

Alzheimer Scotland - Action on Dementia

Memorandum and Articles of Association

[As amended 1 January 2024]

Company No. SC149069
Charity No. SC022315

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF ALZHEIMER SCOTLAND – ACTION ON DEMENTIA

Preliminary

- 1 The Regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 and the Companies (Model Articles) Regulations 2008 or any statutory modification or re-enactment thereof shall not apply, but the following shall be the Regulations of the Company.

Interpretation

- 2 (1) In these Articles:-
 - (i) “the 2005 Act” means the Charities and Trustee Investment (Scotland) Act 2005 including any statutory modification or re-enactment thereof for the time being in force;
 - (ii) “the Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
 - (iii) “the Articles” or “these Articles” means these Articles of Association of the Company as originally framed or as from time to time altered by Special Resolution;
 - (iv) “authenticated document” has the meaning assigned to it in section 1146 of the Act;
 - (v) “body” means any corporation, body corporate, firm, association or other body;
 - (vi) “charitable object” means a charitable purpose under section 7 of the 2005 Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts
 - (vii) “clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

- (viii) “Company Secretary” means any individual appointed as Company Secretary or to fulfil the statutory filing obligations of the Company;
 - (ix) “executed” includes any mode of execution;
 - (x) “Honorary Officers” means the Honorary President, Honorary Vice-President and Patron of the Company for the time being;
 - (xi) “person” means any individual or body;
 - (xii) “the Rules” means the rules and regulations of the Company from time to time and for the time being as determined by the Trustees in accordance with Article 49 of these Articles of Association;
 - (xiii) “S.A.D.” means the former organisation known as Scottish Action on Dementia, previously a Scottish charity with charity number SC004301 and having its principal office at 8 Hill Street, Edinburgh
 - (xiv) “Secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company including a joint, assistant or deputy secretary but shall be separate from the Company Secretary;
 - (xv) “the Company” means the company named in Article 3;
 - (xvi) “the Treasurer” means the treasurer of the Company or any other person appointed to perform the duties of the treasurer of the Company;
 - (xvii) “the United Kingdom” means Great Britain and Northern Ireland; and
 - (xviii) “year” means a calendar year.
- (2) Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.
- (3) Words importing the masculine only shall include the feminine gender and words importing the singular number only shall include the plural number and **vice versa**.

Company Name

- 3 The Company’s name is “Alzheimer Scotland – Action on Dementia”.

Registered Office

- 4 The Company’s Registered Office is to be situated in Scotland.

Objects and Powers

- 5 (a) The Company is established for charitable objects only and in particular for the following objects, noting that references to 'dementia' in this article shall include 'the risk of developing dementia' within the appropriate context, unless stated otherwise:-
- (1) to promote the welfare and rights of people in Scotland with Alzheimer's disease and other dementias and those who care for them;
 - (2) to provide care, support and information for people with dementia and those who care for them;
 - (3) to assist, advise and work with other organisations and individuals in their work in relation to dementia and to promote collaboration between them;
 - (4) to identify the needs of people with dementia and of those who care for them, to establish objectives and policies for meeting those needs, to draw the attention of all concerned to those needs, objectives and policies and to keep under review the extent to which those needs are being met;
 - (5) to provide, promote or assist in the provision of information, training, education, research and development relating to dementia; and
 - (6) to encourage and assist in the establishment and administration of local groups or other bodies with objects related to those of the Company.
- (b) In furtherance of the objects for which the Company is established, but not otherwise, the Company shall have the following powers:-
- (1) To make, or to authorise the Board of Trustees of the Company to make, bye-laws, rules or regulations governing the organisation, administration and conduct of the Company, or any section thereof, provided always that no bye-law, rule or regulation shall be made under this sub-paragraph (1) which would amount to such addition or alteration of these Articles of Association as could only lawfully be made by a special resolution passed in accordance with Section 283 of the Act, or any statutory modification or re-enactment thereof.
 - (2) To act through sub-contractors and to monitor the performance of sub-contractors.
 - (3) To enter into partnerships and joint ventures with local and other public authorities, employers, associations, enterprise trusts, industry training organisations, institutions or associations.
 - (4) To hold public meetings.
 - (5) To consult with representatives of the community, Members and others.
 - (6) To gather, produce and distribute information.
 - (7) To publish in newspapers, periodicals, books, leaflets, reports and other publications and to present, promote, organise, provide, manage and produce films, broadcasts, meetings,

seminars, classes, courses, lectures and exhibitions whether on the premises of the Company or elsewhere and to levy such charges as the Trustees of the Company may think fit in connection with the foregoing.

- (8) To manufacture, produce or acquire for re-sale, sell and deal in such articles and artefacts and on such terms and conditions as the Trustees of the Company think fit.
- (9) To apply for, register, purchase or otherwise acquire and to renew and maintain, any patent, trademark, design right, copyright, licence or other industrial property right.
- (10) To take any gift or bequest of property, whether subject to any special trust or not.
- (11) To arrange and procure finance for the purposes of furthering the objects of the Company.
- (12) To issue and make appeals and to take such other steps as may be required for the purpose of procuring contributions to the funds of the Company by way of subscriptions, grants, donations, legacies, bequests and gifts of any property, whether subject to any special trust or not.
- (13) To purchase, take on lease or in exchange, hire or otherwise acquire any heritable, leasehold or moveable property for the occupation or use of the Company (whether exclusively or jointly with any company, association, partnership or person); and to sell or otherwise dispose of or lease or otherwise turn to account any such property; and to furnish, equip, fit out, maintain, alter, enlarge or improve any heritable or leasehold property occupied or used by the Company.
- (14) To invest and deal with the monies of the Company not immediately required in or upon such investments, securities or property as may be thought fit.
- (15) To delegate the administration and management of the Company or of any asset owned by the Company or in which it has an interest and to arrange for any asset owned by the Company to be held in the name of a nominee.
- (16) To subscribe for, take, purchase or otherwise acquire and hold Shares or other interests in or securities of any other company.
- (17) To borrow or raise money on such terms and on such security as may be thought fit; and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, floating charge, standard security or lien over the whole or any part of the property and undertaking (whether present or future) of the Company and by like mortgage, charge, floating charge, standard security or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (18) To lend and advance money or give credit to any company, firm or person.
- (19) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts.

- (20) To apply for, promote and obtain any private Act of Parliament, Provisional Order, or Licence of the Department for Trade and Industry or any other statutory body or authority as may be applicable for the time being for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (21) To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), or any corporations, companies, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, corporation, company, or person, any charters, contracts, decrees, rights, privileges, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (22) To employ and remunerate any person or persons and, subject to Article 6 hereof, to pay such sums or premiums for or towards the reasonable provision of pensions, gratuities or charitable aid to any person who has served the Company or to the husband, wife, civil partner, children or other dependants or any such person; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any such person or of the husband, wife, civil partner, children or other relatives or dependants of any such person.
- (23) To arrange, maintain and keep up insurance against any risk, loss or liability to which the Company or any of its Members or any of the Trustees of the Company or any of the Company's officers or employees or volunteers or others acting within the authority of the Company may be subject.
- (24) To transfer or dispose of, with or without valuable consideration, any part of the property or assets of the Company not required for the objects of the Company to any company, institution, society, foundation or association provided that such company, institution, society, foundation or association is not carrying on business for profit or gain and prohibits the distribution of its income or property among its Members to an extent at least as great as is imposed under or by virtue of Article 6 hereof.
- (25) To amalgamate with, or enter into partnership with, or affiliate to, or takeover or otherwise acquire, any company, institution, society or association having objects altogether or mainly similar to those of the Company and which prohibits the distribution of its income or property among its Members to an extent at least as great as is imposed under or by virtue of Article 6 hereof.
- (26) To support and subscribe to any charitable object and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business.

- (27) To undertake and execute charitable trusts, gratuitously or otherwise, the undertaking whereof may be incidental to the attainment of the objects of the Company or any of them.
- (28) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the Shares or securities of any such company as aforesaid.
- (29) To make any charitable donation either in cash or other property and to support, undertake or subscribe to any charitable object and to establish, promote, join or support any charitable association or body.
- (30) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Board of Trustees for the Company may think fit and in particular for Shares, Debentures, or securities of any company purchasing the same.
- (31) To pay the costs and expenses of and incidental to the formation and incorporation of the Company.
- (32) To do all other things incidental or conducive to the attainment of the objects for which the Company is established and to do all such other lawful things as are in the opinion of the Trustees necessary for or as shall further, directly or indirectly, the attainment of the objects of the Company or any of them, provided that:
 - i) in case the Company shall take or hold any property which may be the subject of any trust, the Company shall deal with or invest the same only in such manner as allowed by law, having regard to such trust; and
 - ii) nothing in this Clause shall authorise the Company to do anything which is not charitable according to the law of Scotland.

6 The income and property of the Company, when and howsoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Company. Provided that nothing herein shall prevent any payment in good faith by the Company:-

- a) in furtherance of charitable purposes in accordance with these Articles to a Member which is itself a charity or by means of a benefit provided to a Member in their capacity as a beneficiary of the Company;
- b) of reasonable and proper fees, remuneration or other benefit in money or money's worth to any Member, officer or employee of the Company (including any Trustee) or any body with which a Trustee is connected in terms of the 2005 Act in respect of any goods or services supplied to the Company provided always that, where a Trustee of the Company is

- to receive remuneration or may benefit from the provision of remuneration to a person or body connected to them in terms of the 2005 Act, such Trustee shall be excluded from and shall not participate in the determination of the Trustees of the Company in regard to such appointment or the amount of such remuneration and any remuneration or other benefit shall be subject to and provided in accordance with sections 67-68 of the 2005 Act; and
- c) of out-of-pocket expenses to any Trustee of the Company.

Members

- 7 Each Member of the Company shall be known as a “Member”. The minimum number of Members of the Company shall be 21 there shall be no maximum number of Members of the Company. The rights and privileges of a Member of the Company shall be personal and shall not be transferable or transmissible by any means.
- 8 The Members of the Company shall be such persons (always excluding employees of the Company) who support the objects of the Company and who are admitted to Membership in accordance with Article 9 or who have previously been admitted to Membership but excluding therefrom any Members who have since resigned from or otherwise been removed from Membership.
- 9 Every applicant for Membership of the Company shall obtain from, complete and lodge with the Company Secretary a form of application approved by the Board of Trustees. Upon receipt of a duly completed application and payment of any annual subscription which may be due in terms of Article 10, the Company Secretary shall admit the applicant to Membership and shall enter their details in the Company’s Register of Members. Such a person will be deemed to have been admitted as a Member with effect from the date on which the Register of Members states that they were admitted to Membership.

Annual Subscription and Life Subscription

- 10 (a) Each Member of the Company shall contribute to the Company's funds an annual subscription, with the exception of:
- (i) any Member of the Company who is a life member of the Company (being a member of the Company who has contributed to the Company's funds a life subscription); and
 - (ii) any Member of the Company or category of Members of the Company whom the Company has determined does not require to pay an annual subscription.
- (b) The rate or rates of the annual subscription payable by Members of the Company and the rate or rates of the life subscription payable by life members of the Company shall be determined by the Company. Different subscription rates may be levied upon different categories of Members as determined by the Company.

Termination of Membership

- 11 A Member of the Company shall forthwith cease to be a Member of the Company:-
- (i) on death or, if it is an organisation, upon it ceasing to exist on dissolution, receivership, liquidation or on the appointment of an administrator, save for the purposes of reconstruction or reorganisation; or
 - (ii) if they resign as a Member by giving seven days' notice in writing, by post or email, to the Company Secretary of their intention so to do deposited at the registered office of the Company; or
 - (iii) if any annual subscription payable by them remains overdue for payment to the Company by more than 60 days and the Company, not having released the Member from the obligation to pay such annual subscription, resolves that the Member's Membership of the Company be terminated; or
 - (iv) if they shall become an employee of the Company; or
 - (v) if the Board of Trustees terminates their Membership of the Company in accordance with the Rules. A resolution to remove a Member from Membership may only be passed if the Member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the grounds on which it is proposed. The Member or, at the option of the Member, the Member's representative (who need not be a Member of the Company) must be allowed to make representations to the meeting of the Trustees at which the resolution is proposed.

- 12 A Register of the Members for the time being of the Company shall be kept by the Company Secretary and shall contain each Member's name, address, date of admission to Membership of the Company and the date of ceasing to be a Member and such Register shall, in so far as applicable, comply with the provisions of Section 113 of the Act.

General Meetings

- 13 The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in between the date of one Annual General Meeting of the Company and that of the next. An Annual General Meeting of the Company shall be held in each year at such time and place as the Board of Trustees shall appoint and can be in person or via an online platform either digitally or by telephone.
- 14 The business to be transacted at each Annual General Meeting of the Company shall include the following routine business:-
- (1) consideration of the reports of the Company's activities and financial position and of the income and expenditure account and balance sheet to be presented to the Meeting;
 - (2) the appointment of the Auditors of the Company and determination of the manner of fixing their remuneration; and
 - (3) consideration of any plans for the Company's future activities.
- 15 All General Meetings other than Annual General Meetings shall be called General Meetings.
- 16 The Board of Trustees may, whenever it thinks fit, convene a General Meeting and shall in accordance with the provisions of Section 303 of the Act convene a General Meeting.
- 17 An Annual General Meeting and any General Meeting of the Company shall be called by 14 clear days' notice in writing or email at the least. The notice shall specify the place, the date and the hour of the Meeting and, in the case of an Annual General Meeting, shall also specify the meeting as such and if the meeting is to be on a digital online platform or in person. If other than routine business is to be transacted, the notice shall specify the general nature of such business and, if any resolution is to be proposed as a Special Resolution, the notice shall contain a statement to that effect and shall give the text of the proposed Special Resolution. The notice must also contain a statement setting out the right of Members to appoint a proxy under the Act. Notice shall be given, in manner herein mentioned to the Members of the Company, to the Trustees, to the Patron of the Company and to the Auditors of the Company; provided that a Meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members of the Company entitled to attend and vote thereat; and
 - (b) in the case of any other Meeting, by a majority in number of the Members of the Company having a right to attend and vote at the Meeting, being a majority together representing not less than **90 per centum** of the total voting rights at that Meeting of all the Members of the Company.
- 18 The accidental omission to give notice of any Meeting of the Company to or the non-receipt of a notice of a Meeting of the Company by any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

Proceedings at General Meetings

- 19 No business shall be transacted at any General Meeting unless a quorum of Members of the Company is present at the time when the Meeting proceeds to business; save as herein otherwise provided, the number of Members equal to double the number of Trustees then in office plus one shall be a quorum. To be included in the quorum, the Members present shall be deemed to include those present in person or online or by proxy or by representative appointed in accordance with Article 37 below or by postal vote.
- 19A Any one or more (including without limitation, all) of the Members may participate in a General Meeting (including an Annual General Meeting) of the Company by means of a digital online platform or similar communications equipment or any other suitable electronic means allowing all persons participating in the meeting to communicate with all the other participants. Participating by such means shall constitute presence in person at a meeting. Such meeting shall be deemed to have occurred either (i) at the place where most of the Members participating are present or, if there is no such majority, (ii) at the place where the Chairman of the meeting is present. Notwithstanding the other provisions of these Articles, voting in person at a meeting held under this Article 19A may be conducted by electronic means, in such manner as the Trustees may appoint, or otherwise in such manner as the Members present at the meeting may agree.
- 20 If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon the requisition of Members of the Company, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other date and at such other time and place as the Board of Trustees may determine, and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Members of the Company present in person or by proxy or by representative appointed in accordance with Article 37 below shall be a quorum.
- 21 The Honorary President of the Company or, in their absence, the Honorary Vice-President of the Company (if any), shall preside as Chairperson at every General Meeting of the Company (and where there is more than one

Honorary President or Honorary Vice-President, the Board of Trustees shall determine which Honorary President or Honorary Vice-President shall preside) or, if there is no such Honorary President or Honorary Vice-President or if neither the Honorary President or Honorary Vice-President is present within 15 minutes after the time appointed for the holding of the Meeting or are unwilling to act, the Members of the Company shall choose a Trustee or (if no other Trustee be present and willing to preside) one of their own number to be Chairperson of the Meeting.

- 22 The Chairperson may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for 14 days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- 23 At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands, or electronic equivalent, taken in accordance with Article 27(a), unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-
- (i) the Chairperson of the Meeting; or
 - (ii) by at least two Members of the Company present in person or by proxy or by representative appointed in accordance with Article 37 below; or any Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairperson of the Meeting that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the Minutes of the proceedings of the Company shall, save in the case of manifest error or misconduct, be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the Resolution.

A demand for a Poll may be withdrawn if: -

- (a) the poll has not yet been taken, and
 - (b) the chair of the meeting consents to the withdrawal.
- 24 Except as provided in Article 25 below, if a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairperson of the Meeting directs and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded.
- 25 A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question

shall be taken at such time as the Chairperson of the Meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.

- 26 The Trustees shall be at liberty to invite any person or persons, not being a Member or Members of the Company, to attend and speak, but not to vote, at any General Meeting of the Company.

Votes of Members

- 27 Every Member of the Company shall have one vote.

- (a) On a vote on a show of hands, votes may be given either personally, or by representative appointed in accordance with Article 37 below, or by postal vote in terms of Article 28, and section 284(2) of the Act shall be modified accordingly as permitted by section 284(4) of the Act or in the event Members are attending electronically a format predetermined by the Trustees,
- (b) On a vote on a poll, votes may be given either personally, or by proxy, or by representative appointed in accordance with Article 37 below, or by postal vote in terms of Article 28 or in the event Members are attending electronically a format predetermined by the Trustees,

The number of votes (“requisite majority”) required to carry a resolution shall be as set out in Article 30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

- 28 On a vote on a resolution, the votes shall include postal votes cast in advance in accordance with this Article. For this purpose, a postal vote shall include a vote given electronically where the Board of Trustees provides for such means of voting but a postal vote shall be valid only where it complies with any requirements laid down by the Trustees in accordance with this Article. The Board of Trustees may lay down such procedures as it sees fit for the administration of postal voting and may appoint such persons as it considers necessary to supervise the conduct of the postal vote and/or the counting of votes. It may also require those submitting postal votes to comply with such requirements or restrictions as it considers necessary to ensure the identification of the person voting. A postal vote must be left at or delivered to or otherwise received by the Company at its Registered Office or such other place (if any) as is specified for that purpose in the notice convening the meeting at least forty-eight hours before the time for holding the meeting or adjourned meeting at which the vote is to be given and in default shall not be treated as valid. In the case of a poll, it must be deposited or delivered as aforesaid not less than twenty-four hours before the time appointed for the taking of the poll (in the case of a poll held forty-eight hours or more after

being demanded) or at the time at which the poll was demanded (in the case of a poll held within forty-eight hours of being demanded) and in default shall not be treated as valid. In calculating the periods required under this Article, no account shall be taken of any part of a day where that day is not a working day.

- 29 No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is tendered and every vote not disallowed at the Meeting shall be valid. Any objection made in due time shall be referred to the chairperson of the Meeting whose decision shall be final and conclusive.
- 30 All resolutions of the Members shall be passed as Ordinary Resolutions unless the Articles or the Act require a Special Resolution. Without prejudice to the foregoing generality, a Special Resolution is required to amend these Articles under section 21 of the Act or to change the Company's name under section 78 of the Act. Where a resolution requires to be passed as a Special Resolution, it must be specified as such in the notice of the meeting or, in the case of a written resolution, in the resolution. An Ordinary Resolution is a resolution passed under section 282 of the Act by a simple majority and a Special Resolution is a resolution passed under section 283 of the Act by a majority of at least 75%.
- 31 A resolution is passed if:-
- (i) at a Meeting, the requisite majority of the votes cast on the resolution by those Members who, being entitled to do so, vote on the resolution in person or by proxy or by representative or by postal vote or in the event Members are attending electronically a format predetermined by the Trustees, are votes in favour of the resolution, and, for the avoidance of doubt, no account shall be taken of abstentions or Members absent from the meeting who are not voting by proxy or postal vote; or
 - (ii) a written resolution is circulated to the Members as required and the requisite majority of eligible Members signify their agreement to the resolution in an authenticated document which is received by or on behalf of the Company within 42 days of the circulation date;

provided always that proper notice of the meeting and the intention to propose the resolution has been given in accordance with these Articles and the Act or that the written resolution has been circulated to all eligible Members in accordance with the Act (or the failure to do so is excused in terms of the Act). The requisite majority shall be determined by whether a resolution is an Ordinary Resolution or Special Resolution.

- 32 A proxy appointed to attend and vote at any meeting in place of a Member shall have the same right as the Member who appointed them to speak at the meeting and need not be a Member of the Company themselves. A person who is entitled to attend, speak or vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice or postal vote has been delivered to the Company by or on behalf of that person. Unless the Member otherwise directs, where a Member

who has submitted a valid proxy notice or postal vote in respect of a meeting subsequently attends the meeting, the notice of proxy or postal vote shall become invalid for as long as the Member remains present (unless the Member indicates a wish to the contrary and refrains from voting).

- 33 An instrument appointing a proxy shall be in writing in common form or in any other form which the Trustees shall approve under the hand of the appointor or their attorney duly authorised in writing or, if the appointor is a body, either under the seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company.
- 34 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees shall:-
- (a) be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified in the notice convening the Meeting or in any instrument of proxy sent out by the Company in relation to the Meeting not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the Meeting or adjourned Meeting at which the poll was demanded to the chairperson of that Meeting or to the Company Secretary or to any Trustee;

and an instrument appointing a proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 35 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. It may specify how the proxy is to vote (or that the proxy is to abstain from voting) on one or more resolutions and unless it indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
- 36 A vote given or poll demanded by proxy or by the duly authorised representative of a body shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the registered office of the Company or at such other place at which the instrument of proxy was duly deposited before the commencement of the Meeting or adjourned Meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the Meeting or adjourned

Meeting) the time appointed for taking the poll. Any revocation of a notice of proxy must be in writing and is subject to the same requirements to which the notice of proxy is subject.

Representatives at Meetings

- 37 Any body which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any Meeting of the Company, and may from time to time revoke such authority and authorise another person to act in their place, and the person so authorised shall be entitled to exercise the same powers on behalf of the body which they represent as that body could exercise if it were an individual Member of the Company. A representative authorised in accordance with this Article and attending a meeting of the Company for which they have been authorised shall be counted as a Member present in person for the purposes of determining the quorum for that meeting. A certified copy of the resolution appointing a representative shall, if so required by the Chairperson of any meeting, be produced by that representative as evidence of their right to attend and vote thereat. The representative may continue to represent the organisation until written notice to the contrary is received by the Company. The Company shall not be required to consider whether or not the representative has been properly appointed by the organisation.
- 38 Where in Scotland or elsewhere a curator bonis, guardian, trustee, receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any Member on the ground (however formulated) of mental disorder or incapacity, the Trustees may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Trustees may require, permit such curator bonis, guardian, trustee, receiver or other person on behalf of such Member to vote in person or by proxy at any General Meeting or to exercise any other right conferred by Membership in relation to meetings of the Company.

Written Resolutions

- 39 (a) Subject to the provisions of the Act, a Resolution in writing passed in accordance with this Article shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more Members of the Company. Any resolution that may be passed validly at a General Meeting may be passed as a written resolution except a resolution under the Act to remove a Trustee or an Auditor before their period of office expires.

- (b) A written resolution must be sent or submitted in hard copy or electronic form to every Member who is entitled to vote on the resolution (“eligible Member”) at the time that the first copy of the resolution is sent or submitted to a Member for their agreement (“the circulation date”) and must be sent to all eligible Members:
- i) at the same time, so far as is reasonably practicable; or
 - ii) by submitting a copy or copies in turn to each eligible Member (provided it is possible to do so without undue delay); or
 - iii) partly by one method and partly by the other.

The resolution must be accompanied by a statement advising the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. In accordance with sections 291 and 293 of the Act, the accidental failure to comply fully with this Article (b) shall not invalidate a written resolution, if passed.

- (c) Where a written resolution requires to be passed as a Special Resolution, the resolution must specify it as such. A written resolution is passed when the requirements of Article 31 are satisfied.

Honorary Officers

- 40 (1) The Company shall be permitted (but not required) to appoint Honorary Officers. The Honorary Officers (if any) of the Company shall be an Honorary President, an Honorary Vice-President and a Patron (or such higher number of Honorary Presidents, Honorary Vice-Presidents and Patrons as the Company by Ordinary Resolution shall determine).
- (2) Only Members shall be eligible to hold office as an Honorary President or Honorary Vice-President but any Patron need not be a Member of the Company.
- (3) No Trustee shall be eligible to hold office as an Honorary Officer and the Honorary Officers shall not be eligible to become Trustees for as long as they remain Honorary Officers.
- (4) Subject to subsection (5) below, the Honorary Officers shall be elected at an Annual General Meeting of the Company and shall be appointed for an indefinite term to remain as Honorary Officers until such time as they retire or are removed under subsection (6) below.
- (5) If any Honorary Officer ceases to hold office otherwise than at an Annual General Meeting of the Company, the Board of Trustees may fill the vacancy, provided always that any Honorary Officer so appointed shall be appointed only until the conclusion of the next Annual General Meeting of the Company at which point their appointment, unless ratified by the Members under subsection (4) above, shall cease.

- (6) The office of an Honorary Officer shall be vacated:-
- (a) on death; or
 - (b) if they resign their office by notice in writing sent to or left with the Company Secretary at the registered office of the Company; or
 - (c) if they are removed from office by a resolution passed by a majority of at least three-fourths of the Members present and voting at a General Meeting of the Company; or
 - (d) if they are required to vacate office under Articles 46(b), (c), (e), (g), or (i), which Articles shall apply to the Honorary Officers as they do to Trustees *mutatis mutandis*, except that Article 46(i) shall not apply to an Honorary Officer who is a Patron.

Trustees: Appointment and Retiral

- 41 (1) Subject to subsection (2) below, there shall not be fewer than 10 nor more than 16 Trustees. The Members may by Ordinary Resolution from time to time increase or reduce the number of Trustees.
- (2) Notwithstanding subsection (1) above, in the period preceding the Annual General Meeting of the Company held in 2014, there shall be no maximum number of Trustees.
- 42 Subject to these Articles and in particular Articles 44(3), 46 and 64(4), Trustees shall be appointed for a term not exceeding three years and shall thereafter be eligible for immediate re-appointment for any number of additional terms not usually exceeding three consecutive terms in total although this may be extended at the discretion of the Board of Trustees to ensure the continued smooth running of the organisation. For the purpose of this Article, a year shall be the period between one Annual General Meeting and the next. Where a Trustee was appointed prior to the date of adoption of these Articles, their term shall be deemed to have commenced on the date that they were most recently appointed or reappointed as a Trustee.
- 43 Only Members of the Company shall be eligible to hold office as Trustees. Subject thereto, the Board of Trustees shall consist of such persons as these Articles and the Rules shall determine who shall be appointed in accordance with these Articles and the Rules.
- 44 Trustees shall be appointed as follows:-
- (1) The Members shall appoint Trustees at the Annual General Meeting by Ordinary Resolution and may appoint any Member who is duly nominated for election in accordance with the Company's nomination procedures set down in the Rules. The Members shall be entitled to fill such number of vacancies as may be notified to them by the Trustees, provided always that the Trustees must ensure that sufficient vacancies are notified to the Members to allow the minimum number of Trustees

fixed by or pursuant to these Articles to be satisfied. For the avoidance of doubt, the two Trustees appointed in terms of subsection (2) below shall always form part of the minimum number of Trustees. The Members may also by Ordinary Resolution appoint any person to be a Trustee either to fill a vacancy should one arise for any reason or as an additional Trustee but so that the maximum number of Trustees fixed by or in accordance with these Articles is at no time exceeded.

- (2) The Board of Trustees shall at all times include two Trustees appointed by the Board of Trustees from the groups that the Company facilitates for people with dementia and their carers. Where there are two such groups facilitated by the Company, one Trustee shall be appointed from each group and where there are more than two groups, the Board of Trustees may from time to time by resolution designate the two groups from which appointments shall be made. The groups from which appointments are to be made shall each be entitled to make a nomination or nominations and the Board of Trustees shall be bound to consider, but shall not be obliged to accept, such nominations.
- (3) The Board of Trustees shall have power from time to time and at any time to co-opt any Member of the Company to be a Trustee either to fill a casual vacancy or as an addition to the existing Board of Trustees but so that the total number of Trustees shall not at any time exceed the maximum number fixed by or pursuant to these Articles. Notwithstanding Article 42, any Trustee so co-opted shall hold office only until the next following Annual General Meeting of the Company and they shall vacate office at the conclusion of the next Annual General Meeting of the Company unless they have been elected as a Trustee under Article 44(1) or (2) at or prior to that Annual General Meeting. In calculating the length of term of a co-opted Trustee who is subsequently elected, no account shall be taken of any period of office served under this subsection (3) as a co-opted Trustee.

45 The Members may in accordance with Section 168 of the Act by special notice remove from office any Trustee notwithstanding anything in the Articles or in any agreement between the Company and that Trustee.

46 The Office of a Trustee shall be vacated if:

- (a) they resign their office by notice in writing sent to or left with the Company Secretary at the registered office of the Company unless after the resignation there would be fewer than two Trustees remaining in office; or
- (b) a registered medical practitioner who is treating the Trustee gives a written opinion to the Company stating that the Trustee has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months; or
- (c) they become bankrupt or insolvent or apparently insolvent or makes any arrangement or composition with their creditors; or

- (d) they are prohibited by law from being a Trustee or ceases to hold office by virtue of any provisions of the Act or if they are disqualified from acting as a charity trustee in terms of the 2005 Act; or
- (e) they accept remuneration in contravention of Article 6 of these Articles; or
- (f) they fail to attend four consecutive meetings of the Trustees without permission of the other Trustees and the other Trustees resolve that their office be vacated; or
- (g) in the opinion of the other Trustees, they shall have acted in such a way as would bring the Company into disrepute and in all the circumstances their removal from office is justified to preserve the reputation of the Company; or
- (h) they are removed from office by resolution of the other Trustees on the ground that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the 2005 Act; or
- (i) they cease to be a Member of the Company; or
- (j) they are removed from office pursuant to Article 45 above.

47 The continuing Trustees may act notwithstanding any vacancy in their body but, so long as their number is reduced below the number fixed by or pursuant to the Articles as the minimum number of the Trustees, the continuing Trustees may act for the purposes of (i) increasing the number of Members of the Company, (ii) increasing the number of Trustees and/or (iii) convening a General Meeting of the Company, but for no other purpose. If there be no Trustees or Trustee able or willing to act, then any two Members of the Company may summon a General Meeting for the purpose of appointing Trustees.

Proceedings of the Trustees

48 The business of the Company shall be managed by the Trustees, who may exercise all such powers of the Company as are not, by the Act or by the Articles, required to be exercised by the Company in General Meeting (and, without prejudice to the foregoing generality, the Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine including authority for the agent to delegate all or any of their powers), subject nevertheless to the provisions of the Act or the Articles and to such regulations, being not inconsistent with the aforesaid provision, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Trustees which would have been valid if that regulation had not been made.

49 The Trustees may from time to time by a resolution passed by a majority of at least two-thirds of the Trustees present and voting at a Meeting of the Trustees make, alter, amend and terminate such rules and regulations in the form of bye-laws, standing orders or otherwise, not being inconsistent with the Articles and not amounting to such an addition to or alteration of the Articles as could only legally be made by Special Resolution, as the Trustees may

think fit for the management, conduct and regulation of the affairs of the Trustees and the Company and the proceedings and powers of the Company and the Trustees or of any Committee of the Trustees.

- 50 The Trustees may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, or any part thereof, as security for any debt, liability or obligation of the Company or of any third party.
- 51 All cheques and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such a manner as the Trustees shall from time to time determine.
- 52 The Trustees shall cause Minutes to be made in books provided for the purpose:
- i. of all appointments of officers made by the Trustees or by the Company;
 - ii. of the names of the Trustees present at each Meeting of the Trustees and of any Committee of the Trustees; and
 - iii. of all resolutions and proceedings at all Meetings of the Company and of the Trustees and of any Committee of the Trustees.
- 53 The Trustees may meet for the despatch of business, adjourn and otherwise regulate their Meetings as they think fit, provided always that the Trustees shall meet not fewer than three times in each calendar year. Each Trustee shall have one vote and, subject to Article 62, questions arising at any Meeting of the Trustees shall be determined by a majority of the votes of the Trustees present. In the case of an equality of votes, the Chairperson of the Meeting shall have a second or casting vote.
- 54 The Company Secretary, if requested by the Convener or by at least five Trustees to do so, shall, at any time summon a Meeting of the Trustees.
- 55 The Convener elected under Article 64, whom failing the Vice-Convener, shall chair Meetings of the Trustees. If no such Convener or Vice-Convener has been elected or if at any Meeting of the Trustees both the Convener and Vice-Convener are not present within 15 minutes after the time appointed for holding the Meeting, the Trustees present may elect another of their number to be Chairperson of the Meeting.
- 56 Subject to Article 62, the quorum of Trustees necessary for the transaction of business at any Meeting of the Trustees may be fixed by the Trustees and unless so fixed a simple majority of the Trustees shall be a quorum. A Trustees' meeting at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Trustees for as long as a quorum remains present.
- 57 A resolution in writing agreed by the necessary majority of the Trustees or committee members (as applicable) entitled to receive notice of a meeting of the Trustees or, as the case may be, of a meeting of a committee and to vote

upon the resolution shall be as effective as a resolution passed at a Trustees' meeting or, as the case may be, a committee meeting, duly convened and held, provided that a copy of the resolution is sent to all Trustees or committee members (as the case may be) eligible to vote and the necessary majority of them have signified their agreement to the resolution in an authenticated document or documents which are received by the Company within 42 days of the circulation date. For this purpose, the necessary majority shall be a simple majority unless the Articles or Rules specify that a different majority is required for a resolution on a particular matter. The resolution may consist of several documents in the like form, to each of which one or more of the Trustees or committee members (as applicable) has signified their agreement.

- 58 The Trustees may invite or allow any person or persons as they may consider appropriate to attend and speak, but not vote, at any Meeting or Meetings of the Trustees. The Board of Trustees may seek advice from such persons as it shall think fit.
- 59 Any one or more (including without limitation, all) of the Trustees or the members of a committee may participate in a meeting of the Trustees or such committee:-
- (a) by means of a digital online platform, telephone call or similar communications equipment or any other suitable electronic means allowing all persons participating in the meeting to communicate with all the other participants; or
 - (b) by a succession of telephone calls, or by any other means, to Trustees from the Chairperson of the meeting following disclosure to them of all material points.

Participating by such means shall constitute presence in person at a meeting. Such meetings shall be deemed to have occurred either at the place where most of the Trustees participating are present or, if there is no such majority, at the place where the Chairperson of the meeting is present and where most/all Trustees are participating by electronic means the meeting shall be deemed to have occurred online.

- 60 A Trustee may not appoint an alternate Trustee or anyone to act on their behalf at Trustees' meetings.
- 61 All business transacted by a meeting of Trustees, or by a committee of Trustees, shall be validly transacted notwithstanding the participation in any vote of a Trustee:
- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by these Articles to vacate office; or
 - (c) who was not entitled to vote or be counted in the quorum on the matter, whether by reason of a conflict of interest or otherwise.
- if without:
- (i) the vote of that Trustee; and

- (ii) that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

Conflicts of Interest

- 62
- (a) Where a transaction or arrangement under consideration by the Company is or includes the provision of remuneration by the Company to a Trustee or to a person connected to them in terms of the 2005 Act for services provided to or on behalf of the Company, or where a Trustee or a person connected to them has any other interest, direct or indirect (including but not limited to any personal financial interest) in the transaction or arrangement, the Trustee shall declare the nature and extent of their interest.
 - (b) Other than providing any information requested, the conflicted Trustee must then take no part in any discussions of the Trustees, may be required by the Chairperson to withdraw from the meeting for that item, shall not be counted in the quorum for that part of the meeting, and shall take no part in any vote on the matter.
 - (c) If a conflict of interest arises for a Trustee and there are insufficient non-conflicted Trustees of the Trust to form a quorum to vote on the matter, the quorum for the purpose of that decision only shall consist of all non-conflicted Trustees of the Trust notwithstanding the terms of Article 56.
 - (d) This Article shall not apply where an interest is such that it cannot reasonably be regarded as likely to give rise to a conflict of interest; or the only benefit to a Trustee is the payment by the Company of a premium for indemnity insurance for the Company; or the Trustee is not aware of their interest, or they are not aware of the proposed transaction or arrangement in question, and it is not a matter of which they ought reasonably to be aware.

Executive Officer and Employees

- 63
- The Trustees may from time to time appoint an Executive Officer who shall hold office on such terms and conditions and for such remuneration as may be fixed by the Trustees. The Trustees may delegate to the Executive Officer such powers and duties as the Trustees think fit. The Trustees may also appoint and in the Trustees' discretion – after seeking independent employment law advice - remove such employees and agents for permanent, temporary or special services as the Trustees may from time to time think fit and may determine their powers and duties and fix their salaries and emoluments and other terms and conditions of employment or engagement.

The Convener, Vice-Convener, Secretary and Treasurer

- 64
- (1) The Board of Trustees shall have a Convener, Vice-Convener, Secretary and Treasurer (together known as “office bearers”).
 - (2) The office bearers shall be appointed by the Board of Trustees from among their own number.
 - (3) Subject to subsection (4):-
 - (a) all office bearers shall be appointed to hold office until the close of the third Annual General Meeting following their appointment as office bearers; and
 - (b) where an individual’s term as an office bearer under this Article does not coincide with their term as a Trustee under Article 42, their appointment as an office bearer shall take precedence and (subject always to Article 46) they shall not be required to retire as a Trustee until such time as they are required to retire as an office bearer under this Article; and
 - (c) a person elected as an office bearer shall automatically cease to hold that office if they cease to be a Trustee or if they resign as an office bearer by written notice to that effect.
 - (4) In the event that a Trustee co-opted under Article 44(3) is appointed as an office bearer, they shall be appointed as such only until the first Annual General Meeting following their appointment. In the event that they are subsequently elected as a Trustee by the Members at a General Meeting and re-appointed as an office bearer under this Article, no account shall be taken of any period as an office bearer served as a co-opted Trustee in calculating their term under subsection (3)(a) above or the maximum permitted number of terms that they may serve as an office bearer.
 - (5) Office bearers shall be eligible for reappointment as office bearers for any number of additional terms, except that an individual may only serve as the Convener for a maximum of two terms although this may be extended at the discretion of the Board of Trustees to ensure the continued smooth running of the organisation.
 - (6) The Treasurer and Secretary appointed pursuant to this Article shall during their period of office also act, respectively, as Treasurer and Secretary of the Company.

Secretary and Treasurer

- 65 Subject to these Articles, the terms and conditions of the Secretary's and the Treasurer's appointments shall be determined by the Trustees.

Committees

- 66 The Board of Trustees may delegate any of its powers to a Committee or Committees consisting of such persons (whether or not being Trustees) as the Trustees shall determine. Any Committee so formed shall in the exercise of the powers delegated to it conform to any regulations that may be imposed upon it by the Trustees and shall report and be responsible to the Trustees. Any regulations imposed under this Article may be revoked or altered by the Trustees. The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees. All proceedings of committees must be reported to the next available Board of Trustees meeting.
- 67 All acts done by a meeting of the Trustees, or of a committee, or by any person acting as a Trustee or member of a committee shall be valid even if it is discovered afterwards that there was some defect in the appointment of any person or persons acting, or that they or any of them were or was disqualified from holding office or not entitled to vote, or had in any way vacated office.

Associated Groups

- 68 The Company may administer various associated groups to operate within local areas to raise awareness and to improve the position of people with dementia and/or their carers. Any associated group so formed shall be accountable to the Company and all proceedings, including all financial matters and all activities, shall be reported to the Trustees at regular intervals. Reports shall also be submitted upon the request of the Trustees and upon the occurrence of any event which the associated group reasonably expects or ought reasonably to expect the Trustees to wish to be notified about. The Company may from time to time make regulations for the establishment and constitution of and conduct of the affairs of such associated groups including provision for the election or appointment of such officers as the Company may from time to time consider appropriate and for the carrying on of the affairs of each such associated group.

No Seal

- 69 The Company shall not have a seal.

Accounts

- 70 The Trustees shall cause accounting records sufficient to show and explain the Company's transactions and otherwise complying with section 386 of the Act and with the 2005 Act to be kept by the Company. The accounting records shall be kept at the registered office of the Company or, subject to Section 388 of the Act, at such other place or places as the Trustees may think fit and shall always be open to the inspection of any Trustee.
- 71 The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the Members of the Company not being Trustees.
- 72 Members of the Company shall be entitled to receive a copy of the Company's annual accounts and reports in accordance with section 423 of the Act not later than the end of the period for filing accounts and reports, or, if earlier, the date on which the Company delivers its accounts and reports to Companies House. The annual accounts will also be made available on the company website. Members of the public shall have the right to request and receive a copy of the most recent statement of account of the Company where it is reasonably requested in accordance with the 2005 Act. Subject to that, no Member of the Company or other person (not being a Trustee) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the Trustees.

Audit

- 73 Auditors or Independent Examiners, as appropriate ("Auditors"), shall be appointed and their duties regulated in accordance with the provisions of the 2005 Act or any other relevant legislation.

Notices

- 74 A notice may be served by the Company upon any Member of the Company in hard copy or in electronic form as permitted by the Act, or legislation by:
- (a) handing it to the Member personally;
 - (b) delivering it by hand to the Member's address;
 - (c) sending it by email to the Member's email address;
 - (d) sending it by post with postage pre-paid, addressed to the Member's address; or

- (e) sending or supplying it in any other way in which the Act provides for documents or information to be sent or supplied by the Company, including publication on the Company's website in accordance with the Act or legislation.

For the purpose of this Article, a Member's address shall be their address in the Register of Members or such other address as they may supply to the Company for the giving of notices to them and any notice served in accordance with this Article shall be deemed to have been duly served notwithstanding that such Member be then dead or bankrupt and whether or not the Company have notice of their death or bankruptcy. As a Trustee is also a Member of the Company, any notice so served shall be deemed to have been duly served on them as both Trustee and Member.

75 Any person/company described in the Company's Register of Members by an address not within the United Kingdom, who shall from time to time give to the Company an address within the United Kingdom or an email address at which notices may be served upon them, shall be entitled to have notices served upon them at such address; save as aforesaid, only Members of the Company described in the Company's Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

76 Any notice or document served under Article 74 shall be deemed to have been served:

- (a) immediately on being handed to the Member personally;
- (b) at the expiration of 24 hours after being delivered by hand to the relevant address, sent by email to the Member's email address, or sent by Registered or first class post to the Member's address;
- (c) at the expiration of one week after being sent by second class post to the Member's address;
- (d) when the Member receives or is deemed to have received notification of the material's availability on the Company's website in accordance with the Act, the deemed receipt of which notice shall be determined in accordance with this Article with reference to the means by which the Member was notified of the material's availability, save that if the material is not then available on the website, the notice will only be deemed to have been received when the material is so available; or
- (e) if earlier, as soon as the Member acknowledges receipt.

In proving service, it shall be sufficient to show that the email containing the notice or document was properly addressed and sent; or the letter containing the notice or document was properly addressed, stamped and posted or delivered; or receipt of service was acknowledged.

77 Notice of every General Meeting of the Company shall be given in any manner hereinbefore authorised to:-

- (i) every Member of the Company except those Members of the Company who (having no registered address within the United Kingdom) have

not supplied to the Company an address within the United Kingdom, or an email address, for the giving of notices to them;

- (ii) the Auditors for the time being of the Company:
- (iii) the Patron of the Company.

No other person shall be entitled to receive notice of any General Meeting of the Company. Subject to these Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by the Trustees may be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

Indemnity

- 78 Subject to the Act, every Trustee and every member of a Committee of the Trustees and any Agent, Auditor, Company Secretary and other officer from time to time and for the time being of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties or in relation thereto including any liability properly incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under Section 1157 of the Act in which relief is granted to them by the Court.

Liability

- 79 The liability of the Members is limited.
- 80 Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for payment of the debts and liabilities of the Company contracted before they ceased to be a Member, and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

Dissolution

- 81 If, upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company (except in furtherance of a charitable object and in accordance with these

Articles to a Member that is itself a charity) but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to its or their Members to an extent at least as great as is imposed on the Company under or by virtue of Article 6 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and in so far as effect cannot be given to the aforesaid provision, then to some charitable object.