

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

ERIC LIDDELL CENTRE

(the “Company”)

PART 1

INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

Defined terms

1.1 In these articles, unless the context requires otherwise:-

the “Act”	means the Companies Act 2006, insofar as it applies to the Company including any statutory modifications or re-enactment thereof for the time being in force;
"Adviser(s)"	Means an individual who is invited by the directors to act as an Adviser to the board;
“AGM”	has the meaning in article 30.1;
"articles"	means the Company's articles of association as originally adopted or as altered from time to time.
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than Scotland which have an effect similar to that of bankruptcy, and “bankrupt” shall be construed accordingly;
"chairman"	has the meaning given in article 6.1;
"chairman of the meeting"	has the meaning given in article 32.3;
"director"	means a director of the Company under the Act, and a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005, and includes any person occupying the position of director, by whatever name called;
"member"	means any person or organisation whose applications for membership of the Company has been accepted in terms of article 27;
“Member Representative”	means an individual appointed by a member which is an organisation to represent the member at AGMs and general meetings who

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| | shall have the powers as set out in these Articles; |
| "ordinary resolution" | has the meaning given in section 282 of the Act; |
| "special resolution" | has the meaning given in section 283 of the Act; and |
| "subsidiary" | has the meaning given in section 1159 of the Act. |
| "Friend" | means an individual who is accepted by the directors as a supporter of the Company in terms of article 29. |
- 1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Act as in force on the date when these articles become binding on the Company.
- 1.3 The model articles for private companies limited by guarantee in Schedule 2 to The Companies (Model Articles) Regulations 2008 shall not apply to the Company except in so far as they are repeated in these articles.

Objects and Powers

2. This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the Company such that any activity which would otherwise be permitted by the terms of this clause may be carried on only if that activity furthers a purpose which is regarded as charitable; the expression "charitable" shall mean a charitable purpose under Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 (including any statutory amendment or re-enactment for the time being in force) which is also regarded as a charitable purpose in relation to the application of the Taxes Acts. Subject to that over-riding qualification, the Company's objects are:
- 2.1.1 To provide or assist in providing within a Christian framework a range of community, educational or welfare services, amenities or facilities for the benefit of;
- children, young people, elderly people, carers, the sick and disabled and other groupings within Edinburgh and throughout Scotland which will include;
- meetings (including accommodation for community meetings, activities and other charitable services), day centres, playgroups, youth clubs, individual or community care, counsel, advice, sport, entertainment, instruction or guidance and the provision of educational, social and health based courses and such other services, amenities or facilities as may be required, whether provided by the Company or in co-operation with any other agencies;
- 2.1.2 The advancement of civic responsibility and community development, with particular emphasis upon volunteering, carrying out research and acting on the results of that research;

- 2.1.3 The advancement of the arts, culture and heritage for the benefit and enjoyment of the public through the preservation, restoration, maintenance and conservation of the buildings, land and moveables of historical, religious and cultural significance [belonging to or on long lease to] the Eric Liddell Centre, including the stained glass windows and all Eric Liddell artefacts, memorabilia, photographs and letters; and
- 2.1.4 Any other purpose that may reasonably be regarded as analogous to any of the preceding purposes.
- 2.2 The Company has power to do anything lawful in pursuit of its objects, subject to any applicable requirement of the Charities and Trustee Investment (Scotland) Act 2005.
- 2.3 The income and property of the Company shall be applied solely towards the promotion of the Objects.

Liability of members

3. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for:-
- (a) payment of the Company's debts and liabilities contracted before he or 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.

PART 2

APPOINTMENT OF DIRECTORS

Number of directors

4. Unless otherwise determined by special resolution, the number of directors shall be limited to a maximum of fifteen and shall not be less than five.

Methods of appointing directors

- 5.1 Any member of the Company who wishes to be considered for appointment as a director at an AGM of the Company shall lodge with the Company a written notice of their willingness to be appointed (in such form as the directors may require).
- 5.2 At an AGM the Company may, by ordinary resolution, appoint as a director any member of the Company in respect of whom a written notice of willingness to accept such an appointment has been received in accordance with article 5.1.
- 5.3 The directors may at any time appoint any member of the Company (providing they are willing to act) to be a director, either to fill a vacancy or as an additional director.

- 5.4 Each director shall hold office for a term of three years after which he or she must retire at the immediately following AGM. Retiring directors may be re-appointed by ordinary resolution for a subsequent three year term, but shall not hold office for a continuous period of more than six years, unless they are serving as an office bearer, in which case their term of office will be subject to the provisions of articles 6 and 7. If any such director is not re-appointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting. On the expiry of the six year period the member shall not be eligible to be appointed as a director for a period of one year, but shall be eligible for re-appointment as a director on the expiry of this period, subject to the provisions of this article 5.4.

Appointment of Chairman and Vice Chairman

- 6.1 The directors shall appoint one of their number (as long as that person is willing to act) as the chairman of the board of directors for a period of three years (subject to the provisions of article 5.4, which shall also apply to the Chairman) and on expiry of the three year period he or she shall be eligible for re-election, if so willing to be re-appointed, under such terms and conditions as the directors may determine. The Chairman's appointment shall immediately terminate on the person ceasing to be a director.
- 6.2 The directors may appoint any director they think fit as a vice chairman of the Company for a period of three years after which they must retire at the immediately following AGM. Retiring directors may be re-appointed by ordinary resolution for a subsequent three year term, but shall not normally hold office as vice chairman for a continuous period of more than six years. If any such director is not re-appointed, he or she shall retain that particular office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting. A member who is re-appointed as a director at a later date after the expiry of two consecutive terms in office will be eligible to be re-appointed as vice-chairman.

Secretary and Treasurer

7. Subject to the provisions of the Act, the directors may appoint a secretary and treasurer for such period, for such remuneration and upon such conditions as they think fit, and any secretary and treasurer so appointed by the directors may be removed by them. For the avoidance of doubt, the secretary and treasurer can both be a director, subject to the provisions of article 9 hereof.

Termination of director's appointment

8. A person ceases to be a director as soon as:
- (a) that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
 - (b) a bankruptcy order is made against that person or they become apparently insolvent in accordance with the provisions of the Charities and Trustee Investment (Scotland) Act 2005;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;

- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than six months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (g) that person has for more than four consecutive meetings been absent without permission of the directors from meetings of the directors held during that period and the directors make a decision to vacate that person's office;
- (h) that person becomes an employee of the Company; or
- (i) he or she becomes disqualified from acting as a charity trustee under the terms of the Charities and Trustee Investment (Scotland) Act 2005 or any re-enactment thereof.

Directors' remuneration

9. Only a minority of the directors shall be entitled to the payment in good faith of any reasonable and proper remuneration subject to the provisions of Chapter 9 of the Charities and Trustee Investment (Scotland) Act 2005 whether in respect of his or her office as director or as holder of any position of office.

Directors' expenses

10. The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- (a) meetings of directors or committees of directors;
- (b) general meetings; or
- (c) meetings of general committees,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

Adviser(s) to the board and any committee of directors

11. The directors can at their discretion invite such persons as they see fit to act as Advisers to the board or of any committee of the directors, if he or she is willing to act. Such persons shall have such rights, duties and terms of appointment as determined by the directors but so that such persons shall not by virtue of being an Adviser as aforesaid be a member or a director of the Company and their rights (if any) shall not include a right to vote at board meetings. Such persons will provide particular skills, experience and expertise which may be helpful for the good management of the Company

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively at a meeting

- 12.1 A decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 13.
- 12.2 If the number of directors falls below the number required by these articles, the sole continuing director may act only for the purpose of filling vacancies or for calling a general meeting.

Passing a resolution other than at a meeting

- 13.1 A decision of the directors is taken in accordance with this article when a majority of eligible directors indicates by any means that they share a common view on a matter.
- 13.2 Such a decision may take the form of a resolution in writing, where a majority of the eligible directors has signed one or more copies of it, or to which a majority of eligible directors has otherwise indicated agreement in writing.
- 13.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 13.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Casting vote

- 14.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- 14.2 Article 14.1 does not apply if, in accordance with these articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Calling a directors' meeting

- 15.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 15.2 Notice of any directors' meeting shall be given in such form and with such content as the directors may declare.
- 15.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 15.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice

is given after the meeting has been held, that does not affect the validity of the meeting, or any business conducted at it.

- 15.5 Notice of a directors' meeting need not be given to a director who is absent from the United Kingdom.

Participation in directors' meetings

- 16.1 Subject to these articles, directors participate in a directors' meeting, or part of a directors' meeting, when the meeting has been called and takes place in accordance with these articles.
- 16.2 The directors participate when each communicates to the others, by whatever means, any information or opinions they have on any particular item of the business of the meeting;
- 16.3 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 16.4 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

- 17.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 17.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors and, except as provided in article 17.3 below, unless so fixed as any other number shall be five, and must include at least two of the following persons:- the chairman, the vice chairman, the secretary, the treasurer and the convener(s) of any agreed committee(s) established in accordance with the provisions of article 26.1 and 26.2 hereof.
- 17.3 For the purposes of any meeting (or part of a meeting) held pursuant to article 20.3 to authorise a director's conflict, if there is only one eligible director in office other than the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director.
- 17.4 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- (a) to appoint further directors; or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

18. If the chairman is not participating in any directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Transactions or other arrangements with the Company

- 19.1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he or she has declared the nature and extent of his or her interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
 - (b) shall be an eligible director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such contract or proposed contract in which he or she is interested;
 - (c) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such contract or proposed contract in which he or she is interested;
 - (d) may act by himself or herself or with his or her firm in a professional capacity for the Company (otherwise than as auditor) and he or she or his or her firm shall be entitled to remuneration for professional services as if he or she were not a director;
 - (e) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
 - (f) shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he or she (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.
- 19.2 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 19.3 Subject to article 19.4, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in a meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 19.4 If any question as to the right to participate in a meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Directors' conflicts of interest

- 20.1 Except as otherwise provided by these articles, a director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he or she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless the interest or duty arises only because the case falls within either or both of the following paragraphs:
- (a) the resolution relates to the giving by the director of a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by the director for the benefit of, the Company or any of its subsidiaries; and/or
 - (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part (and whether alone or jointly with others) under a guarantee or indemnity or by the giving of security.
- 20.2 For the purposes of article 20.1, an interest of a person who is, for any purpose of the Act, connected with a director shall be treated as an interest of the director.
- 20.3 A director shall not be counted in the quorum present at that part of a meeting in relation to a resolution on which he or she is not entitled to vote. However, any such director shall, at the discretion of the directors, be entitled to participate in the discussion relating to the resolution in question.
- 20.4 The Company may by special resolution suspend or relax to any extent, either generally, or in respect of any particular matter, any provision of these articles prohibiting a director from voting at a meeting of the directors or at a meeting of a committee of directors.
- 20.5 Where proposals are under consideration concerning the appointment of two or more directors as office bearers with the Company the proposals may be divided and considered in relation to each director separately; provided he or she is not for another reason precluded from voting, each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his or her own appointment.
- 20.6 If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and the chairman's ruling in relation to any director other than himself or herself shall be final and conclusive.

Records of decisions to be kept

21. The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the relevant date of all proceedings at directors' meetings (including the names of the directors present at such meeting) and of all decisions otherwise made or considered by the directors.

Directors' discretion to make further rules

22. Subject to these articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

23. Subject to these articles, the directors are responsible for the management of the Company's business for which purpose they may exercise all the powers of the Company.

Members' reserve power

- 24.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 24.2 No special resolution referred to in article 24.1 shall invalidate anything which the directors have done before the passing of the resolution.

Directors' power of delegation

- 25.1 Subject to these articles, the directors may delegate any of the powers which are conferred on them under these articles:
- (a) to any director or committee consisting of one or more directors;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;
- as they think fit.
- 25.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 25.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

- 26.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on the provisions within these articles which govern the taking of decisions by directors.
- 26.2 The directors may make rules of procedure for all or any committees which prevail over rules derived from these articles if they are not consistent with them.

PART 3

MEMBERS BECOMING AND CEASING TO BE A MEMBER

27.1 Application for Membership

Any individual or organisation that has an interest in supporting the Company and wishes to become a member shall lodge with the Secretary a written application for membership (in such form as the directors require), signed by the individual or on behalf of the organisation stating the name of its Member Representative.

- 27.2 There shall be no limit on the number of members of the Company. However, in order to ensure that the membership represents a wide range of age groups, interests and different organisations and churches, no organisation or church should make up more than twenty per cent of the membership in total. The company will therefore be entitled to reject any application for membership where this limit is exceeded.
- 27.3 For so long as an organisation remains a member it shall appoint a Member Representative. The Member Representative shall exercise the right of membership on behalf of the organisation. The organisation retains full power to replace the Member Representative with a different Member Representative and to allow an alternative member representative to represent the organisation when the primary Member Representative is not available. Any such appointment whether of the primary or the alternate Member Representative shall be intimated in writing to the secretary. Each Member Representative shall have one vote at any general meeting and one vote at AGMs unless the member's subscription has not been paid by the due date, whereupon the Member Representative shall not be entitled to vote until the member's arrears have been settled in full.
- 27.4 An individual or organisation applying for admission as a member shall lodge such evidence in support of the application as the directors may require.
- 27.5 Every application for membership shall be considered by the directors at the first board meeting held after receipt by the company of the written application and appropriate supporting evidence. Any such written application must be approved by at least two thirds of the directors at the meeting. The secretary shall thereafter notify each applicant in writing of the decision as to whether or not to admit them as a member within 7 clear days following the meeting at which the application was considered. Upon payment by the applicant of the annual subscription money in accordance with article 27.7, the name of the individual or organisation shall be entered in the register of members of the company by the directors and upon such entry the applicant shall become a member.
- 27.6 The directors must keep a register of names and addresses of the members.
- 27.7 The directors may at their discretion levy subscriptions on members of the Company at such rate(s) as they shall decide and may levy subscriptions at different rates on different categories of members.

Termination of membership

- 28.1 A member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.
- 28.2 Membership is not transferable.
- 28.3 A person's membership terminates when that person dies or ceases to exist.

- 28.4 A person's or organisation's membership is terminated if any subscription or other sum payable by the member to the Company is not paid on the due date and remains unpaid seven days after notice served on the member by the Company informing such member that he or she or they will be removed from membership if it is not paid; the directors may re-admit to membership any person or organisation removed from membership on this ground on such person or organisation paying such reasonable sum as the directors may determine.
- 28.5 A person's or organisation's membership is terminated if they become bankrupt, insolvent or if a receiver or liquidator is appointed to all or part of the member's assets, or if any notice of any resolution is presented to have the member wound up.
- 28.6 A person's or organisation's membership is terminated if, at a meeting of the directors at which not less than half of the directors are present, a resolution is passed resolving that the member be expelled because their membership or participation is not considered by the directors to be conducive to the best interests of the Company. Such a resolution shall not be passed unless the member has been given not less than fourteen clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the directors. A member expelled by such a resolution shall nevertheless remain liable to pay to the Company any subscription due up to the date of expulsion.

Friends

29. It shall be lawful for the directors to provide for the admission of such persons as they may think fit to be a Friend of the Company with such rights, duties and liabilities as determined by the directors but so that such persons shall not by virtue of being a Friend as aforesaid be members of the Company and their rights (if any) shall not include a right to speak or vote at general meetings of the Company. The directors shall keep a register of such Friends of the Company. The directors can terminate the involvement of any person who is a Friend of the Company at their discretion and their name shall be removed from the register of Friends.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 30.1 The directors shall convene a general meeting of the members every year as its annual general meeting ("AGM"). All meetings other than AGMs shall be called general meetings. A notice convening an AGM shall specify the meeting as an AGM. The provisions of these articles in relation to general meetings shall apply to AGMs.
- 30.2 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 30.3 A person is able to exercise the right to vote at a general meeting when:
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

30.4 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

Quorum for general meetings

31.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

31.2 Five members entitled to vote upon the business to be transacted, each being a member or a proxy of a member or a duly authorised representative of a corporation, shall be a quorum.

Chairing general meetings

32.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

32.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the vice-chairman (if appointed) shall act as chairman; if the vice-chairman is not willing to act as chairman or is not present within ten minutes of the time at which a meeting was due to start:

- (a) the directors present; or
- (b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

32.3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

Attendance and speaking by directors and non-members

33.1 Directors may attend and speak at general meetings.

33.2 The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

Adjournment

34.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum or during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

34.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

- (a) the meeting consents to an adjournment; or

- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 34.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 34.4 When adjourning a general meeting, the chairman of the meeting must:
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 34.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to the same persons to whom notice of the Company's general meetings is required to be given; and
 - (b) containing the same information which such notice is required to contain.
- 34.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

35. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.

Errors and disputes

- 36.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 36.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

- 37.1 A poll on a resolution may be demanded:
- (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

- 37.2 A poll may be demanded by:
- (a) the chairman of the meeting;
 - (b) the directors; or
 - (c) any person having the right to vote on the resolution.
- 37.3 A demand for a poll may be withdrawn if:
- (a) the poll has not yet been taken; and
 - (b) the chairman of the meeting consents to the withdrawal.
- 37.4 Polls must be taken when, where and in such manner as the chairman of the meeting directs.

Content of proxy notices

- 38.1 Proxies may be validly appointed only by a notice in writing (a "proxy notice") which:
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is 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 these articles and any instructions contained in the notice of the general meeting to which they relate.
- 38.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 38.3 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.
- 38.4 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.

Delivery of proxy notices

- 39.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.

- 39.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 39.3 A notice revoking a proxy appointment takes effect only if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 39.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

Amendments to resolutions

- 40.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 40.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 40.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

Records of members

41. The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the relevant date of all proceedings at general meetings of the Company.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

- 42.1 Subject to these articles, anything sent or supplied by or to the Company under these articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company. In addition, the Company may also give notice to members by displaying a copy of the notice on the noticeboard within the Eric Liddell Centre.

- 42.2 Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 42.3 The times of deemed delivery of documents and information specified in sections 1147(2) and 1147(3) of the Act shall be amended as follows:
- (a) subject to the other requirements of section 1147(2) of the Act, documents or information sent by first class post to an address in the United Kingdom shall be deemed to have been received 24 hours after being posted;
 - (b) subject to the other requirements of section 1147(2) of the Act, documents or information sent by second class post to an address in the United Kingdom shall be deemed to have been received 48 hours after being posted; and
 - (c) subject to the other requirements of section 1147(3) of the Act, documents or information sent or supplied by electronic means shall be deemed to have been received 24 hours after being sent.

Company seal

- 43.1 The company seal may be used only by the authority of the directors or of a committee of directors authorised by the directors.
- 43.2 The directors may determine who shall sign any instrument to which the seal is affixed.
- 43.3 Unless otherwise decided by the directors, if the company seal is affixed to a document, the document must also be signed by at least one director and by the secretary or by a second director.

Patrons and honorary appointments

44. The directors may appoint any person or persons to be patrons of the Company or to hold such other honorary appointments for such term or terms specified at the time of appointment and with such rights, duties and responsibilities as they shall think fit. Such persons shall not by virtue only of such appointments be directors or members of the Company.

No right to inspect accounts and other records

- 45 Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

46. The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

47.1 Subject to article 47.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- (a) each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him or her as a relevant officer:
 - (i) in the actual or purported execution and/or discharge of his duties, or in relation to them; and
 - (ii) in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by him or her in defending any civil or criminal proceedings, in which judgment is given in his or her favour or in which he or she is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part or in connection with any application in which the court grants him or her, in his or her capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and

- (b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him or her in connection with any such proceedings and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

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

47.3 In this article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a "relevant officer" means any director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

Insurance

48.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

48.2 In this article:

- (a) a "relevant officer" means any director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but

excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor);

- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the company or associated company; and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Winding up

- 49 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 but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the Company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as the Company does.