

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

**ARTICLES OF ASSOCIATION  
VOLUNTARY SECTOR GATEWAY WEST LOTHIAN**

**2017**

Company Number: SC244154  
(incorporated on 18 February 2003)

LINDSAYS WS  
Caledonian Exchange  
19A Canning Street  
Edinburgh  
EH3 8HE

Ref: AJK/VO/340/1

[www.lindsays.co.uk](http://www.lindsays.co.uk)

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## **OBJECTS & ACTIVITIES**

### **1. Objects of the Company:**

The Company's objects ("the Objects") are:

- 1.1 The advancement of citizenship, community development and social enterprises (where the social enterprise is asset locked and non-profit distributing and is part of the voluntary sector), urban and rural regeneration and the promotion of civic responsibility, volunteering, the voluntary sector and the effectiveness of charities.

The charitable purposes from the 2005 Act which are applicable are:

- (f) The advancement of citizenship or community development

### **2. Activities of the Company:**

The above objects shall be for the benefit of the public within West Lothian, primarily but not exclusively, through the promotion, facilitation and support of:

- 2.1 engagement and involvement and the development of civic duty;
- 2.2 volunteering: volunteers and volunteering organisations;
- 2.3 Social Enterprise;
- 2.4 building capacity in the Third Sector;
- 2.5 co-operation, networking, partnership working;
- 2.6 communications, dissemination of good practice, guidance and practical assistance;
- 2.7 printing, publishing and circulation of written and other materials, holding meetings, workshops and seminars.

### **3. Powers of the Company**

The Company in carrying out the above Objects and Activities shall have and may exercise all or any of the following powers:

- 3.1 to carry on activities which further any of the Objects;
- 3.2 to promote companies whose activities may further one or more of the above objects, or may generate income to support the Activities of the Company, acquire and hold shares in such companies and carry out, in relation to any subsidiary of the Company, all such functions as may be associated with a holding company;
- 3.3 to acquire and take over the whole or any part of the undertaking and liabilities of anybody holding property rights which are suitable for the Company's Activities;
- 3.4 to purchase, take on lease, hire or otherwise acquire, any property rights which are suitable for the Company's Activities;
- 3.5 to improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Company;
- 3.6 to sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Company;
- 3.7 to lend money and give credit (with or without security) and to grant guarantees and

issue indemnities;

- 3.8 to borrow money, and to give security in support of any such borrowings, in support of any obligations undertaken, or in support of any guarantee issued, by the Company;
- 3.9 to employ such staff as are considered appropriate for the proper conduct of the Company's Activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependents;
- 3.10 to engage such consultants and advisers as are considered appropriate from time to time;
- 3.11 to effect insurance of all kinds (which may include officers' liability insurance);
- 3.12 to invest any funds which are not immediately required for the Company's Activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
- 3.13 to liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies all with a view to furthering the Company's Objects;
- 3.14 to establish and/or support any other body, company or social enterprise and to make donations for any charitable purpose falling within the Company's Objects;
- 3.15 to take such steps as may be deemed appropriate for the purpose of raising funds for the Company's Activities;
- 3.16 to accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- 3.17 to oppose, or object to, any application or proceedings which may prejudice the Company's interests;
- 3.18 to enter into any arrangement with any organisation, government or authority which may be advantageous for the Company's purposes, and to enter into any arrangement for co-operation or mutual assistance with any charitable body;
- 3.19 to do all such other things as are necessary for the attainment of the Company's Objects.

#### **4. Income and Property**

The income and property of the Company shall be applied solely towards the promotion of the Objects of the Company as set out in Article 1 above and subject to the following paragraphs 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. Nothing herein shall prevent any payment in good faith by the Company:

- 4.1 of out-of-pocket expenses incurred in carrying out duties by any member, trustee, officer or employee of the Company;
- 4.2 reasonable payment in return for services rendered to the Company;
- 4.3 trustee indemnity insurance;

- 4.4 payment or benefits permitted in terms of the Charities and Trustee Investment (Scotland) Act 2005.

## **GENERAL STRUCTURE**

### **5. Company Structure**

- 5.1 The structure of the Company consists of:
- 5.2 the MEMBERS – who have the right to attend the Annual General Meeting (and any General Meeting) and have important powers under the Articles of Association and the Act; in particular, the Members may take decisions in relation to changes to the articles themselves; and
- 5.3 the DIRECTORS – who hold regular meetings during the period between Annual General Meetings, and generally control and supervise the Activities of the Company; in particular, the Directors are responsible for monitoring the financial position of the Company and are Charity Trustees and Company Directors.

## **MEMBERS**

### **6. Members**

- 6.1 The Members shall comprise the Members at the date of adoption of these Articles and such other individuals and organisations as are admitted to membership shall be the members of the Company.
- 6.2 In the case of Members which operate as unincorporated voluntary associations, the governing body of such an association shall be entitled from time to time by way of written notice to the Company, signed by the Chair or Vice Chair of the association, to nominate one individual who shall be entered in the Register of Members as being the Member of the Company.

### **7. Registers of Members**

- 7.1 The Directors shall maintain a Register of Members, setting out the full name and address of each Member and category of membership and the date on which any Member ceased to be a Member.
- 7.2 In the case of Members who operate as unincorporated voluntary associations, the name and address of the individual nominated under article 6.2 shall be recorded in the Register of Members as Members of the Company. Against the name of any such individual shall be noted the name and official address of the unincorporated association which nominated him/her.

### **8. Qualification for Membership**

Membership shall be open to Third Sector, Community, Public, and Private Sector organisations and individuals, operating within West Lothian who support the Objects of the Company and agree to pay any subscription set by the Directors. The categories of Membership are:

- 8.1 FULL MEMBERSHIP – open to Third Sector and Community Organisations active in West Lothian and supporting the Objects of the Company;
- 8.2 ASSOCIATE MEMBERSHIP – open to Third Sector, Community, Public and Private Organisations, volunteers and individuals supporting the Objects of the Company;

8.3 Only Full Members shall have voting rights. Associate Members shall have the right to attend Members' Meetings.

## **9. Application for Membership**

9.1 Any organisation or individual, wishing to become a Member must complete sign and lodge, with the Company Secretary, a Membership Application Form on paper or by electronic means.

9.2 The Directors may, at their absolute discretion, refuse to admit any organisation or individual to Membership.

9.3 The Directors shall consider each Membership Application at the first Directors' meeting which is held after receipt of the Application; the Directors shall, no later than 14 clear days after the meeting, notify the applicant by paper or electronic means of their decision on the application.

9.4 Associate Members who are organisations wishing to become Full Members should make their application to the Company Secretary by application form on paper or by electronic means. The Directors will consider the application. Their decision is final.

9.5 Full Members wishing to change to Associate Membership may do so at annual renewal by paper or electronic means.

## **10. Withdrawal from Membership**

Any Member who wishes to withdraw from Membership shall sign, and lodge with the Company Secretary on paper or by electronic means, a notice to that effect. On receipt of the notice by the Company Secretary, they shall cease to be a Member.

## **11. Expulsion from Membership**

Any Member may be expelled from Membership by resolution of the Directors, providing the following procedures have been observed.

11.1 At least 14 days' notice of the intention to propose the resolution must be given to the Member concerned on paper or by electronic means, specifying the grounds for the proposed expulsion.

11.2 The Member concerned shall be entitled to be heard on the resolution at the meeting at which the resolution is proposed.

## **12. General Meetings (Meetings of Members)**

The Directors:

12.1 shall convene an Annual General Meeting in each year; using paper or electronic communication methods,

12.2 shall ensure that not more than 15 months shall elapse between one Annual General Meeting and the next,

12.3 may convene a General Meeting at any time,

12.4 must convene a General Meeting within 28 days if there is a valid requisition by no less than 10% of the Full Members.

The business of each Annual General Meeting shall include:

12.5 a report by the Chair on the activities of the Company;

- 12.6 consideration of the annual accounts of the Company;
- 12.7 the election/re-election of Directors;
- 12.8 the appointment of Auditors or Independent Examiners.

### **13. Notice of General Meetings**

At least 14 clear days' notice must be given of an Annual General Meeting or General Meeting. Where:

- 13.1 the term "clear days" in this Article shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded;
- 13.2 any notice calling a meeting shall specify the time and place of the meeting; it shall:
  - 13.2.1 indicate the general nature of the business to be dealt with at the meeting; and
  - 13.2.2 if a special resolution (see article 15.1) (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.
- 13.3 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; and
- 13.4 notice of every General Meeting shall be given either in writing or, where the party to whom notice is given has notified the Company of an address to be used for the purpose of electronic communications, by way of an electronic communication to all the Members and Directors, and (if there are Auditors in office at the time) to the Auditors.

### **14. Procedure at General Meetings**

- 14.1 No business shall be dealt with at any General Meeting unless a quorum is present. The quorum for a General Meeting shall be 5 (Five) Full Members present in person.
- 14.2 The Chair shall (if present and willing to act as chairperson) preside as chairperson of each general meeting.
- 14.3 If the Chair is not present and willing to act as chair 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 the person who will act as chairperson of that meeting; and who may, with the consent of the meeting, adjourn the meeting to such time and place as the Chair may determine.
- 14.4 Every Full Member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or by proxy.
- 14.5 A resolution may be decided by postal or electronic ballot if so decided by the Directors.
- 14.6 If there is an equal number of votes for and against any resolution, the Chair of the meeting shall be entitled to a casting vote.

- 14.7 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 Chair (or by at least five Full Members present in person at the meeting); 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.
- 14.8 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chair may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

## **15. Special Resolutions and Ordinary Resolutions**

- 15.1 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 Article 13.2.2, 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.
- 15.2 In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the Company, subject to approval by OSCR by special resolution:
- 15.2.1 to alter its name;
- 15.2.2 to alter its Objects or Activities;
- 15.2.3 to alter any provision of these Articles or adopt new Articles of Association.
- 15.3 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 (as applicable) the chairperson’s casting vote), at an Annual General Meeting or Extraordinary General Meeting, providing proper notice of the meeting has been given in accordance with Article 13.

## **16. Voting Rights of Members**

Only Full Members who have paid their annual membership subscription (if applicable) shall have the right to vote at any General Meeting of the Company.

## **DIRECTORS**

### **17. Restrictions on Employees of the Company being appointed as Directors**

Paid staff shall be prohibited from being Directors.

### **18. Number of Directors**

- 18.1 Unless otherwise determined by ordinary resolution of the Company, the number of Directors shall be subject to a maximum of 12.
- 18.2 Up to 9 Directors shall be appointed at the Annual General Meeting. Up to 3 further Directors may be co-opted by the Directors at any time.
- 18.3 Nominations for the office of Director shall be lodged with the Company Secretary not less than 28 days before the date of the Annual General Meeting at which these



offices are to be filled. Nominations may be made by the Directors or by any two Full Members on paper or by electronic means.

## **19. Eligibility and Maximum period in office for Directors**

- 19.1 At every Annual General Meeting 3 Directors who are subject to retirement by rotation shall retire from office.
- 19.2 The Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed Director on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 19.3 If the Company, at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.
- 19.4 No person other than a Director retiring by rotation shall be appointed or re-appointed as a Director at any general meeting unless:
- 19.4.1 he/she is recommended by the Directors; or
- 19.4.2 not less than fourteen or more than twenty eight clear days before the date appointed for the Meeting, notice executed by a Member qualified to vote at the meeting has been given to the Company Secretary, on paper or by electronic means, of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he/she were so appointed or re-appointed, be required to be included in the Company's Register of Directors together with notice executed by that person of his/her willingness to be appointed or re-appointed.
- 19.5 Subject to the aforesaid, the Company may by Ordinary Resolution appoint a person who is willing to act as a Director, either to fill a vacancy or as an additional Director.
- 19.6 The Directors may appoint any person who is willing to act as a Director, either to fill a casual vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the following Annual General Meeting. If not re-appointed at such Annual General Meeting, he/she shall vacate office at the conclusion thereof.
- 19.7 A Director serves a maximum of six years but is then required to take a compulsory break of one year from being a Director.

## **20. Termination of Office**

- 20.1 A Director shall automatically vacate office if:
- 20.1.1 he/she ceases to be a Director through the operation of any provision of the Act or becomes prohibited by law from being a Director;
- 20.1.2 he/she becomes debarred under any statutory provision from being involved in the management or control of a charity;
- 20.1.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;

20.1.4 he/she resigns office by notice to the Company Secretary;

20.1.5 he/she is absent (without permission of the Directors) from more than three consecutive meetings of the Directors, and the Directors resolve to remove him/her from office;

20.1.6 he/she is removed from office by resolution of the Directors.

## **21. Register of Directors' Interests**

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 specifying the date on which any person ceased to hold office as a Director and containing details of Directors' Interests.

## **22. Directors**

22.1 The Directors will elect a Chair and Vice Chair of the Board of Directors and other office bearers (if any) as they consider appropriate from within the Directors.

22.2 A person elected to any office shall cease to hold that office if he/she ceases to be a Director, or if he/she resigns from that office by written notice to that effect.

## **23. Powers of Directors**

23.1 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.

23.2 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

## **24. Directors' Declarations of Interests**

The Directors may authorise any matter proposed to them by any Director which would, if not authorised, involve or constitute a Director breaching or infringing his/her duty under section 175 of the Act to avoid conflicts of interest.

## **25. Personal Interests**

25.1 A Director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other Directors before the Company enters into the transaction or arrangement in accordance with the Act. For the purposes of this Article, a Director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/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.

25.2 A Director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other Directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under Article 25.1.

25.3 Subject, where applicable, to the disclosures required under Article 25.1 and Article 25.2, and to any terms and conditions imposed by the Directors in accordance with these Articles 25.1 to 25.4, a Director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Company in which he/she is interested and if he/she shall do so, his/her vote shall be counted and he/she shall be

taken into account in ascertaining whether a quorum is present.

- 25.4 Provided he/she has declared his/her interest a Director will not be debarred from entering into an arrangement with the Company in which he/she has a personal interest and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

## **DIRECTORS' MEETINGS**

### **26. Procedure at Directors' Meetings**

- 26.1 Directors' Meetings will be held on a regular basis. Attendance can be by way of video conferencing or other means by which the Directors agree.
- 26.2 Any Director may call a meeting of the Directors or request the Secretary to call a meeting of the Directors which will be held no more than 10 clear days from the submission of the request.
- 26.3 The Directors can agree to confirm decisions by telephone, email or by written resolution as alternatives to confirming decisions at Directors' Meetings.
- 26.4 Questions arising at a meeting of the Directors shall be decided by a majority of votes; if an equality of votes arises, the Chair of the meeting shall have a casting vote.
- 26.5 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 3. 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.
- 26.6 Unless he/she is unwilling to do so, the Chair shall preside as Chair at every Directors' Meeting at which he/she is present; if the Chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 26.7 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.
- 26.8 Subject to Article 25.1, a Director shall not vote at a Directors' meeting (or at a meeting of a sub-committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Company.
- 26.9 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
- 26.10 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 sub-committees, or otherwise in connection with the carrying-out of their duties.

26.11 The Directors may, by Ordinary Resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of Articles 26.3 to 26.11.

## **27. Delegation to Sub-committees**

27.1 The Directors may delegate any of their powers to any sub-committee consisting of one or more Directors and such other persons (if any) as the Directors may determine; they may also delegate to the Chair of the Company (or the holder of any other post) such of their powers as they may consider appropriate. Any delegation of powers under this Article may be made subject to:

27.1.1 such conditions as the Directors may impose and may be revoked or altered; and

27.1.2 such rules of procedure for any sub-committee shall be as prescribed by the Directors.

## **ADMINISTRATION**

### **28. Operation of Bank Accounts**

The signatures of two of three authorised nominated representatives of the Company, who need not be Directors of the Company) shall be required in relation to all operations (other than lodgement of funds) on the bank, building society or other financial institution accounts held by the Company.

### **29. Secretary**

The Directors may in their sole discretion decide to appoint a Company Secretary for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the Company Secretary may be removed and replaced or not (at the Directors' sole discretion) by the Directors at any time.

### **30. Minutes**

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

### **31. Accounting Records and Annual Accounts**

31.1 The Directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements for both companies and charities.

31.2 No Member shall (unless he/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.

### **32. Notices**

32.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

32.1.1 if properly addressed and sent by pre-paid UK first class post to an address (last intimated by him/her/them) to the Company in the UK, 48 hours after it is

posted;

32.1.2 if a Member whose registered address is not within the United Kingdom he/she shall be entitled to receive notices at such address and such notices shall be sent to the Member by airmail. Notices sent overseas shall be deemed to be given at the expiry of a period of 5 days after the envelope containing it was posted.

32.1.3 if properly addressed and delivered by hand, when it was given or left at the appropriate address;

32.1.4 if properly addressed and sent or supplied by electronic mail (e-mail) (in the case of a Member who has notified the Company of an address to be used for the purpose of electronic communications) one hour after the e-mail was sent or supplied; and

32.1.5 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is so deemed to have received) notice of the fact that the material is on the website.

For the purposes of this Article, no account will be taken of any part of a day that is not a business day (where a "business day" means any day (other than a Saturday, Sunday or public holiday in Scotland) on which clearing banks in Edinburgh are generally open for business). In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted.

## MISCELLANEOUS

### 33. Winding-up

33.1 If the Company is dissolved or wound up, the liquidator shall, if there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, then the property shall not be paid to or distributed among the Members of the Company, but shall be paid, given, transferred or distributed to such body or bodies to be determined by the Members of the Company at the time of the dissolution or winding up:

33.1.1 being a charitable body or bodies having objects similar to the Objects of the Company; and

33.1.2 being a charitable body or bodies which shall prohibit the distribution of its or their assets, income and property among its or their members to an extent at least as great as is imposed on the Company.

or failing which such other charitable body or bodies as are willing to take the property of the Company.

### 34. Indemnity

Subject to the provisions of and to the extent permitted by the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as Auditor) shall be indemnified out of the assets of the Company against any liability

incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.

### 35. Insurance

35.1 Subject to the Act, the Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

35.2 In this Article:

35.2.1 a “**relevant officer**” means any Director or former Director of the Company, any other officer or employee or former officer or employee of the Company or its associate (but not the Auditors), or any trustee of a pension fund or employee benefits trust of the Company;

35.2.2 a “**relevant loss**” means any loss or expenditure which has been or may be incurred by a relevant officer in connection with that relevant officer’s duties, powers or responsibilities in relation to the Company or an associate or its pension fund or employee benefits trust; and

35.2.3 an “**associate**” means any subsidiary or subsidiary undertaking or holding company of such company and any other subsidiary or subsidiary undertaking of any holding company of such company (“**holding company**” and “**subsidiary company**” having the meanings set out in section 1159 and Schedule 6 of the Companies Act 2006).

### 36. Liability of Members

36.1 The liability of the Members is limited to ONE POUND (£1.00). Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he/she is a Member, or within one year after he/she ceases to be a Member, for payment of the:

36.1.1 debts and liabilities of the Company contracted before he/she ceases to be a Member;

36.1.2 costs, charges and expenses of winding up,

### 37. Interpretation

37.1 In these articles the following terms and expressions shall have the following meanings:

<b>Act</b>	means the Companies Act 2006 and any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;
<b>Activities</b>	shall have the meaning given to it in Article 2;
<b>charity</b>	shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts;

<b>charitable purpose</b>	shall mean a purpose which constitutes 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 Act;
<b>electronic communication</b>	shall have the same meaning as is assigned to that expression in the Electronic Communications Act 2000;
<b>Model Articles</b>	means the model articles for private companies limited by Guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (S/ 2008/3229) as amended prior to the date of adoption of these Articles;
<b>Objects</b>	shall have the meaning given to it in Article 1;
<b>OSCR</b>	shall mean the Office of the Scottish Charity Regulator, 2nd Floor, Quadrant House, 9 Riverside Drive, Dundee, DD1 4NY;
<b>person</b>	means any individual, organisation or body including any authorised representative of any organisation or body; and
<b>Scottish Charity Register</b>	means the register held by OSCR;

37.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles. Unless the context requires otherwise, words or expressions used in these articles bear the same meaning as in the Act (as said Act is in force at the date of adoption of these articles). For the avoidance of doubt:

37.2.1 headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

37.2.2 unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

37.2.2.1 any subordinate legislation from time to time made under it; and

37.2.2.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.

37.3 Reference in these articles to the singular shall be deemed to include the plural.

37.4 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.