

THE COMPANIES ACT 2006

---

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

---

ARTICLES of ASSOCIATION

Of

**GUARDBRIDGE COMMUNITY DEVELOPMENT TRUST**

<b>CONTENTS</b>		
<b>GENERAL</b>	objects, powers, restrictions on use of assets, limit on liability	articles 1-8
<b>MEMBERS</b>	qualifications, application, subscription, register, withdrawal, expulsion, termination/transfer	articles 9-20
<b>GENERAL MEETINGS (meetings of members)</b>	general, notice, special/ordinary resolutions, procedure	articles 20-44
<b>DIRECTORS</b>	maximum number, appointment and retirement, termination of office, register, office bearers, powers, personal interests	articles 45-65
<b>DIRECTORS' MEETINGS</b>	procedure, conduct of directors	articles 66-76
<b>ADMINISTRATION</b>	committees, operation of bank accounts, secretary, minutes, accounting records and annual accounts, notices	articles 77-94
<b>MISCELLANEOUS</b>	winding-up, indemnity, constitution of the company, defined terms	articles 95-104

## **Objects**

- 1 Guardbridge Community Development Trust is a non-profit distributing company which aims to support the development of the Guardbridge Community in Fife and the surrounding Community Council catchment area, with the postcode sector KY16 O as defined from time to time by Fife Council. The company's principle objects are:
  - a) The advancement of citizenship and community development by encouraging community co-operation, development and resilience through promoting activities that will assist in improving quality of life in the Village of Guardbridge;
  - b) The advancement of the arts, heritage, culture or science by conserving, preserving and protecting local assets for the benefit of the Guardbridge community;
  - c) The provision of recreational facilities, or the organisation of recreational activities, with the object of improving community participation and inclusion for the persons for whom the facilities or activities are primarily intended.
- 2 The company's objects are restricted to those set out in Article 1 (but subject to article 3).
- 3 The company may (subject to first obtaining the consent of OSCR if necessary) add to, remove or alter the statement of the company's objects in Articles 1; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

## **Powers**

- 4 In pursuance of the objects listed in Article 1 (but not otherwise), the company shall have the following powers:
  - a) Hold a bank account in the name of the company and make and receive payments to this account;
  - b) Subject to such consents as may be required by law, purchase, lease or hire premises and necessary equipment, and sell, let, borrow, mortgage, dispose of or turn to account all or any of the property or assets of the company;
  - c) To manage and raise funds and to invite and receive contributions from any person or persons by way of subscription, donation or otherwise; however the Company shall have the right to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit.
  - d) Subject to Article 1, 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 dependants.

- e) To engage the services of professionals, advisors and volunteers to assist in the work of the company and provide payment where appropriate, and reimburse approved out-of-pocket expenses.
- f) To purchase and maintain insurance of all kinds, including, but not limited to, such reasonable and necessary insurance against any liability.
- g) To indemnify and reimburse themselves out of the company's estate for any expenses or liabilities for example travelling and subsistence expenses which they reasonably and necessarily incur in relation to the purpose of the organisation.
- h) Promote the company to the general public by means of leaflets, posters, newspaper advertisements, new media and social media.
- i) To appoint and convene such advisory committees or undertake such consultation as is considered appropriate.
- j) To make such rules and procedures as they consider necessary for the day-to-day management of the company.
- k) To liaise with other appropriate bodies, local authorities, UK or Scottish government departments and agencies, and other bodies.
- l) To merge with or enter into any partnership or joint venture arrangement with any other charitable company formed for purposes similar to the company's.
- m) Do all such other lawful things as appear to the Board of Directors to be necessary or desirable in pursuance of these objectives and no part of the income or property of the company may be paid or transferred (directly or indirectly) to the members - either in the course of the company's existence or on dissolution - except where this is done in direct furtherance of the company's charitable purposes.

### **Equal Opportunities**

- 5 In relation to its objectives, the company will:
- a) Strive to avoid intentional and unintentional discrimination by virtue of any of the protected characteristics identified in the Equality Act 2010.
  - b) Undertake whatever changes in organisation or facilities which may be necessary to implement the above.

## **Protection of Members of the Community**

- 6 In compliance with national legislation, the company will have policies in place for the protection of vulnerable members of the community. The company commits to follow all policies, procedures and protocols in the interest of the health and safety of all members of the community during any projects, activities and initiatives directly managed or delivered by the company.

## **Restrictions on use of the company's assets**

- 7
- (a) The income and property of the company shall be applied solely towards promoting the company's objects.
  - (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
  - (c) No director of the company shall be appointed as a paid employee of the company unless an agreement is reached as to the purpose and role of such a director and an agreed salary or fee is payable.
  - (d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature and reflecting article 7 (c) above) actually rendered to the company.

## **Liability of members**

- 8 Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
- (a) payment of the company's debts and liabilities contracted before he/she ceases to be a member;
  - (b) payment of the costs, charges and expenses of winding up; and
  - (c) adjustment of the rights of the contributories among themselves.

## **Members**

- 9 The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership [under articles 10 to 11].
- 10 Membership shall be open to the following categories on the terms they have an interest in the furtherance of the objects, as stated in this document, agree

to be governed by any byelaws of the Company and who reside in the designated Guardbridge Community Council area in Fife.

- a) **Full membership** is available to any individual person aged sixteen years and over who must be resident in the area. These members shall be eligible to a full vote at all members meetings and are eligible to stand as a director on the Board. For the avoidance of doubt the minimum number of full members shall be no fewer than 20.
- b) **Youth membership** shall be available to any individual under the age of 16 years. These members shall have the right to attend meetings but do not have a vote.
- c) **Associate membership** shall be available to all local businesses and interested companies who wish to assist in the furtherance of the objects. These members have no vote.

- 11 A person who becomes an employee of the company after admission to membership shall automatically cease to be a member unless they have been appointed as a director and follow article 8 (c).

#### **Application for membership**

- 12 Any person who wishes to become a member and complies with article 10, must sign and lodge with the company, a written application for membership.
- 13 The directors may, at their discretion, refuse to admit any person to membership. Such discretion shall be used only when proportionate and reasonable in the circumstances.
- 14 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application, without any requirement to give any reason(s) for refusal.

#### **Register of members**

- 15 The directors shall maintain a register of members with a minimum of twenty (20) community members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

#### **Withdrawal from membership**

- 16 Any person who wishes to withdraw from membership shall provide the company at least 7 days' clear notice; on receipt of the notice by the company, he/she shall cease to be a member.

### **Expulsion from membership**

- 17 Any person may be expelled from membership by special resolution (see Article 30), providing the following procedures have been observed:
- a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
  - b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

### **Termination/transfer**

- 18 Membership shall cease on death.
- 19 A member may not transfer his/her membership to any other person.

### **General meetings (meetings of members)**

- 20 All general meetings, other than the annual general meeting, shall be called general meetings, regardless of the business to be conducted.
- 21 The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than eighteen (18) months after the date of incorporation of the company.
- 22 Not more than fifteen (15) months shall elapse between one annual general meeting and the next.
- 23 The business of each annual general meeting shall include:
- a) a report by the chair on the activities of the company;
  - b) consideration of the annual accounts of the company;
  - c) election of directors of the company.
- 24 The directors may convene a general meeting at any time.
- 25 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

### **Notice of general meetings**

- 26 At least twenty-one (21) clear days' notice must be given of an annual general meeting or a general meeting called for the passing of a **special resolution** or a **resolution appointing someone as a director**. All other general meetings shall be called by at least fourteen (14) clear days' notice.

- 27 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.
- 28 A notice calling a meeting shall specify the time and place of the meeting and (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see Article 30, 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.
- 29 Notice of every general meeting shall be given to all the members, Directors and any Auditors:
- a) in hard copy form;
  - b) in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
  - c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

#### **Special resolutions and ordinary resolutions**

- 30 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 a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 26 to 29. 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.
- 31 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- a) to alter its name
  - b) to alter any provision of these articles or adopt new articles of company.
- 32 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), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 26 to 29.

#### **Procedure at general meetings**

- 33 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be at least 75% of members entitled to vote (each being a member or a proxy for a member).

- 34 If a quorum is not present within fifteen (15) minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- 35 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within fifteen (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. In the absence of any directors then the members present shall elect from among themselves the person who will act as chairperson for that meeting.
- 36 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 37 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) should be given personally.
- 38 Proxy votes shall be permitted where these are notified to the company, in a valid format, by a member and received at the registered office of the company not less than forty-eight (48) hours (weekends are excluded from this requirement) before the start of the general meeting. A valid format means that it must:
- a. state the name and address of the member appointing the proxy;
  - b. identify the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - c. be signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - d. is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 39 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 40 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 41 Unless a proxy notice indicates otherwise, it must be treated as:
- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting,



and;

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

42 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

43 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 chairperson (or by at least two persons present in person at the meeting and entitled to vote); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

44 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

### **Directors**

45 The maximum number of directors shall be eleven (11) and the minimum shall be six (6), who shall all be members of the Company and , subject to these Articles, be responsible for the management of the company's business and would ordinarily, unless the circumstances require otherwise, comprise the following:

3 representatives from Guardbridge Community Council

6 representatives from the general public

And 1 representative from any other community body and subject to Article 10 and the already stated maximum number of directors.

Appropriate Office Bearers will be appointed from those Directors elected, (subject to Articles 54 – 56).

### **Appointment and Retirement of Directors**

46 A person shall not be eligible for election/appointment as a director unless he/she is a member of the company.

47 Directorship shall be open to any member aged sixteen years and over who is a member and not disqualified from acting as a Charity Trustee or Company Director by law and meets the requirements as set out in the Trustee/Director Recruitment Pack.

48 At any general meeting, the members may (subject to Article 51) elect any member (providing he/she is willing to act) to be a director.

49 Each director will be appointed to serve for three (3) years and will be eligible for re-appointment for a further three (3) years.

- 50 A director who has served for two terms (i.e. 2x3 years) may not normally be eligible for re-election until a break period of at least one year has been observed, unless circumstances dictate otherwise.
- 51 At the first meeting of the directors in the calendar year following the initial one-year period, and in each subsequent year, one third of the directors will retire; the question of who will step down will be decided by the Board by rotation based on length of current service. Subsequently, directors will retire from office according to the conditions set out in Articles 49 & 50.

### **Termination of office**

- 52 A director shall automatically vacate office if:-
- (a) he/she ceases to be a director through any provision of the Act or becomes prohibited by law from being a director;
  - (b) he/she becomes debarred under any statutory provision from being a charity trustee;
  - (c) 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;
  - (d) he/she ceases to be a member of the company;
  - (e) he/she resigns office by notice to the company;
  - (f) 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;
  - (g) he/she is removed from office by resolution of the Directors.

### **Register of directors**

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

### **Office Bearers**

- 54 At the first meeting of the directors in any calendar year, the directors shall elect from among themselves a chair, secretary and a treasurer, and such other office bearers (if any) as they consider appropriate.
- 55 All of the office bearers shall cease to hold office at the start of the first meeting of the directors in the calendar year, but shall then be eligible for re-election.
- 56 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.

## **Directors' Powers**

57 Subject to the provisions of the Act, the 2005 Act, and these Articles, and subject to any directions given by the Members 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.

58 Any meeting of the directors at which a quorum is present may exercise all of the powers exercisable by the directors.

59 All acts done and all decisions made by the directors shall be valid, notwithstanding that it afterwards be discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office or were not entitled to vote.

## **Personal interests**

60 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of Article 72) from voting on the question of whether or not the company should enter into that arrangement.

61 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/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.

62 Provided

- (a) he/she has declared his/her interest
- (b) he/she has not voted on the question of whether or not the company should enter into the relevant arrangement and
- (c) the requirements of Article 60 are complied with,
- (d) the requirements of the Act and the 2005 Act are complied with,

A director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under Article 61) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

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

64 Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then

- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
  - (b) the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
  - (c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
- 65 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

#### **Procedure at directors' meetings**

- 66 Any director may call a meeting of the directors or request the calling of a meeting of the directors.
- 67 Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall not have a casting vote, but rather the status quo will remain. This does not prevent the motion being tabled and voted on at a future date.
- 68 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 40% of the current directors.
- 69 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.
- 70 The directors may co-opt on individuals to the Board of Directors but this number may not exceed  $\frac{1}{4}$  of the overall Board. For the avoidance of doubt, individuals are co-opted on for their skills and expertise in a specific area and are required to retire at the AGM.
- 71 The directors may fill any vacancies that may arise on the Board of Directors. These individuals are required to retire at the AGM but are available for re-election under Articles 46 – 51.
- 72 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.
- 73 Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson 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.

- 74 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.
- 75 Meetings may be held by telephone conference, video conference or other electronic means as appropriate.
- 76 Minutes of all such meetings will be made available to any member of the public requesting them.

### **Conduct of directors**

- 77 Each of the directors shall, in exercising his/her functions as a director of the company, act in the interests of the company; and, in particular, must
- (a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects.
  - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
  - (c) in circumstances giving rise to the possibility of a conflict of interest between the company and any other party
    - (i) put the interests of the company before that of the other party, in taking decisions as a director
    - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question
  - (d) to comply with the Company's code of conduct at all times
  - (e) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Act and the 2005 Act.

### **Delegation to sub-committees**

- 78 The directors may delegate any of their tasks to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine.
- 79 Any delegation of powers under article 78 is subject to such conditions as the directors may impose and may be revoked or altered.
- 80 The rules of procedure for any sub-committee shall be as prescribed by the directors. This sub-committee may offer recommendations for consideration by the Board but final decision-making shall always rest with the full Board of Directors.

### **Operation of bank accounts**

- 81 Any bank account or other account operated on behalf of the Company by a financial institution in which any part of the assets of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by two out of three, unrelated, signatories authorised for this purpose by the directors in accordance with the financial regulations of the Company and the terms of any mandates with the Company's bankers.
- 82 The Company may, subject to ensuring sufficient safeguards in terms of computer security and password management protocols, operate any or all of its bank accounts by electronic means. Authorised use of any such systems will be determined and reviewed by the Directors.
- 83 No two signatories to the bank account may be connected. The Charities and Trustee Investment (Scotland) Act 2005 defines "connected" as:

*"Any person to whom the [signatory] is married, is the civil partner of the [signatory] or with whom the [signatory] is living as husband and wife or, where the [signatory] and the other person are of the same sex, in an equivalent relationship.*

*Any child, parent, grandchild, grandparent, brother or sister of the [signatory] (and any spouse of any such person)*

*For the purposes of the above, a person who is another person's stepchild or brought up or treated by another person as if the person were a child of the other person, is to be treated as that other person's child."*

### **Secretary**

- 84 The directors may from time to time 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 such conditions of appointment shall be as determined by the directors.
- 85 The company secretary may be a director or an employee of the Company or any other person considered appropriate by the directors.
- 86 The company secretary may be removed by them at any time.

### **Accounts, Minutes and Record Keeping**

- 87 The directors shall ensure that accurate and complete records are kept of all general meetings of the Company, meetings of the directors and meetings of any sub-committee of the directors. Said records shall, inter alia, record those

present for some or all of the meeting, the decisions taken at that meeting and (as far as possible) shall be signed by the chairperson of the meeting which approves the minutes.

- 88 The directors shall ensure that proper accounting records are maintained and annual accounts prepared in accordance with all applicable statutory requirements.
- 89 The company's financial year end shall be 31<sup>st</sup> March.
- 90 Where the Company is required by law to have its annual accounts audited, the directors shall ensure that an audit is carried out by a qualified auditor. Where no audit is required by law, the directors shall ensure that the annual accounts are independently examined.
- 91 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
- 92 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 by ordinary resolution of the company.

### **Notices**

- 93 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 94 Any notice, 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.
- 95 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

### **Winding-up**

- 96 If on the winding-up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the members of the Company; that property shall instead be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the Company.
- 97 The charity or charities to which property is transferred under Article 96 shall be determined by the members of the Company at or before the time of dissolution or failing such determination, by such authority as may have jurisdiction at the time.
- 98 To the extent that effect cannot be given to the provisions of Articles 96 and 97 above, the relevant property shall be applied to some other charitable purpose or purposes.

### **Indemnity**

- 99 Every director 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 Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
- 100 To the extent permitted by the 2005 Act and the Act, the Company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

### **Constitution of company**

- 101 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company insofar as they are repeated here.

### **Defined terms**

- 102 In these articles of association, unless the context requires otherwise:-
- (a) "Act" means the Companies Act 2006;



- (b) “2005 Act” means the Charities and Trustee Investment (Scotland) Act 2005;
- (c) “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
- (d) “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
- (e) “electronic form” has the meaning given in section 1168 of the Act;
- (f) “Members” means the members of the Company;
- (g) “Company” means Guardbridge Community Development Trust
- (h) “local authority area” means the area covered by Fife Council or its successors;
- (i) “Directors” means the directors of the Company from time to time (or any duly constituted committee of them) and “Director” means any of them;
- (j) “OSCR” means the Office of the Scottish Charity Regulator;
- (k) “property” means any property, heritable or moveable, real or personal, wherever situated;
- (l) “subsidiary” has the meaning given in section 1159 of the Act; and
- (m) “clear days” shall be taken to mean that, for the notice period, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

103 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

104 The singular includes the plural and vice versa and reference to any gender includes all genders.

105 Words and expressions defined in the Act shall, save where otherwise defined in these Articles, bear the same meanings herein.