he or she ceases to be a member (for whatever reason), for payment of its debts and liabilities contracted before he or she ceased to be a member, and of the costs, charges and expenses of winding up.

## SCHEDULE 1

### Schedule 1 - Powers Available to the Company

Further to Article 5, the Company shall have the following powers, but only in furtherance of the Purposes (and wherein reference to “**property**” means any property, assets or rights, heritable or moveable, wherever situated) and declaring that the order in which these Powers are listed or the terms of the sub-headings are of no significance in terms of their respective priority which shall be deemed to be equal, namely:



	<b>General</b>
2.1	To encourage and develop a spirit of voluntary or other commitment by, or co-operation with, individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others and any groups or groupings thereof willing to assist the Company to achieve the Purposes.
2.2	To promote and carry out research, surveys and investigations and to promote, develop and manage initiatives, projects and programmes.
2.3	To provide advice, consultancy, training, tuition, expertise and assistance.
2.4	To prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops, to collect, collate, disseminate and exchange information and to prepare, produce, edit, publish, exhibit and distribute articles, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium.
	<b>Property</b>
3.1	To register an interest in land and to exercise the right to buy under Part 2 or Part 3A of the Land Reform (Scotland) Act 2003 including any statutory amendment or re-enactment thereof for the time being in force (" <b>the Land Reform Act</b> ").
3.2	To purchase, take on lease, hire, or otherwise acquire any property suitable for the Company
3.3	to construct, convert, improve, develop, conserve, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature, and manage and operate or arrange for the professional or other appropriate management and operation of the Company's property.
3.4	To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the property of the Company.
3.5	To establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds.
	<b>Employment</b>
4.1	To employ, contract with, train and pay such staff (whether employed or self-employed) as are considered appropriate for the proper conduct of the activities of the Company.
	<b>Funding and Financial</b>
5.1	To take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Company.
5.2	To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust.
5.3	To borrow or raise money for the Purposes and to give security in support of any such borrowings by the Company and/or in support of any obligations undertaken by the Company.
5.4	To set aside funds not immediately required as a reserve or for specific purposes.
5.5	To invest any funds which are not immediately required for the activities of the Company in such investments as may be considered appropriate, which may be held in the name of a nominee Company under the instructions of the Board of Directors, and to dispose of, and vary, such investments.
5.6	To make grants or loans of money and to give guarantees.
	<b>Development</b>
6.1	To establish, manage and/or support any other charitable organisation, and to make donations for any charitable purpose falling within the Purposes.
6.2	To establish, operate and administer and/or otherwise acquire any separate trading company or association, whether charitable or not.

6.3	To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charitable organisation.
6.4	To enter into contracts to provide services to or on behalf of others.
	<b>Insurance and Protection</b>
7.1	To effect insurance of all kinds (which may include indemnity insurance in respect of Directors and employees).
7.2	To oppose, or object to, any application or proceedings which may prejudice the interests of the Company.
	<b>Ancillary</b>
8.1	To pay the costs of forming the Company and its subsequent development.
8.2	To carry out the Purposes as principal, agent, contractor, trustee or in any other capacity.
8.3	To do anything which may be incidental or conducive to the Purposes so long as these are charitable.

## SCHEDULE 2

### Schedule 2 - Form of Proxy

The form appointing the Proxy in terms of Article 30(d) shall be in the following terms, adapted as appropriate:

#### **Dalavich Improvement Group**

I.....,

of.....,

being an Ordinary or FODIG Member of the above Company hereby

appoint.....,

of .....

and, failing him or her, .....

of.....,

as my proxy to vote for me on my behalf at the (Annual/General) meeting of the Company to be held on..... and at any adjournment thereof.

This form is to be used in favour of/against the resolution.

Signed.....day of .....

*Signature of member appointing proxy* .....