



THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION

of

CHEST HEART & STROKE SCOTLAND LTD

Company Number: SC129114

Charity Number: SC018761

As adopted by Special Resolution on 8 September 2026

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GENERAL

1 Definitions and Interpretation

1.1 In these Articles of Association, unless the context requires otherwise:-

1.1.1 **"2005 Act"** means the Charities and Trustee Investment (Scotland) Act 2005 as amended by the Charities (Regulation and Administration) (Scotland) Act 2023;

1.1.2 **"ABGM"** means the Annual Board Governance Meeting as defined at article 30.1;

1.1.3 **"Articles of Association"** or **"Articles"** means these Articles of Association as amended or replaced from time to time;

1.1.4 **"Board"** means the board of directors of the Company comprising of the Directors.

1.1.5 **"Chair"** has the meaning given in article 34.1 and **"Chairperson"** shall be construed accordingly;

1.1.6 **"Chairperson of the meeting"** has the meaning given in article 43.5;

1.1.7 **"Charitable"** means charitable for the purposes of the Taxes Act and also the 2005 Act;

1.1.8 **"Charity Trustee"** means a director of the Company and includes any person occupying the position of director, by whatever name called; and a charity trustee as defined in the 2005 Act and article 9.1.1;

1.1.9 **"Clear Days"** means that, in calculating the period of notice:

1.1.9.1 the day after the notices are posted (or sent by email), should be excluded; and

1.1.9.2 the day of the meeting itself should also be excluded.

1.1.10 **"Companies Act"** means the Companies Act 2006;

1.1.11 **"Company"** means Chest Heart & Stroke Scotland Ltd (Company Number SC129114);

1.1.12 **"Connected"** has the meaning prescribed to it under section 68(2) of the 2005 Act and **"Connected Party"** shall be construed accordingly;

1.1.13 **"Conditions"** means chest, heart and stroke conditions;

1.1.14 **"Conflict Situation"** has the meaning given in article 39.1;

1.1.15 **"Member"** has the meaning given in articles 9.1.2 and 11.1;

1.1.16 **"Ordinary Resolution"** has the meaning given in article 22.3;

1.1.17 **"Required Majority"** means:

1.1.17.1 in the case of a Special Resolution - 75% or more; and

1.1.17.2 in the case of an Ordinary Resolution - more than 50%

and on the basis that (if all Members have voting rights) these percentages are to be applied to the total membership of the Company at the time.

1.1.18 “**Section 175**” means Section 175 of the Companies Act;

1.1.19 “**SINE**” shall mean the Senior Independent Non-Executive;

1.1.20 “**Special Resolution**” has the meaning given in article 22.1;

1.1.21 “**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

1.1.22 “**writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

1.1.23 words or expressions importing the singular number only shall include the plural number and vice versa;

1.1.24 unless the context otherwise requires, a reference to one gender shall include a reference to the other genders and vice versa;

1.1.25 words or expressions importing persons shall include partnerships, companies and unincorporated associations;

1.1.26 any reference to “**legislation**” or a “**statute**” shall include any statutory modification or re-enactment thereof from time to time being in force; and

1.1.27 other words or expressions shall have the meanings given in the Interpretation Act 1978 and the Interpretation and Legislative Reform (Scotland) Act 2010 (by the provisions of these Acts regarding interpretation and construction), but if any such meaning conflicts with these Articles, these Articles will prevail.

2 Articles of the Company

The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of the Company. Accordingly, the articles of association of the Company consist of the provisions set out in these Articles of Association (as amended from time to time).

3 Name

The Company’s name is Chest Heart & Stroke Scotland Ltd.

4 Principal Office

The Company’s registered office is to be situated in Scotland.

5 Charitable Objects

5.1 The objects of the Company are:

5.1.1 the advancement of health through improving the quality of life for people in Scotland, and elsewhere, affected by chest, heart and stroke Conditions, through medical research, influencing public policy, education, advice & training and provision of healthcare and other support services.

6 Powers

The Company has power to do anything which is calculated to further its objects or is conducive or incidental to doing so.

7 Restrictions on use of the Company's assets

- 7.1 The income and property of the Company shall be applied solely towards promoting the Company's objects.
- 7.2 No part of the income or property of the Company may be paid or transferred (directly or indirectly; and whether by way of dividend or otherwise) to the Members - either in the course of the Company's existence or on winding-up - except where this is done in direct furtherance of the Company's objects.
- 7.3 Article 7.2 does not prevent the Company making any payment which is permitted under article 40 (remuneration and expenses).

8 Liability of Members

- 8.1 The liability of the Members is limited.
- 8.2 Each Member undertakes that if the Company is wound up while they are a Member (or within one year after they cease to be a Member), they will contribute - up to a maximum of £1 - to the assets of the Company, to be applied towards:
 - 8.2.1 payment of the Company's debts and liabilities contracted before they cease to be a Member;
 - 8.2.2 payment of the costs, charges and expenses of winding up; and
 - 8.2.3 adjustment of the rights of the contributories among themselves.

9 General structure

- 9.1 The structure of the Company consists of:
 - 9.1.1 the CHARITY TRUSTEES – who hold regular meetings and control and supervise the activities of the Company; and
 - 9.1.2 the MEMBERS – individuals who have the right to participate in general meetings and have important powers under these Articles of Association and the Companies Act.
- 9.2 The Charity Trustees, in their discretion, may establish classes of membership with different rights and obligations, and will record the rights and obligations in the register of Members.
- 9.3 The Charity Trustees may establish an associate membership with such description and with such rights and obligations as they think fit and may admit and remove such associate members in accordance with such regulations, provided that no such associate members shall be Members of the Company for the purposes of these Articles of Association or the Companies Act.
- 9.4 The Charity Trustees are collectively referred to as the BOARD.

10 Ambassadors and patrons

- 10.1 The Charity Trustees may nominate, appoint and remove any individual(s) as patron(s) or ambassador(s) of the Company and on such terms as they shall think fit.
- 10.2 At the sole discretion of the Charity Trustees, patron(s) and/or ambassador(s) may be invited to attend and speak at any general meeting of the Charity but will not have the right to vote.

MEMBERS

11 Qualifications for membership

- 11.1 The Members of the Company shall be members under the Companies Act and shall consist of the Charity Trustees who are admitted to membership under these Articles of Association or under any prior articles of association of the Company.
- 11.2 Membership is only open to the Charity Trustees. Upon appointment as a Charity Trustee (having consented to be so appointed), a person shall automatically become a Member of the Company, and their name and other relevant details shall be entered in the register of Members in accordance with article 14. Each of the Charity Trustees of the Company on the date of adoption of these Articles shall be deemed to be a Member.
- 11.3 Employees of the Company are not eligible for membership. A person who becomes an employee of the Company after admission to membership will automatically cease to be a Member without the requirement of notice.

12 Application for membership

- 12.1 Any person who wishes to become a Member is required to accept (in writing or by email) an offer of membership and trusteeship by the Board.
- 12.2 The Board may, at its discretion, refuse to admit any person to membership.
- 12.3 The Board must notify each applicant promptly (in writing or by email) of its decision on whether or not to admit them to membership.

13 Membership subscription

No membership subscription shall be payable.

14 Register of Members

- 14.1 The Board must keep a register of Members (or index), setting out the full name and address of each Member, the date on which they were admitted to membership, and the date on which any person ceased to be a Member.
- 14.2 The register of Members (or index) must be made available for inspection - or, as the case may be, a copy of the register of Members must be supplied - where a valid request (in compliance with section 116 of the Companies Act) has been made and (if applicable) the relevant fee has been paid; unless a direction to the contrary has been made by the court under section 117 of the Companies Act.

15 Withdrawal from membership

Any person who wants to resign or withdraw from membership must submit a notice of withdrawal to the Company (either in writing or by email). They will cease to be a Member as from the time when the notice is received by the Company.

16 Transfer of membership

Membership of the Company may not be transferred by a Member.

17 Re-registration of Members

17.1 The Board may, at any time, issue notices to the Members (either in writing or by email) requiring them to confirm that they wish to remain as Members of the Company, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Board.

17.2 If a Member fails to provide confirmation to the Board (in writing or by email) that they wish to remain as a Member of the Company before the expiry of the 28-day period referred to in article 17.1, the Board may expel them from membership.

17.3 A notice under article 17.1 will not be valid unless it refers specifically to the consequences (under article 17.2) of failing to provide confirmation within the 28-day period.

18 Expulsion from membership

18.1 Any person may be expelled from membership by Special Resolution, providing the following procedures have been observed:

18.1.1 at least 21 days' notice of the intention to propose the resolution at a general meeting must be given to the Member concerned, specifying the grounds for the proposed expulsion; and

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

19 Termination of membership

Membership will terminate automatically when they resign, withdraw, are expelled or on death.

DECISION-MAKING BY THE MEMBERS

20 General meetings (meetings of Members)

20.1 Subject to article 20.2, the Board may arrange a general meeting at any time.

20.2 The Board must convene a general meeting if there is a valid requisition by Members (under section 303 of the Companies Act) or a requisition by a resigning auditor (under section 518 of the Companies Act).

21 Notice of general meetings

21.1 At least 14 Clear Days' notice must be given of a general meeting.

- 21.2 The notice calling a general meeting must specify the time and (subject to article 21.6) place of the meeting; and also:
- 21.2.1 it must specify in general terms what business is to be dealt with at the meeting;
 - 21.2.2 if a Special Resolution (or a resolution requiring special notice under the Companies Act) is to be proposed, it must state that it is to be proposed as a Special Resolution (or – as applicable – as a resolution requiring special notice), and must set out the exact terms of the resolution;
 - 21.2.3 in the case of a resolution to amend or alter the Articles, it must set out the exact terms of the proposed amendment(s) or alteration(s); and
 - 21.2.4 it must include a statement referring to the rights of a Member regarding the appointment of another person as their proxy to attend, speak and vote at the general meeting in their place.
- 21.3 Notice of every general meeting must be given to all the Members of the Company but the accidental omission to give notice to one or more Members will not invalidate the proceedings at the meeting provided that a quorum is present at the general meeting.
- 21.4 Any notice which requires to be given to a Member under these Articles must be:
- 21.4.1 sent by post to the Member at the address last notified by them to the Company; or
 - 21.4.2 sent by email to the Member at the email address last notified by them to the Company; or
 - 21.4.3 (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 Companies Act) published by means of a website.
- 21.5 If Members are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s) (see article 23.1), the notice (or notes accompanying the notice) must:
- 21.5.1 set out details of how to connect and participate via the relevant link; and
 - 21.5.2 (particularly for the benefit of those Members who may have difficulties in using a computer or laptop for this purpose) draw Members' attention to the following options:
 - 21.5.2.1 participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - 21.5.2.2 appointing the Chairperson of the meeting as proxy, and directing the Chairperson on how they should use that proxy vote in relation to each resolution to be proposed at the meeting; and
 - 21.5.2.3 (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting.
- 21.6 If participation in the meeting is to be by way of audio and/or audio-visual link(s) - with no intention for the meeting to involve attendance in person by two or more Members in any particular location - the place of the meeting shall, for the purposes of the notice calling the meeting, be taken to be the registered office of the Company.

22 Special Resolutions and Ordinary Resolutions

- 22.1 For the purposes of these articles, a **Special Resolution** means (subject to article 26 (written resolutions)) a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with article 21. 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 total number of votes cast in relation to the resolution, and accordingly no account shall be taken of abstentions or Members absent from the meeting.
- 22.2 In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Companies Act allow the Company, by Special Resolution,
- 22.2.1 to alter its name; and
- 22.2.2 to alter any provision of these Articles or adopt new articles of association.
- 22.3 For the purposes of these Articles, an **Ordinary Resolution** means (subject to article 26 (written resolutions)) a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting, providing proper notice of the meeting has been given in accordance with article 21.

23 Procedure at general meetings

- 23.1 The Board may, if they consider appropriate, make arrangements for Members to participate in general meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:
- 23.1.1 the means by which Members can participate via those link(s) are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;
- 23.1.2 the notice calling the meeting (or notes accompanying the notice) contains the information required under article 21.5; and
- 23.1.3 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those Members who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those Members and Charity Trustees (if any) who are attending in person (and vice versa).
- 23.2 A general meeting may involve two or more Members participating via attendance in person while other Members participate via audio and/or audio-visual links; or it may involve participation solely via an audio and/or audio-visual link.
- 23.3 References in article 21.5 and articles 23.1 and 23.2 to Members should be taken to include proxies for Members.
- 23.4 The quorum for a general meeting shall be six (6) Members, present in person or represented by proxy.
- 23.5 An individual participating in a general meeting via an audio or audio-visual link(s) which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or if they are not a Member will be deemed to be in attendance) at the meeting.

- 23.6 If a quorum is not present within 30 minutes after the time at which a general meeting was due to start – or if a quorum ceases to be present during a general meeting – the meeting shall stand adjourned to such time and (subject to article 23.10) place as may be fixed by the Chairperson of the meeting.
- 23.7 The Chair of the Company should act as Chairperson of each general meeting.
- 23.8 If the Chair of the Company is not present within 15 minutes after the time at which the general meeting was due to start (or is not willing to act as Chairperson), the Vice-Chair will act as the chair of the general meeting. If the Vice-Chair is not present within 15 minutes after the time at which the general meeting was due to start (or is not willing to act as Chairperson) the Charity Trustees present at the general meeting must elect from among themselves the person who will act as Chairperson of that general meeting.
- 23.9 The Chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and (subject to article 23.10) place as the Chairperson may determine.
- 23.10 Article 21.6 shall apply in relation to the requirement under articles 23.6 and 23.9 for the Chairperson to specify the place of an adjourned meeting.

24 Voting at general meetings

- 24.1 Every Member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy (subject to article 24.10).
- 24.2 Where Patrons are given notice of a general meeting, they may attend but will not be entitled to vote.
- 24.3 Any Member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting):
- 24.3.1 shall lodge with the Company, at the Company's registered office, a written instrument of proxy (in such form as the Board require), signed by them; or
- 24.3.2 shall send by email to the Company, at the email address notified to the Members by the Company for that purpose, an instrument of proxy (in such form as the Board require);
- providing (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).
- 24.4 An instrument of proxy which does not conform with the provisions of article 24.1, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 24.5 A Member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 24.6 A proxy appointed to attend and vote at any meeting instead 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.
- 24.7 A vote given, or ballot demanded, by proxy shall be valid.
- 24.8 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 email, was received by the Company at the address notified by the Company to the Members for the purpose of email communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

- 24.9 If there are an equal number of votes for and against any resolution, the Chairperson of the meeting will be entitled to a second (casting) vote.
- 24.10 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 either (i) the Chairperson or (ii) 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.
- 24.11 Where Members are participating in a meeting via an audio or audio-visual link(s), they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the Board have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.
- 24.12 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such manner as the Chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
- 24.13 Where Members are participating in a meeting via audio and/or audio-visual links, the Chairperson's directions regarding how a secret ballot is to be conducted may allow those Members to cast their votes on the secret ballot via any or all of the methods referred to in article 24.11, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).
- 24.14 The principles set out in articles 24.10 and 24.12 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a Member.

25 Technical objections to remote participation in general meetings

- 25.1 These Articles facilitate certain requirements regarding the use of audio and/or audio-visual link(s) as a means of participation and voting at general meetings; providing the arrangements made by the Board in relation to a given general meeting (and the manner in which the general meeting is conducted) are consistent with those requirements:
- 25.1.1 a Member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;
- 25.1.2 the general meeting need not be held in any particular place;
- 25.1.3 the general meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);
- 25.1.4 the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting; and
- 25.1.5 a Member will be able to exercise the right to vote at the general meeting (including where a secret ballot is to be held) by such means as is determined by the Chairperson of the meeting (consistent with the arrangements made by

the Board) and which permits that Member's vote to be taken into account in determining whether or not a resolution is passed.

26 Written resolutions by Members

- 26.1 A resolution agreed to in writing (or by email) by the Required Majority (see article 26.3) of the Members who would have been entitled (as at the date on which it is circulated) to vote on it if it had been proposed at a general meeting will (subject to articles 26.2 and 26.4) be as valid as if it had been passed at a general meeting; and the date of the resolution will be taken to be the date on which the last Member, which resulted in the Required Majority being exceeded, agreed to it.
- 26.2 A copy of any proposed resolution under article 26.1 must be sent (in writing or by email; and at the same time, so far as reasonably possible) to all those Members entitled to vote on it; and it must be accompanied in each case by a statement:
- 26.2.1 informing the Member of the ways in which they can give their agreement to the resolution; and
- 26.2.2 notifying the Member of the date when the resolution would lapse if the Required Majority of the Members have not given their agreement by that date (see article 26.2.1).
- 26.3 In order for a resolution to be valid under article 26.1:
- 26.3.1 it must be agreed to by the Required Majority of the Members within 28 days after it is circulated among the Members; and
- 26.3.2 in the case of a Special Resolution, the resolution must state specifically that it is being proposed as a Special Resolution.
- 26.4 A resolution to remove a Charity Trustee or to remove an auditor cannot be dealt with via a resolution agreed to in writing or by email under articles 26.1 to 26.3.

27 Minutes of general meetings

- 27.1 The Board must ensure that proper minutes are kept in relation to all general meetings, and that a proper record is kept of all resolutions agreed to in writing or by email under article 26.
- 27.2 Minutes of general meetings must include the names of those present.
- 27.3 The records of resolutions kept under article 27.1 must include confirmation that each resolution was passed as a Special Resolution (or, as applicable, an Ordinary Resolution).

CHARITY TRUSTEES

28 Number of Charity Trustees

- 28.1 The maximum number of Charity Trustees is 14 (fourteen).
- 28.2 The minimum number of Charity Trustees is 6 (six).

29 Eligibility

- 29.1 A person will not be eligible for election or appointment to the Board if they are:

29.1.1 disqualified from being a charity trustee under the 2005 Act (even if the Company is not a charity at the time); or

29.1.2 an employee of the Company.

30 Appointment, retiral, re-appointment

30.1 The Board will hold an Annual Board Governance Meeting (**ABGM**) in each calendar year to consider (i) the appointment, retirement and re-appointment (if any) of Charity Trustees and office bearers and (ii) approval of the annual accounts of the Company.

30.2 The Board may at any time appoint any person (subject to articles 28.1 and 29, and providing they are willing to act) to be a Charity Trustee following an open and transparent application and interview process.

30.3 Charity Trustees appointed under article 30.2 shall be appointed for an initial term of office of three years and thereafter shall be eligible for re-appointment for one further term of three years (i.e. a maximum of six years in office).

30.4 Retiring Charity Trustees may be reappointed but Charity Trustees who have completed the maximum term of office (i.e. six consecutive years) must take a break from office and are ineligible for reappointment for a period of 24 months.

30.5 Notwithstanding the terms of articles 30.3 and 30.4, the maximum term of office may be extended in increments of one year up to absolute maximum of three additional years (i.e. a maximum of nine years in office) at the discretion of the Board provided that any such extension is approved by two thirds of the Charity Trustees in office. Notwithstanding that a Charity Trustee may not have had a break of 24 months.

30.6 For the purposes of articles 30.3 and 30.5, the period from one ABGM to the next is considered to be the period of one year.

30.7 Where a Charity Trustee is appointed other than at the ABGM, their term of office for the purposes of article 30.4 shall be deemed to commence on the date of the next occurring ABGM.

30.8 The current terms of appointment of the Charity Trustees appointed at the date of adoption of these Articles shall end on the dates set out in Appendix 1, notwithstanding their current terms of appointment may thereby exceed three years.

31 Senior Independent Non-Executive

31.1 The Board may (but shall not be required to) at any time appoint a SINE (subject to articles 28.1 and 29, and providing they are willing to act).

31.2 The SINE shall be appointed for an initial term of office of three years and thereafter shall be eligible for re-appointment for one further term of three years (i.e. a maximum of six years in office). Unless otherwise stated, the SINE's term shall run to the ABGM immediately following the expiry of their term in office.

32 Termination of office

32.1 A Charity Trustee shall automatically vacate office if:

32.1.1 they cease to be a director through the operation of any provision of the Company Directors Disqualification Act 1986 or become prohibited by law from being a director;

- 32.1.2 they become disqualified from being a charity trustee under the 2005 Act (even if the Company is not a charity at the time);
- 32.1.3 they become incapable for medical reasons of fulfilling their duties as a Charity Trustee, but only if that has continued (or is expected to continue) for a period of more than six months;
- 32.1.4 they cease to be a Member of the Company;
- 32.1.5 they become an employee of the Company;
- 32.1.6 they give the Company a notice of resignation (either in writing or by email);
- 32.1.7 they are absent (without good reason, in the opinion of the Board) from more than three consecutive Board meetings - but only if the Board resolve to remove them from office;
- 32.1.8 they are removed from office by resolution of the Board on the grounds that they are considered to have committed a serious breach of the code of conduct for Charity Trustees in force from time to time (as referred to in article 41.1);
- 32.1.9 (if the Company is a charity at the time) they are removed from office by resolution of the Board on the grounds 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
- 32.1.10 they are removed from office by Ordinary Resolution (special notice having been given) in pursuance of section 168 of the Companies Act.
- 32.2 A resolution under article 32.1.8 or 32.1.9 shall be valid only if:
 - 32.2.1 the Charity Trustee concerned is given reasonable prior notice (in writing or by email) of the grounds upon which the resolution for their removal is to be proposed;
 - 32.2.2 the Charity Trustee concerned is given the opportunity to address the Board meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
 - 32.2.3 at least two thirds (to the nearest round number) of the Charity Trustees then in office vote in favour of the resolution.

33 Register of Charity Trustees

- 33.1 The Board must keep:
 - 33.1.1 a register of Charity Trustees, setting out full details of each Charity Trustee, including the date on which they became a Charity Trustee, and also specifying the date on which any person ceased to hold office as a Charity Trustee; and
 - 33.1.2 a register of Charity Trustees' residential addresses.
- 33.2 The register of Charity Trustees must be made available for inspection in compliance with section 162 of the Companies Act.

34 Office-bearers

- 34.1 The Board will elect a Chair and Vice-Chair.

- 34.2 The Chair shall be appointed for an initial term of office of four years and thereafter shall be eligible for re-appointment for one further term of four years (i.e. a maximum of eight years), reviewable at the end of each four-year term.
- 34.3 Notwithstanding the terms of article 34.2, if a Charity Trustee is appointed as Chair during their term of office as a Charity Trustee, their maximum term of office as both Chair and a Charity Trustee shall not exceed ten years.
- 34.4 The Vice-Chair shall be appointed for an initial term of office of three years and thereafter shall be eligible for re-appointment for one further term of three years (i.e. a maximum of six years), reviewable at the end of each three-year term.
- 34.5 Notwithstanding the terms of article 34.4, if a Charity Trustee is appointed as Vice-Chair during their term of office as a Charity Trustee, their maximum term of office must not exceed the maximum term of office for a Charity Trustee set out in article 30.3.
- 34.6 In addition to Chair and Vice-Chair, the Board may elect (from among themselves) further office-bearers if they consider that appropriate.
- 34.7 Excluding the Chair and Vice-Chair, all other office bearers will cease to hold office at the conclusion of each ABGM but may then be re-elected by the Board.
- 34.8 A person elected to any such office will automatically cease to hold that office:
- 34.8.1 if they cease to be a Charity Trustee;
 - 34.8.2 if they are removed by a resolution of the Board; or
 - 34.8.3 if they give to the Company a notice of resignation from that office (either in writing or by email).

35 Powers of Board

- 35.1 Subject to the provisions of the Companies Act and these Articles:
- 35.1.1 the Company (and its assets and undertaking) shall be managed by the Board; and
 - 35.1.2 the Board may exercise all the powers of the Company.
- 35.2 A Board meeting at which a quorum is present may exercise all powers exercisable by the Board.

36 Charity Trustee's general duties

- 36.1 Each of the Charity Trustees shall, in exercising their functions as a Charity Trustee of the Company, act in the interests of the Company; and, in particular, must comply with the Companies Act and:
- 36.1.1 seek, in good faith, to ensure that the Company acts in a manner which is in accordance with its objects;
 - 36.1.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 36.1.3 in circumstances giving rise to the possibility of a conflict of interest between the Company and any other party:

36.1.3.1 put the interests of the Company before that of the other party in taking decisions as a Charity Trustee; or

36.1.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the Company and refrain from participating in any discussions or decisions involving the other Charity Trustees with regard to the matter in question; and

36.1.4 (if the Company is a charity at the time) ensure that the Company complies with any direction, requirement, notice or duty imposed on it by the 2005 Act.

37 Conflicts of interest involving Charity Trustees - general

37.1 The Board shall use every effort to ensure that conflicts of interest involving Charity Trustees (including those which relate to individuals or bodies Connected with Charity Trustees) are identified at the earliest opportunity and appropriately managed. The following provisions of these Articles are of particular relevance in that regard:

37.1.1 this article 37 (reflecting similar provisions contained in the Companies Act) require Charity Trustees to declare any personal interest which they (or an individual or body Connected with them) may have in any transaction or other arrangement with the Company;

37.1.2 article 43.13 prohibits a Charity Trustee with a personal interest of this nature from voting on the question of whether the Company should enter into that arrangement;

37.1.3 article 39 refers to the duty on Charity Trustees under the Companies Act to avoid any conflict of interest situation, and outline the process by which the Board may authorise a conflict of interest situation if they consider that to be appropriate (note: this does not apply to a conflict of interest relating to a transaction or other arrangement with the Company); and

37.1.4 article 40.1 (reflecting similar provisions contained in the 2005 Act) sets out restrictions and conditions which would apply to any arrangement under which remuneration would be paid to a Charity Trustee (or where the Charity Trustee might benefit from remuneration paid to a Connected Party).

37.2 In addition to complying with the articles referred to in article 37.1:

37.2.1 the Board must maintain a register of Charity Trustees' interests;

37.2.2 the Chair of each Board meeting must invite declarations of interest, shortly after the commencement of the meeting; and

37.2.3 the minutes of each Board meeting must record any conflicts of interest which have been declared at the meeting, and must set out in detail how any such conflicts of interest have been managed.

38 Conflicts of interest relating to transactions/arrangements with the Company

38.1 A Charity Trustee who has a personal interest (directly or indirectly) in any transaction or other arrangement which the Company is proposing to enter into, must declare that interest (including details of the nature and extent of the Charity Trustee's interest) at a Board meeting.

38.2 Any declaration under article 38.1 must be made before the discussion at the Board meeting on the question of whether the transaction or other arrangement should be entered into.

- 38.3 A Charity Trustee who has a personal interest in any transaction or other arrangement which the Company is proposing to enter into will be debarred under article 43.13 (unless the special circumstances outlined in article 43.15 apply) from voting on the question of whether or not the Company should enter into that arrangement.
- 38.4 Where a transaction or arrangement has already been entered into by the Company and a Charity Trustee has a personal interest in that arrangement, that Charity Trustee must declare (unless they declared their interest in advance of the Company entering into the arrangement, in accordance with articles 38.1 and 38.2) the nature and extent of their interest at a Board meeting or by way of a notice to the Charity Trustees.
- 38.5 For the purposes of articles 38.1, 38.3 and 38.4, a Charity Trustee shall be deemed to have a personal interest in an arrangement if:
- 38.5.1 an individual who is Connected with the Charity Trustee has an interest in that arrangement (even if the Company is not a charity at the time); or
- 38.5.2 a body in relation to which they are an employee, Charity Trustee, member of the management committee, officer or elected representative (or a body in relation to which they are a major shareholder or have some other significant financial interest) has an interest in that arrangement.
- 38.6 Provided they have declared their interest - and have not voted on the question of whether or not the Company should enter into the arrangement - a Charity Trustee will not be debarred from entering into an arrangement with the Company in which they have a personal interest where that is not prohibited under article 40.1 or 40.2; and (subject to article 40.2 and - if the Company is a charity at the time - to the provisions relating to remuneration for services contained in the 2005 Act), they may retain any personal benefit which arises from that arrangement.

39 Conflict of interest situations

- 39.1 Section 175 imposes a duty on every Charity Trustee to avoid any situation (referred to below as a “**Conflict Situation**”) in which they have, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the Company - unless the matter has been authorised by the Board (article 39.4).
- 39.2 For the purposes of Section 175, conflict of interest is taken to include a conflict of interest and duty, and a conflict of duty.
- 39.3 The duty referred to in article 39.1 does not apply to a conflict of interest arising in relation to a transaction or arrangement with the Company. Any conflict of interest of that kind should be addressed in accordance with the provisions set out or referred to in article 38, and the code of conduct referred to in article 41.1.
- 39.4 The Board may if they consider it appropriate to do so:
- 39.4.1 pass a resolution (in accordance with the provisions of Section 175) authorising any particular Conflict Situation; or
- 39.4.2 give authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances, and may amend or vary any such authorisation.

40 Remuneration and expenses

- 40.1 No Charity Trustee may serve as an employee (full time or part time) of the Company, and no Charity Trustee may be given any remuneration by the Company for carrying out their ordinary duties as a Charity Trustee.
- 40.2 Where a Charity Trustee provides services to the Company or might benefit from any remuneration paid to a Connected Party for such services, then:
- 40.2.1 the maximum amount of the remuneration must be specified in a written agreement with the Company and must be reasonable;
 - 40.2.2 the Board (excluding the relevant Charity Trustee) must be satisfied that it would be in the interests of the Company to enter into the agreement or arrangement (taking account of that maximum amount);
 - 40.2.3 the terms and conditions (including the amount of any payment) must be at least as good (from the Company's point of view) as those which would be expected if the relevant services were sourced on the open market and on an arm's length basis; and
 - 40.2.4 less than half of the Charity Trustees must be receiving remuneration from the Company (or benefit from remuneration of that nature).
- 40.3 The Charity Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at Board meetings, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

41 Code of conduct for Charity Trustees

- 41.1 Each of the Charity Trustees shall comply with any code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time.
- 41.2 For the avoidance of doubt, any code of conduct shall be supplemental to the provisions relating to the conduct of Charity Trustees contained in these Articles and the relevant provisions of these Articles shall be interpreted and applied in accordance with the provisions of any code of conduct in force from time to time.

DECISION-MAKING BY THE CHARITY TRUSTEES

42 Notice of Board meetings

- 42.1 Any Charity Trustee may call a Board meeting or may ask the secretary (if one is appointed) to call a Board meeting.
- 42.2 At least 7 days' notice must be given of each Board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate and a shorter notice period necessary.
- 42.3 If Charity Trustees are to be permitted to participate in a Board meeting by way of audio and/or audio-visual link(s), the Charity Trustees must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those Charity Trustees who may have difficulties in using a computer or laptop for this purpose) the Charity Trustees' attention should be drawn to the following options:

42.3.1 participating in the meeting via an audio and/or audio visual link accessed by phone, using dial-in details (if that forms part of the arrangements); and

42.3.2 (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.

43 Procedure at Board meetings

43.1 No valid decisions can be taken at a Board meeting unless a quorum is present. The quorum for Board meetings is six (6) Charity Trustees, present in person.

43.2 An individual participating in a Board meeting via an audio and/or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a Charity Trustee, will be deemed to be in attendance) at the Board meeting.

43.3 If at any time the number of Charity Trustees in office falls below the minimum number stated as the quorum in article 43.1, the remaining Charity Trustee(s) will have power to fill the vacancies or call a general meeting - but will not be able to take any other valid decisions.

43.4 The Chair should act as chairperson of each Board meeting.

43.5 If the Chair of the Company is not present within 15 minutes after the time at which the Board meeting was due to start (or is not willing to act as Chairperson), the Vice-Chair will act as the chair of the Board meeting. If the Vice-Chair is not present within 15 minutes after the time at which the Board meeting was due to start (or is not willing to act as Chairperson) the Charity Trustees present at the general meeting must elect from among themselves the person who will act as Chairperson of that Board meeting.

43.6 Every Charity Trustee has one vote, which must be given personally (subject to article 43.11).

43.7 All decisions at Board meetings will be made by a simple majority vote of all eligible Charity Trustees.

43.8 If there is an equal number of votes for and against any resolution, the Chairperson of the Board meeting will be entitled to a second (casting) vote.

43.9 The Board may, if they consider appropriate allow Charity Trustees to participate in Board meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the Board meeting, providing:

43.9.1 the means by which Charity Trustees can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent – for all, or a significant proportion, of the Charity Trustees – a barrier to participation; and

43.9.2 the manner in which the Board meeting is conducted ensures, so far as reasonably possible, that those Charity Trustees who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those Charity Trustees (if any) who are attending in person (and vice versa).

43.10 A Board meeting may involve two or more Charity Trustees participating via attendance in person while other Charity Trustees participate via audio and/or audio-visual link(s); or it may involve participation solely via audio and/or audio-visual link(s).

- 43.11 Where a Charity Trustee or Charity Trustees are participating in a Board meeting via audio or audio-visual link(s), they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
- 43.12 The Board may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a Board meeting, notwithstanding that they are not a Charity Trustee - but on the basis that they must not participate in decision-making.
- 43.13 A Charity Trustee must not vote at a Board meeting (or at a meeting of a sub-committee) on any resolution concerning a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the Company; they must withdraw from the meeting while an item of that nature is being dealt with.
- 43.14 For the purposes of article 43.13:
- 43.14.1 an interest held by an individual who is Connected with the Charity Trustee shall be deemed to be held by that Charity Trustee (even if the Company is not a charity at the time); and
- 43.14.2 a Charity Trustee will (subject to article 43.15) be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, Charity Trustee, member of the management committee, officer or elected representative (or a body in relation to which they are a major shareholder or have some other significant financial interest) has an interest in that matter.
- 43.15 Where a subsidiary of the Company has an interest in a particular matter which is to be considered by the Board, a Charity Trustee of the Company who is also a director of that subsidiary will not be debarred from voting on that matter (unless they have a different personal interest in that matter, unrelated to their position as a director of that subsidiary).
- 43.16 The Company may, by Ordinary Resolution, suspend or relax to any extent - either generally or in relation to any particular matter - the provisions of articles 43.13 and 43.14.
- 43.17 The principles set out in article 25 (technical objections to remote participation) shall apply in relation to remote participation and voting at Board meetings, as if each reference in that article to a Member were a reference to a Charity Trustee and each reference in that article to a general meeting were a reference to a Board meeting.

44 Board resolutions agreed in writing or by email

- 44.1 A resolution agreed to in writing (or by email) by a simple majority of the Charity Trustees then in office shall (subject to articles 44.2 and 44.3) be as valid as if duly passed at a Board meeting.
- 44.2 A resolution under article 44.1 shall not be valid unless a copy of the resolution was circulated to all of the Charity Trustees, along with a cut-off time (which must be reasonable in the circumstances) for notifications under article 44.3.
- 44.3 If a resolution is circulated to the Charity Trustees under article 44.2, any one or more Charity Trustees may, following receipt of a copy of the resolution, notify the secretary (if appointed) or the Chair that they consider that a Board meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:

- 44.3.1 the secretary or Chair must convene a Board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
- 44.3.2 the resolution cannot be treated as valid under article 44.1 unless and until that Board meeting has taken place; and
- 44.3.3 the Board may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that Board meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by email) by a majority of the Charity Trustees then in office.

45 Minutes of Board meetings

- 45.1 The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees; and that a proper record is kept of all resolutions agreed to (in writing or by email) by the Charity Trustees under article 44.1.
- 45.2 The minutes to be kept under article 45.1 must include the names of those present.
- 45.3 The records of resolutions kept under article 45.1 must include the names of those Charity Trustees who agreed to the resolution (as well as the names of any Charity Trustees who stated that they disagreed with the resolution or abstained).

ADMINISTRATION

46 Delegation to sub-committees

- 46.1 The Board may delegate any of their powers to sub-committees; a sub-committee must include at least two Charity Trustees, but other members of a sub-committee need not be Charity Trustees.
- 46.2 The Board may also delegate to the Chair (or the holder of any other post) such of their powers as they may consider appropriate.
- 46.3 When delegating powers under article 46.1 or 46.2, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
- 46.4 Any delegation of powers under article 46.1 or 46.2 may be revoked or altered by the Board at any time.
- 46.5 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Board.

47 Delegation to senior management

- 47.1 The Board may delegate to the Chief Executive or other senior manager(s) the Company such of their powers as they may consider appropriate for the day to day management of the Company.
- 47.2 Such delegated power shall be to manage the Company by implementing the policy and strategy adopted by and within a budget approved by the Board and, if applicable, advise the Board in relation to such policy, strategy and budget.
- 47.3 The Board shall provide the Chief Executive and respective senior manager(s) with a description of their role and the extent of their authority.

- 47.4 The Chief Executive and respective manager(s) shall report regularly to the Board (and/or any relevant sub-committee of the Board) on the activities undertaken in managing the Company and regularly provide the Board with management accounts sufficient to explain the financial position of the Company.

48 Secretary

The Board may (notwithstanding the provisions of the Companies Act) appoint (but it is not obliged to appoint) a company secretary - and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the conditions of appointment shall be as determined by the Board; the company secretary may be removed by them at any time.

49 Accounting records and annual accounts

- 49.1 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

- 49.2 The Board must prepare annual accounts, complying with all relevant statutory requirements and:

49.2.1 if an audit is required under any statutory provisions (or if the Board consider that an audit would be appropriate for some other reason), the Board should ensure that an audit of the accounts is carried out by a qualified auditor;

49.2.2 if an audit is not carried out, the Board must ensure that an independent examination of the accounts is carried out by a qualified independent examiner.

MISCELLANEOUS

50 Notices

- 50.1 Any notice, notification, request or other document which requires to be given to a Member under these Articles shall be given either in writing or by email (or, in the case of a notice of general meeting, by way of a website - 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 Companies Act).

- 50.2 Any notice or other document may be given personally to the Member or may be sent by post in a pre-paid envelope addressed to the Member at the address last notified by that Member 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 email communications) may be given to the Member by way of email.

- 50.3 Any application, confirmation, notice, notification or other document which requires to be given to the Company under these articles (where it is sent by email) must be sent to the email address used by the Company for communications of that nature, as intimated by the Company from time to time.

- 50.4 Any notice or other document, if sent by post, shall be deemed to have been given at the expiry of 48 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.

- 50.5 Any notice or other document sent by email shall be deemed to have been given at the expiry of 48 hours after it is sent; for the purpose of proving that any notice sent by email 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.

51 Winding-up

- 51.1 If on the 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 which are the same as or similar to the objects of the Company.
- 51.2 To the extent that effect cannot be given to article 51.1, the relevant property shall be applied to some Charitable purpose or purposes.

52 Indemnity

- 52.1 Every Charity Trustee or other officer or auditor of the Company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Companies Act) out of the assets of the Company against any loss or liability which they may sustain or incur in connection with the execution of the duties of their office.
- 52.2 The indemnity for Charity Trustees, officers and auditors of the Company under article 52.1 may include (but only to the extent permitted by the sections of the Companies Act referred to in that article):
- 52.2.1 any liability 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; and
 - 52.2.2 any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of the Company.
- 52.3 The Company shall be entitled (subject to the provisions of section 68A of the 2005 Act, if the Company is a charity at the time) to purchase and maintain for any Charity Trustee insurance against any loss or liability which any Charity Trustee or other officer of the Company may sustain or incur in connection with the execution of the duties of their office; and such insurance may (subject to the provisions of section 68A of the 2005 Act, if the Company is a charity at the time) extend to liabilities of the nature referred to in section 232(2) of the Companies Act (negligence etc. of a director).

APPENDIX 1

SCHEDULE OF CURRENT CHARITY TRUSTEES

NAME	DATE OF APPOINTMENT	TERM	CURRENT TERM END DATE
Robert Douglas Sewell	28 November 2019	Three	ABGM 2028
John McCroskie	25 November 2021	Two	ABGM 2027
David James McIntosh	25 November 2021	Two	ABGM 2027
Prof. Timothy Simon Walsh	25 November 2021	Two	ABGM 2027
Dr Lisa Anne Kidd	25 November 2021	Two	ABGM 2027
Janis Hughes	30 November 2023	One	ABGM 2026
Neil Duncan Mackay	30 November 2023	One	ABGM 2026
Dr Jane Simone Matthews	30 November 2023	One	ABGM 2026
Colin David Briggs	30 May 2024	One	ABGM 2027
Hilary Gray Spence	28 February 2025	One	ABGM 2028
Caroline Alexandra Reid	28 May 2026	One	ABGM 2029