

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE ROYAL SCOTTISH PIPE BAND
ASSOCIATION

2011

BIGGART BAILLIE LLP

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Constitution of Company

1. The model articles of association as prescribed in schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this Company.

Defined Terms

2. In these articles of association, unless the context requires otherwise:-
 - 2.1. "Act" means the Companies Act 2006;
 - 2.2. "Affiliated Association" has the meaning set out in Article 26;
 - 2.3. "Articles" means these Articles of Association or such as are in force from time to time;

- 2.4. "Association" means The Royal Scottish Pipe Band Association, an unincorporated association registered as a charity with OSCR with Scottish Charity Number SC018153;
- 2.5. "Association Fee Renewal Date" means the date on which the relevant annual membership fee payable by any Band, Associate Member or Affiliated Association registered with the Association immediately prior to the date of adoption of these Articles is due to be paid in accordance with the Articles and the Rules;
- 2.6. "Associate Member" means an individual registered with the Company in terms of the Articles, without voting rights;
- 2.7. "Band" means a collection of individuals forming a pipe band and registered as such with the Company in accordance with the Articles and the Rules;
- 2.8. "Band Member" means any individual who is a member of a Band and registered with the Company in terms of the Articles, with no voting rights;
- 2.9. "Band Registration" means the registration of any individual as a member of a Band in accordance with the Articles and the Rules;
- 2.10. "Branch" is a body of one or more Bands organised on a regional basis as the Company may decide from time to time in accordance with the Rules;
- 2.11. "Board", "Board of Directors" and "Directors" means the directors for the time being of the Company;
- 2.12. "Chairman" means any individual appointed as such in accordance with Article 72;
- 2.13. "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, provided (in either case) that its objects are limited to charitable purposes;
- 2.14. "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
- 2.15. "clear days" in relation to the period of a notice means that period excluding the day on which 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;
- 2.16. "Company" means The Royal Scottish Pipe Band Association, a private company limited by guarantee registered under the Act;
- 2.17. "electronic form" has the meaning given in section 1168 of the Act;
- 2.18. "executed" includes any mode of execution;
- 2.19. "Member" means the secretary of a Band registered with the Company in terms of the Articles, with voting rights;
- 2.20. "National Council" means the National Council of the Association;
- 2.21. "office" means the registered office of the Company;
- 2.22. "OSCR" means the Office of the Scottish Charity Regulator;

- 2.23. "property" means any property, heritable or moveable, real or personal, wherever situated;
- 2.24. "Register of Associate Members" is the register of Associate Members maintained by the Company and held with the Company's statutory books;
- 2.25. "Register of Band Members" is the register of Band Members maintained by the Company and held with the Company Books;
- 2.26. "Register of Members" is the register of Members maintained by the Company and held with the Company's statutory books;
- 2.27. "resolution" shall have the meaning set out in the Act;
- 2.28. "Rules" are the standing orders and rules of the Company from time to time as adopted by the Directors pursuant to Article 116;
- 2.29. "Secretary" means the secretary of the Company (if any) or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
- 2.30. "Standing Committee" means any standing committee set out in Article 103 or created by the Directors from time to time in accordance with Article 105;
- 2.31. "Sub-Committee" means any sub-committee formed by the Directors from time to time in accordance with Article 105;
- 2.32. "subsidiary" has the meaning given in section 1159 of the Act; and
- 2.33. "Vice Chairman" means any individual appointed as such in accordance with Article 72.
3. Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Objects

4. The Company's objects are to promote and encourage the culture and advancement of pipe band music internationally and in furtherance thereto to:-
- i) create and maintain a bond of fellowship with all pipe band personnel throughout the world;
 - ii) secure the enjoyment of the rights and freedoms set forth in these Articles and the Rules without discrimination on any ground such as sex, race, colour, language, religion, political or other opinion, national or social origin, association with a national minority, property, birth or other status; and
 - (iii) devise and operate a proper system of pipe band contest rules;
 - (iv) organise and operate the World, European, British, Scottish, and all major pipe band championships held within the United Kingdom;
 - (v) pursue any other purpose that may reasonably regarded as analogous to any of the preceding objects;

- (vi) sponsor, support and maintain its own pipe band college, and issue certificates in accordance with its instructional courses in accordance with the Rules.
5. The Company's objects are restricted to those set out in Article 4 (but subject to Article 6).
 6. The Company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the Company's objects in Article 4; on any occasion when it does so, it must give notice to the Registrar of Companies and the amendment will not be effective until that notice is registered on the Register of Companies.

Powers

7. In pursuance of the objects listed in Article 4 (both not otherwise), the Company shall have the power to do anything which is calculated to further its objects or is conducive or incidental to doing so.

Restrictions on Use of the Company's Assets

8.
 - 8.1. The income and property of the Company shall be applied solely towards promoting the Company's objects (as set out in Article 4).
 - 8.2. No part of the income or property of the Company shall be paid or transferred (directly or indirectly) to the Members of the Company, whether by way of dividend, bonus or otherwise howsoever by way of profit.
 - 8.3. Any profit made by the Company will be used to further the objects of the Company and will not be used to pay dividends to the Members of the Company.
 - 8.4. No Director of the Company shall be appointed as a paid employee of the Company; no Director shall hold any office under the Company for which a salary or fee is payable.
 - 8.5. No benefit (whether in money or in kind) shall be given by the Company to any Director except:-
 - 8.5.1. repayment of out-of-pocket expenses; or
 - 8.5.2. reasonable payment in return for particular services (not being of a management nature) actually rendered to the Company.

Liability of Members

9. Each Member undertakes that if the Company is wound up while he or she is a Member (or within one year after he or she ceases to be a Member), he or she will contribute to the assets of the Company up to a maximum of £1, which sum shall be applied towards:-
 - 9.1. payment of the Company's debt and liabilities contracted before he/she ceases to be a Member;
 - 9.2. payment of the costs, charges and expenses of winding up; and
 - 9.3. adjustment of the rights of the contributories amongst themselves.

Qualifications for Membership

10. The Members of the Company shall consist of the subscribers to the Memorandum of Association and such other persons as are admitted to membership under Articles 11 to 16 and Article 31, and each Director of the Company.
11. Membership shall be open to one person appointed as secretary of each Band.

Application for Membership

12. Subject to Article 31, any person (other than subscribers to the Memorandum of Association) who wishes to become a Member must sign, and lodge with the Company, a written application for membership (in such form as the Directors shall require) stating the Band which that person represents.
13. The Directors shall consider each application for membership at the first Directors' meeting which is held after receipt of the application. The Directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application. The Directors may, at their discretion, refuse to admit any person to membership.

Membership subscription

14. Each Member shall be obliged to pay in accordance with the Rules an annual membership fee ("Membership Fee") in respect of the Band which he or she represents.

Member Rights and Obligations

15. Each Member upon being admitted to membership shall:
 - 15.1. be entitled to attend and speak (in accordance with the Rules and the Articles) at any general meeting, and shall have one vote;
 - 15.2. be bound by the Articles and the Rules; and
 - 15.3. have his or her details entered in the Register of Members.

Register of Members

16. The Directors shall maintain a register of Members, setting out the full name and address of each Member, details of the Band which that Member represents, the date on which he or she was admitted to membership, and the date on which any person ceased to be a Member.

Band Members

17. Subject to Article 31, any individual, with Band Registration, who wishes to become a Band Member of the Company must sign, and lodge with the Company, a written application for membership (in such form as the Directors shall require) stating the Band with which that individual holds Band Registration. The Directors may, at their discretion, refuse to admit any person to membership as a Band Member and shall not be obliged to give any reason for their decision.
18. The rights and privileges of a Band Member shall not be transferable or transmissible.
19. Each Band Member upon being admitted to membership as a Band Member shall:-
 - 19.1. be bound by the Articles and the Rules;

- 19.2. have his or her details entered in the Register of Band Members; and
- 19.3. have the right to attend and, at the discretion of the Chairman, speak at any general meeting of the Company, but not vote.
- 20. A Band Member shall be entitled to transfer his or her Band Registration from one Band to another Band in accordance with the Rules.
- 21. A Member shall be obliged to notify the Directors upon any individual ceasing to be a Band Member or terminating his or her Band Registration for any reason.

Associate Members

- 22. Subject to Article 31, any individual, whether or not a member of a Band or otherwise engaged in playing any pipe band instrument, who subscribes fully to the mission, vision and objectives of the Company shall be eligible to apply for admission as an Associate Member of the Company. Admission of Associate Members shall be made in such form as the Directors may from time to time prescribe. Admission of Associate Members shall be at the discretion of the Directors, who may, subject to the terms of the Articles, approve or decline to approve any application for admission and shall not be obliged to give any reason for their decision.
- 23. The rights and privileges of an Associate Member shall not be transferable or transmissible.
- 24. Each Associate Member upon being admitted to associate membership shall
 - 24.1. be entitled to attend and, at the discretion of the Chairman, speak at any general meeting of the Company, but not vote;
 - 24.2. be bound by the Articles and the Rules; and
 - 24.3. have his or her details entered in the Register of Associate Members.
- 25. Each Associate Member shall be obliged to pay an annual associate membership fee ("Associate Membership Fee") in accordance with the Rules.

Affiliated Associations

- 26. Subject to Article 31, any pipe band association out with the United Kingdom which subscribes fully to the mission, vision and objectives of the Company shall be eligible to apply for admission as an Affiliated Association of the Company to the Board of Directors for affiliation to the Company. If such application is accepted such association shall become an "Affiliated Association" of the Company. Application for admission of an Affiliated Association shall be made in such form as the Directors may from time to time prescribe. Admission of Affiliate Associations shall be at the discretion of the Directors, who may, subject to the terms of the Articles, approve or decline to approve any application for admission and shall not be obliged to give any reason for their decision.
- 27. The affiliation to the Company of each Affiliated Association shall be governed by the Rules and each Affiliated Association upon becoming affiliated to the Company shall be bound by the Articles and the Rules and shall be entitled to attend and, at the discretion of the Chairman, speak at any general meeting of the Company but shall not be entitled to vote.
- 28. Each Affiliated Association shall be obliged to pay an annual affiliated association fee ("Affiliation Fee") in accordance with the Rules.

Honorary Appointments, Membership and Awards

29. The Board of Directors shall, in advance of any annual general meeting of the Company, be entitled to nominate any person to act as Honorary President and Honorary Vice President from time to time and the appointment of any person so nominated shall be included in the business of the first annual general meeting following his or her nomination.
30. The Board of Directors shall be entitled to grant Honorary Life Membership, Meritorious and Long Service Awards at its discretion from time to time in accordance with the Rules.

Initial Members, Band Members, Associate Members, Affiliated Associations and Honorary Appointees of the Company

31. The Company shall:
 - 31.1. treat the individual registered as the secretary of any Band registered with the Association immediately prior to adoption of these Articles as a Member of the Company until the first Association Fee Renewal Date following adoption of these Articles, at which time such individual shall require to submit an application for membership of the Company in accordance with Article 12;
 - 31.2. treat any individual who is (i) registered as a member of any Band registered with the Association; and (ii) registered as a player with the Association immediately prior to adoption of these Articles as a Band Member;
 - 31.3. treat any individual registered with the Association as an 'Associate Member' immediately prior to adoption of these Articles as an Associate Member of the Company until the first Association Fee Renewal Date following adoption of these Articles, at which time such individual shall require to submit an application to become an Associate Member of the Company in accordance with Article 22;
 - 31.4. treat any pipe band association out with the United Kingdom which is registered with the Association as an 'Affiliated Association' as at the date of adoption of these Articles as an Affiliated Association of the Company until the first Association Fee Renewal Date following adoption of these Articles, at which time such association shall require to submit an application to become an Affiliated Association of the Company in accordance with Article 26; and
 - 31.5. treat the individuals incumbent in the roles of Honorary President and Honorary Vice President (if any) within the Association immediately prior to the adoption of these Articles as the Honorary President or Honorary Vice President (as the case may be) of the Company.

Termination/Expulsion from Membership

32. Subject to Article 41, membership of any person shall automatically terminate upon that person ceasing to be a secretary of the Band of which that Member is the representative registered with the Company.
33. A Member or Associate Member may resign from the Company by giving not less than one calendar month's notice in writing to the Directors and paying with such notice:-
 - (a) any unpaid Membership Fee or Associate Membership Fee (as the case may be) which may be due down to the date of expiry of such notice (the "date of resignation"), such annual fees to be calculated *de die in diem*, and
 - (b) any other subscriptions or donations agreed upon or guaranteed by such Member,

Without prejudice to the liability of the Member or Associate Member to pay any sums due under Article 33(a) and/or (b) above, such Member or Associate Member shall cease to be a Member or Associate Member upon the date of resignation.

34. The Directors shall be entitled at any time, should they in their absolute discretion deem it desirable to do so, to remove from membership any Member, Associate Member or Affiliated Association, for any one of the following causes:-
- (a) if the Member, Associate Member or Affiliated Association neglects or refuses forthwith to comply with any Article or Rule and shall continue to do so for a period of seven days after notice in writing is sent to him or it by registered post, requiring him or it to remedy such neglect or refusal;
 - (b) if the Company, at a meeting at which the Member, Associate Member or Affiliated Association concerned shall have been given a reasonable opportunity to be present and speak on his or its own behalf, should resolve that it is desirable in the interests of the Company that the Member, Associate Member or Affiliated Association should cease to be a Member, Associate Member or Affiliated Association; or
 - (c) if the Member, Associate Member or Affiliated Association has failed to pay the relevant annual membership fee by the due date for payment.
35. The Directors shall be entitled at any time, should they in their absolute discretion deem it desirable to do so, to remove from membership any Band Member.
36. Membership of any Band Member shall automatically terminate:-
- 36.1. upon death;
 - 36.2. upon the membership of the secretary of the Band with which that Band Member has Band Registration terminating in accordance with Article 32; or
 - 36.3. upon the termination of Band Registration with the relevant Band.
37. Associate Memberships or Affiliated Association status shall automatically terminate on death or if a member fails to pay relevant annual membership fees within one year of the initial due date for payment.
38. Any person may be expelled from membership by special resolution (see Article 51), providing the following procedures have been observed:-
- 38.1. at least 21 days' notice of the intention to propose the resolution must be given to the Member concerned, specifying the grounds for the proposed expulsion; and
 - 38.2. the Member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Suspension of Membership

39. The Directors may suspend the membership of any Member, Band Member or Associate Member, and all rights attaching thereto, at any time in accordance with the disciplinary procedures set out in the Rules.

Transfer of Membership

40. A Member may not transfer his/her membership to any other person other than that upon that Member ceasing to be a secretary of the relevant Band of which that Member is a representative, he may transfer his membership to his successor as the secretary of the relevant Band in accordance with Article 41.
41. A Member may transfer his/her Membership (“the Outgoing Member”) to his/her successor (“the Successor”) as secretary of the relevant Band which the Outgoing Member represents:-
- 41.1. provided that all Membership Fees have been fully paid by the Outgoing Member as at the proposed date of transfer;
- 41.2. by signing and lodging with the Company a written notice to that effect signed by both the Outgoing Member and the Successor.

Upon receipt of the notice by the Company, the Outgoing Member shall cease to be a Member and the Successor shall become a Member.

General meetings (meetings of Members)

42. The Directors shall convene an annual general meeting on the second Saturday in March in each year. The first annual general meeting shall be held not later than 18 months after the date of incorporation of the Company.
43. The Directors may convene a general meeting at any time.
44. The Directors must convene a general meeting if there is a valid requisition in writing by at least sixty Members from a minimum of six Branches and stating the object of the meeting and any resolution proposed to be tabled at such meeting.

Notice of general meetings

45. Subject to Article 49 at least 14 clear days’ notice must be given of a general meeting or an annual general meeting.
46. A notice calling a meeting shall specify the time and place of the meeting; It shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see Article 51) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
47. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting. Any other general meeting shall be called a general meeting.
48. Notice of every general meeting shall be given:-
- 48.1. in hard copy form;
- 48.2. in writing or (where the individual to whom notice is given has notified the Company of an address to be used for the purpose of electronic communication) in electronic form; or
- 48.3. (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.
49. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 45, 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 entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights at that meeting of all the Members.
50. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Special resolutions and ordinary resolutions

51. For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with Articles 45 to 50; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or Members absent from the meeting.
52. For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against and taking no account of abstentions or Members absent from the meeting), at an annual general meeting or general meeting, providing proper notice of the meeting has been given in accordance with Articles 45 to 50.

Procedure at general meetings

53. No business shall be dealt with at any general meeting unless a quorum is present. The quorum for a general meeting shall be three individuals entitled to vote (each being a Member or a proxy for a Member).
54. If a quorum is not present within 30 minutes after the time at which a general meeting was due to commence or if, during a meeting, a quorum ceases to be present the meeting shall stand adjourned to such time and place as may be fixed by the chairman of the meeting. The Chairman, or in his absence the Vice Chairman, shall preside as chairman of each general meeting. If neither the Chairman, or Vice Chairman is present and willing to act as chairman within 15 minutes after the time at which the meeting was due to commence, the Directors present at the meeting shall elect from among themselves by simple majority the person who will act as chairman of that meeting and, if there is only one Director present and willing to act, he shall be chairman.
55. The chairman of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairman may determine.
56. Subject to Article 57 every Member shall have one vote, which (whether on a show of hands or a on a secret ballot) may be given either personally or by proxy provided that (unless the Directors otherwise determine):-
- (i) the Member can exhibit proof that he/she is the secretary of the Band of which he/she is a representative; and
 - (ii) all sums payable by the Member to the Company as at the date of the meeting have been paid.
57. No Director of the Company shall be entitled to vote at any general meeting.

58. Any Member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- 58.1. shall lodge with the Company, at the Company's registered office, a written instrument of proxy (in such form as the Directors require), signed by him or her; or
- 58.2. shall send by electronic means to the Company, at such electronic address as may have been notified to the Members by the Company for that purpose, an instrument of proxy (in such form as the Directors require)
- and shall ensure that (in either case) the instrument of proxy is received by the Company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
59. An instrument of proxy which does not conform with the provisions of Article 58, or which is not lodged or sent in accordance with such provisions, shall be invalid.
60. A Member shall not be entitled to appoint more than one proxy to attend on the same occasion or to appoint a Director as his or her proxy.
61. A proxy appointed to attend and vote at any meeting instead of a Member shall have the same right as the Member who appointed him or her to speak and vote at the meeting and need not be a Member of the Company.
62. A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the Company at the Company's registered office (or, where sent by electronic means, was received by the Company at the address notified by the Company to the Members for the purposes of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
63. If there are an equal number of votes for and against any resolution, the chairman of the meeting shall not be entitled to a casting vote.
64. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairman (or by at least two persons present in person at the meeting and entitled to vote, (whether as Members or proxies for Members). 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.
65. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairman may direct. The result of the ballot shall be declared at the meeting at which the ballot was demanded.
66. Each Member shall be entitled to be accompanied at each general meeting by another member ("the Representative") of the Band of which that Member is band secretary, provided the Representative can exhibit proof of his/her membership of the relevant Band. Nothing in this Article 66 shall entitle the Representative to vote at any general meeting of the Company.
67. No objection shall be raised to the qualification of a Member to cast a vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

68. A vote demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A vote demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the vote is demanded. The demand for a vote shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the vote was demanded. If a vote is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
69. No notice need be given of a vote not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the vote is to be taken.

Composition of the Board of Directors

70. Unless otherwise determined by ordinary resolution, the Board of Directors shall comprise:-
- 70.1. representatives of each Branch ("Branch Representatives"), nominated in accordance with Article 72;
- 70.2. the Chairman, appointed in accordance with Article 72; and
- 70.3. the Vice Chairman, appointed in accordance with Articles 72.

Election, retiral, re-election

71. The first Directors of the Company shall be the members of the National Council of the Association as at the date of incorporation of the Company and the first Chairman and Vice Chairman shall be the persons incumbent in those positions within the Association as at the date of incorporation of the Company.
- 72.
- 72.1. At each annual general meeting, the Members may elect, as a Director, any suitably qualified person (providing he or she is willing to act) who is nominated by a Branch in accordance with this Article to act as:-
- a Director (being a person qualified to act as such by being a Branch Representative);
 - the Chairman; or
 - the Vice Chairman.
- 72.2. The Directors shall, in advance of each annual general meeting (and allowing reasonable opportunity for the relevant Branch to respond) seek nominations from each Branch of individuals for election or re-election as a Director in accordance with this Article, provided that:-
- 72.2.1. individuals nominated by a Branch for election as a Director must be registered with a Band within that Branch;
- 72.2.2. Branches comprising between twelve and twenty five (inclusive) Bands shall be entitled to nominate one person as a Director;

72.2.3. Branches with twenty six or more (inclusive) Bands shall be entitled to nominate two Directors;

72.2.4. Branches with less than twelve Bands shall not be entitled to nominate any Directors.

73. All Directors appointed in accordance with Article 72 shall serve for a period of three years and shall thereafter be eligible for re-election provided that at the first annual general meeting of the Company one third of the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
74. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
75. A retiring Director shall be eligible for re-election.
76. The Company at the meeting at which a Director retires in accordance with Article 73 may fill the vacated office by electing a person thereto in accordance with Article 72, and in default the retiring Director shall if offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.
77. The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
78. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed any number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Chief Executive and other Office Bearers

79. The Directors shall have power at any time to appoint any person to hold the position of Chief Executive on such terms and for such duration and for such remuneration as shall be fixed by the Directors from time to time.
80. The Directors may appoint suitably qualified individuals (who need not be a Member or Director of the Company) to act as the President, Secretary, Minute Secretary and Assistant Treasurer, and may appoint such other office bearers (if any) as they consider appropriate in accordance with the Rules. Any individual appointed as the President in accordance with this Article 80 shall be appointed for a maximum term of three years but shall then be eligible for re-appointment.
81. A Director elected to any office shall cease to hold that office if he or she ceases to be a Director, or if he or she resigns from that office by written notice to that effect.

Termination of office

82. A Director shall automatically vacate office if:-

- 82.1. he or she ceases to be a Director through the operation of any provision of the Act or becomes prohibited by law from being a Director;
- 82.2. he or she becomes debarred under any statutory provision from being a charity trustee;
- 82.3. he or she becomes incapable for medical reasons of fulfilling the duties of his or her office and such incapacity is expected to continue for a period of more than six months;
- 82.4. he or she ceases to be a Member of the Company;
- 82.5. he or she becomes an employee of the Company
- 82.6. he or she resigns office by notice to the Company;
- 82.7. he or she is absent (without permission of the Directors) from more than six consecutive meetings or the Directors, and the Directors resolve to remove him or her from office; or
- 82.8. he or she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

Register of Directors

- 83. The Directors shall maintain a register of Directors, setting out full details of each Director, including the date on which he/she became a Director, and also specifying the date on which any person ceased to hold office as a Director.

Powers of Directors

- 84. Subject to the provisions of the Act and these Articles, and subject to any directions given by special resolution, the Company and its assets and undertaking shall be managed by the Directors, who may exercise all the powers of the Company.
- 85. A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

Personal Interests of Directors

- 86. A Director who has a personal interest in any transaction or other arrangement which the Company is proposing to enter into, must declare that interest at a meeting of the Directors, and shall not vote on the question of whether or not the Company should enter into that arrangement and if he shall do so his vote shall not be counted nor shall he be counted in the quorum present at the meeting, but these prohibitions may at any time be suspended or relaxed to any extent by the Company in general meeting, and either generally or in respect of any particular contract, arrangement or transaction with the Company.
- 87. For the purposes of the preceding Article, a Director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his or hers **or** any firm of which he or she is a partner **or** any limited company of which he or she is a substantial shareholder or Director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.
- 88. Provided that:-

88.1. he or she has declared his or her interest;

88.2. he or she has not voted on the question of whether or not the Company should enter into the relevant arrangement; and

88.3. the requirements of Articles 90 are complied with,

a Director will not be debarred from entering into an arrangement with the Company in which he or she has a personal interest (or is deemed to have a personal interest under Article 88) and may retain any personal benefit which he or she gains from his or her participation in that arrangement.

89. No Director may serve as an employee (full time or part time) of the Company, and no Director may be given any remuneration by the Company for carrying out his or her duties as a Director.

90. Where a Director provides services to the Company or might benefit from any remuneration paid to a connected party for such services, then,

90.1. the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;

90.2. the Directors must be satisfied that it would be in the interests of the Company to enter into the arrangement (taking account of that maximum amount); and

90.3. less than half of the Directors must be receiving remuneration from the Company (or benefit from remuneration of that nature).

91. The Directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Proceedings of Directors

92. Any Director may call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.

93. Questions arising at a meeting of the Directors shall be decided by a majority of votes cast. If an equality of votes arises, the chairman of the meeting shall have a casting vote.

94. No business shall be dealt with at a meeting of the Directors unless a quorum is present. The quorum for meetings of the Directors shall be four Directors.

95. If at any time the number of Directors in office falls below the number fixed as the quorum, the remaining Director(s) may act only for the purpose of filling vacancies or of calling a general meeting.

96. Unless he or she is unwilling to do so, the Chairman shall preside as chairman at every Directors' meeting at which he or she is present. If the Chairman is unwilling to act as chairman or is not present within 15 minutes after the time when the meeting was due to commence, the Vice Chairman shall act as chairman of the meeting failing whom the Directors present shall elect from among themselves by simple majority the person who will act as chairman of the meeting.

97. The Directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Directors. For the avoidance of

doubt, any such person who is invited to attend a Directors' meeting shall not be entitled to vote.

98. The President and Chief Executive shall have the right to receive notice of, attend and speak at any meeting of the Directors but shall not be entitled to vote.
99. The Board of Directors shall have full power to co-opt advisers to assist each Director or Standing Committee or Sub-Committee in their role. Such advisers need not necessarily be Members or Associate Members of the Company and will be appointed for a period of time as prescribed by the Board of Directors, but will not be afforded voting rights in the Company by virtue of their appointment as an adviser.

Conduct of Directors

100. Each of the Directors shall, in exercising his/her functions as a Director of the Company, act in the interests of the Company; and, in particular, must:
 - 100.1. seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects (as set out in Article 4);
 - 100.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 100.3. in circumstances giving rise to the possibility of a conflict of interest between the Company and any other party;
 - 100.3.1. put the interests of the Company before that of the other party, in taking decisions as a Director; and
 - 100.3.2. where any other duty prevents him/her 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; and
 - 100.4. ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.
101. Without prejudice to Articles 86 to 91 the Directors shall be empowered for the purposes of section 175 of the Companies Act 2006 to authorise any Director to be in a situation where that Director has or can have a direct or indirect interest or duty that conflicts or may possibly conflict with the interests of the Company. The authorisation may be on such terms as are determined by the Directors and may be subject to conditions. A Director seeking such authorisation shall not be entitled to vote or be counted in the quorum in relation to any meeting of the Directors at which the matter is considered.
102. No Director shall be permitted to represent a Member at general meetings.

Standing Committees and Sub-Committees

103. The following Standing Committees shall be formed in accordance with the Rules to assist in the effective administration of the Company:
 - Executive Committee
 - Finance, Insurance and Maintenance Committee
 - Standing Orders and Steering Committee

- Marketing and Media Committee
- Music Board
- Adjudicators Panel and Adjudicators Panel Management Board
- Ladies Committee

104. The Executive Committee shall comprise:

- the Chairman,
- the Vice Chairman;
- the Conveners of the Finance, Marketing and Media, and Standing Orders and Steering Committees; and
- two other Directors,

together with such advisers as the Executive Committee shall deem, in their sole discretion, to be necessary.

105. The Directors may form such additional Standing Committees and Sub-Committees from time to time as they shall deem necessary to meet the needs of the Company, subject to and in accordance with the Rules.

106. The Directors may delegate any of their powers to any Standing Committee or Sub-Committee formed in accordance with Articles 103 or 105 and any delegation of such powers may be made subject to such conditions as the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered at any time and the remit of any Standing Committee or Sub-Committee formed shall be set out in the Rules.

107. The Chairman shall be an ex-officio member of any Standing Committee or Sub-Committee formed in accordance with Articles 103 or 105.

Operation of bank accounts

108. The signature of two out of the signatories appointed by the Directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Company; at least one of the two signatures must be the signature of a Director.

Minutes

109. The Directors shall ensure that minutes are made of all proceedings at general meetings, Directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairman of the meeting.

Accounting records and annual accounts

110. The Directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

111. The Directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
112. No Member shall (unless he or she is a director) have any right of inspecting any accounting or other records, or any document of the Company, except as conferred by statute or as authorised by the Directors or as authorised by ordinary resolution of the Company.

Notices

113. Any notice which requires to be given to a Member under these Articles shall be given either in writing or by electronic means; such a notice may be given personally to the Member or be sent by post in a pre-paid envelope addressed to the Member at the address last intimated by him or her to the Company or (in the case of a Member who has notified the Company of an address to be used for the purpose of electronic communications) may be given to the Member by electronic means.
114. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting. For the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
115. Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Rules

116. The Directors shall have power to adopt and issue standing orders and rules which shall form the Rules. The Rules shall come into operation immediately, provided always that they shall be subject to review by the Members at general meetings and shall not be inconsistent with the provisions of the Articles.
117. In the event of a dispute in relation to any of the Articles or Rules, the Directors reserve the right to provide an interpretation which shall be final and binding on all Members.
118. The Rules as at the date of adoption of these Articles are the Rules and Standing Orders adopted by the Directors on the date of adoption of these Articles.
119. The Members may at any annual general meeting of the Company make alterations to the Rules by way of a resolution passed by a majority of two-thirds or more of the votes cast at that annual general meeting provided that:-
- 119.1. such resolution is proposed by Members representing a majority of the Bands within any one Branch; and
- 119.2. written notice of the resolution, setting out (i) the section number, rule number and line number to be amended, (ii) the proposed amendment whether by addition, substitution or deletion and (iii) the intention of the proposed amendment, and signed by each Member proposing the resolution is intimated to the Chief Executive not less than six weeks before the relevant annual general meeting.

Winding-up

120. If on winding-up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the Members of the Company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes.

121. For the avoidance of doubt, a body to which property is transferred under Article 120 may be a Member of the Company.

122. To the extent that effect cannot be given to Article 120 (as read with Article 121), the relevant property shall be applied to some charitable purpose or purposes.

Indemnity

123.

Right to Indemnity

123.1. Subject to the Act, a relevant officer of the Company shall be indemnified to the fullest extent permitted by law out of the Company's assets against any and all costs, losses, damages, charges or liabilities incurred by him and including, without prejudice to the foregoing generality:-

123.1.1. any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an Associated company;

123.1.2. any liability incurred by that officer in connection with the activities of the Company or an Associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act);

123.1.3. any other liability incurred by that officer as an officer of the Company.

123.2. This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

123.3. In this Article:-

123.3.1. companies are "Associated" if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

123.3.2. a "relevant officer" means any director, former director or other officer of the Company or an Associated company (but not its auditor).

Power to Insure

123.4. Subject to the Act, the Directors may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a Director or other officer or employee of the Company or any body corporate which is an Associated company or in which the Company has an interest whether direct or indirect or who is or was at any time a trustee of any pension fund or employee benefits trust in which any employee of any such body corporate is or has been interested indemnifying such person against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a Director, officer, employee or trustee.

