

THE COMPANIES ACTS 1985 to 2006



Company Secretary  
30<sup>th</sup> April 2019

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION**

**OF**

**WAVERLEY HOUSING**

**COMPANY NO: 115066**

**(Adopted by Special Resolution passed on 30<sup>th</sup> April 2019)**

**DEFINITIONS AND INTERPRETATIONS**

1. In these Articles:-

"the Act" means the Companies Acts (as defined in section 2 of the Companies Act 2006);

"2005 Act" means the Charities and Trustee Investment (Scotland) Act 2005;

"Board" means the board of Directors of the Company from time to time;

"Chairperson" means the chairperson appointed in accordance with these Articles;

"Charitable Body" / "Charitable Bodies" shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts;

"Charitable Purpose" / "Charitable Purposes" shall mean a purpose which is a charitable purpose for the purposes of section 7 of the 2005 Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

"Directors" mean the Directors from time to time and for the time being of the Company, and

"Director" means any one of such Directors;

"Member" means a member of the Company, also a Director under these Articles;

"Scottish Housing Regulator" means the body established under section 1 of the Housing (Scotland) Act 2010;

"Secretary" means any secretary of the Company or any other person who may be appointed from time to time to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

- 1.1 Model articles, including the articles contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 shall not apply to the Company, and the following shall be the regulations of the Company.
2. Any reference in these Articles to "clear days" in relation to a period of notice indicates that in calculating such period the day when the notice is given or deemed to be given and the day for which it is given or on which it is due to take effect are to be excluded.
3. Unless the context otherwise requires, words or expressions contained in these Articles bear the same respective meanings as in the Act.
4. The Interpretation Act 1978 shall apply to these Articles as it applies to any Act of Parliament. References to the masculine gender shall include the feminine and neuter genders and vice versa and references to the singular shall include the plural.
5. The Company's name is Waverley Housing.
6. The Company's registered office is to be situated in Scotland.
7. The Company's Charitable Purposes are:
  - 7.1 to provide for the relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage through the provision, construction, improvement and management of land and accommodation and the provision of care; and
  - 7.2 any other purpose or object permitted under Section 24 of the Housing (Scotland) Act 2010 which is charitable both the purposes of Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and also in relation to the application of the Taxes Acts.
8. In furtherance of the Charitable Purposes set out in article 7, the Company shall have the following powers:
  - (a) To carry on any activity which may be carried on in connection with the Charitable Purposes of the Company;
  - (b) to provide good quality housing for rent at affordable rents under secure conditions of tenancy;
  - (c) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the Charitable Purposes of the Company.
  - (d) To purchase, take on fee, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the Charitable Purposes of the company.

- (e) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the Company.
- (f) To sell, fee, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the Company.
- (g) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person or Company.
- (h) To borrow money and give security for the payment of money by, or the performance of other obligations of, the Company or any other person.
- (i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (j) remunerate any individual in the employment of the Company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual, who is or was at any time in the employment of the company, and the wife, widow, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- (k) To promote any Act of Parliament, Provisional Order and other authority to enable the Company to carry on its business, alter its constitution, and achieve any other purpose which may promote the company's interests, and to oppose or object to any application or proceedings which may prejudice the Company's interests.
- (l) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Company and to obtain from any such organisation, government or authority any charter, right, privilege or concession.
- (m) To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable or benevolent body, whether incorporated or unincorporated.
- (n) To give any debentures or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of.
- (o) To effect insurance against risks of all kinds.
- (p) To invest moneys of the Company not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world)

and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.

- (q) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the Company and to promote any Company or other incorporated body formed for the purpose of carrying on any activity which the Company is authorised to carry on.
- (r) To amalgamate with any charitable body, incorporated or unincorporated, having objects altogether or in part similar to those of the company.
- (s) To subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any Company with which the Company is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the Company is authorised to amalgamate.
- (t) To transfer all or any part of the undertaking, property and rights of the Company to any body, incorporated or unincorporated, with which the Company is authorised to amalgamate.
- (u) To subscribe and make contributions to or otherwise support charitable or benevolent bodies, whether incorporated or unincorporated, and to make donations for any public purpose connected with the activities of the Company or with the furtherance of its objects.
- (v) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditional or in trust for any of the objects of the Company.
- (w) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the Company, whether by way of subscriptions, grants, loans, donations or otherwise.
- (x) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- (y) To do anything which may be deemed incidental or conducive to the attainment of any of the objects of the Company.

And it is declared that in this Article where the context so admits, 'property' means any property, heritable or moveable, real or personal, wherever situated.

9. Subject to Article 10
- (a) The income and property of the Company shall be applied solely towards the promotion of its objects as set out in Article 7 of these Articles;
  - (b) No part of the income and property of the Company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the Members/Directors of the Company;
  - (c) No Director of the company shall be appointed to any office under the company in respect of which a salary or fee is payable; and
  - (d) No benefit in money or money's worth shall be given by the Company to any Director except repayment of out-of-pocket expenses.
10. The Company shall subject to complying with sections 67 and 68 of the 2005 Act and notwithstanding the provisions of Article 9, be entitled:
- (a) to pay reasonable and proper remuneration to any Director / Member of the Company in return for services actually rendered to the Company;
  - (b) to pay interest at a rate not exceeding the commercial rate on money lent to the Company by any Director / Member of the Company;
  - (c) to pay rent at a rate not exceeding the open market rent for premises let to the Company by any Director / Member of the Company;
  - (d) to purchase assets from, or sell assets to, any Director / Member of the Company providing such purchase or sale is at market value.
11. The liability of the Members is limited.
12. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.
- 12.1 If on the winding up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall 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 Charitable Purposes 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 under these Articles.

- 12.2 The Charitable Body or Charitable Bodies to which property is transferred under Article 12.1 shall be determined by the Scottish Housing Regulator in accordance with section 106 of the Housing (Scotland) Act 2010.
- 12.3 To the extent that effect cannot be given to the provisions of Articles 12.1 and 12.2, the relevant property shall be applied to some other Charitable Purpose or Charitable Purposes.
13. Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Company; such accounting records shall be open to inspection at all times by any Director of the Company.

#### **MEMBERSHIP**

14. Membership of the Company shall not be transferable and shall cease on death.
15. There shall be no fewer than 7 and no more than 10 Members. Should the number of Members fall below 7 the Company may act so as to appoint additional Members.
16. Membership shall be open to persons willing to act as Directors who are not disqualified from acting as a director under the Act or as a trustee under the 2005 Act. Such persons shall, upon appointment/election and together with other Members (Directors) provide a fit-for-purpose comprehensive skill-set to take forward the charitable purposes of the Company.
17. Subject to Articles 18, and 19, Membership of the Company shall consist of the Directors and shall commence on the date of appointment of a Director.
18. No employee of the Company may become a Member; a person admitted to membership shall automatically cease to be a Member if he becomes an employee of the Company.
19. A person shall cease to be a Member if he or she ceases to hold office as a Director of the Company in accordance with Article 68.

#### **REGISTER OF DIRECTORS / MEMBERS**

20. The Directors shall maintain a register of Directors (also serving as a register of Members) setting out the name and address of each Member and the date on which Membership / Directorship commenced and ceased.

## GENERAL MEETINGS

21. The Company may in each year opt to hold a general meeting of its Members as an Annual General Meeting (the "AGM") in addition to any other general meetings in that year, and shall specify the AGM as such in the notice calling it. An AGM shall be held at such time and place as the Directors shall appoint.
22. The Directors may, whenever they think fit, convene a general meeting of all of its Members. The Directors must convene a general meeting of the Company if there is a valid requisition of Members (under section 303 of the Act) or a requisition by a resigning auditor (if any) (under section 518 of the Act).
23. All general meetings shall be called by giving at least 14 clear days' notice to specify the date, time and location of the meeting and the business to be considered and details of how a Member may appoint a proxy. If it is proposed to move any special resolution at the meeting, the full text of the special resolution must also be included in the notice of the meeting.
24. Notice of the meeting may be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to the Members of the Company, to the Directors and to the auditors of the Company; provided that a meeting shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority of the Members at that meeting (representing not less than 90 (ninety) per cent of the total voting rights of all the Members of the Company) in accordance with section 307 of the Act.
25. Notice of a general meeting may be given either:
  - (a) in writing or (where a Member has notified the Company of an address to which Electronic Communication may be sent) in electronic form; or
  - (b) by means of a website where the Company has complied with section 309 of the Act.
26. The accidental omission to give notice of any general meeting of the Company to, or the non-receipt of a notice of a general meeting of the Company by, any Member or other person entitled to receive notice shall not invalidate the proceedings at that meeting.

## PROCEEDINGS AT GENERAL MEETINGS

27. No business shall be transacted at any meeting unless a quorum is present; four Members present in person or by proxy shall be a quorum.
28. If the quorum required under the preceding Article 27 is not present within half an hour after the time appointed for the meeting, or if during a meeting such 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.

29. The Chairperson (or, in his absence the Vice-Chairperson) shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if neither the Chairperson nor the Vice-Chairperson is present and/or willing to act as chairperson within half an hour of the time appointed for holding the meeting, the Members present shall elect one or their number to act as chairperson.
30. The Chairperson may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.
31. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
32. Where a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
33. A resolution put to the vote at a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded by the Chairperson or 10% of the Members present in person or by proxy and entitled to vote.
34. Unless a poll is demanded in accordance with the preceding Article 33, a declaration by the Chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
35. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairperson; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn.
36. If a poll is demanded in accordance with Article 33, it shall be taken at once by means of a secret ballot of all the Members present in person or by proxy and entitled to vote conducted in such manner as the Chairperson may direct; the result of such poll shall be declared at the meeting at which the poll was demanded.
37. A resolution in writing signed by all the Members shall be as effectual as if it had been passed at a general meeting duly convened and held; it may consist of several documents in the same form each signed by one or more Members.



### **VOTES OF MEMBERS**

38. Every Member shall have one vote which may be given personally or by the use of a proxy in a form approved by the Board. In constituting a quorum a Member present by proxy shall be counted as present. A proxy need not be a Member. An instrument appointing a proxy and any authority under which it is executed and a copy of such authority certified notarially or in some other way approved by the Board shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified in the notice convening the general meeting of the Company or in any instrument of proxy sent out by the Company in relation to the general meeting of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
39. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he may have, except in relation to a vote on the appointment to the office of Chairperson.
40. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

### **DIRECTORS OF THE COMPANY**

41. The Directors of the Company shall comprise the Members :-  
  
(with effect from the date of their appointment/election as a Director and admission to membership, such date also being the date of their admission as a Member). The Company shall have no less than seven Directors and no more than fifteen Directors.
42. The Directors:
- 42.1 shall maintain at all times a document setting out the key-skills required from its Directors for the specific purpose of assisting in relation to the appointment of replacement and / or additional Directors pursuant to these Articles so as to ensure a skill -set -fit-for-purpose to take forward the Charitable Purposes of the Company;
- 42.2 as part of Article 42.1, take steps to ensure, so far as possible, opportunity for Tenants of the Company to put themselves forward for appointment election as Directors/Members.
43. Directors may be elected at a general meeting or appointed by the Directors.
44. Directors shall hold office for a maximum of four years at any one time, after which they shall retire at the next occurring general meeting or meeting of the Directors, though retiring Directors

shall be eligible for re-election at that meeting. For the avoidance of doubt, any Director re-appointed in this way shall be deemed to have held the position of Director/Member continuously.

#### **DIRECTORS' INTERESTS**

45. Subject to the provisions of the Act, the 2005 Act and Articles 9 and 10 of these Articles and provided that he or she has disclosed to the Board the nature and extent of any material interest of his or her, a Director notwithstanding his or her office:-

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a Director or other officer of, or employed by, or a party in any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

46. For the purposes of Articles 45 and 47:-

- (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified;
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his;
- (c) an interest of a person who is, for any purpose of the Act or 2005 Act, connected with a Director shall be treated as an interest of the Director; and
- (d) subject to the provisions of Article 47, 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 Chairperson of the meeting; his or her ruling in relation to any Director other than himself shall be final and conclusive.

### DIRECTORS' REMUNERATION AND EXPENSES

47. Any Director who has any interest financial or otherwise or any conflict of interest either personally or as a member of a firm or as a director or other officer of a business trading for profit or in any other way in any contract or other transaction with the Company about to be discussed at a meeting of the Directors shall disclose the nature of his interest to the meeting, shall withdraw from the meeting and shall not be entitled to vote at the meeting or at a meeting of a committee of Directors on any resolution concerning the matter in which he or she has declared such an interest. Any Director who fails to disclose any interest he is required to disclose under this Article 47 shall vacate his or her office as a Director and Member if he or she is required to do so by a majority of the remaining Directors at a Board meeting specially convened for that purpose.
48. The Directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of Directors, general meetings, meetings of committees of Directors or meetings of General Committees (as defined in Article 77) or otherwise in connection with the discharge of their duties.
49. Except as permitted under the 2005 Act and expressly provided below or in Articles 9 and 10, no Director shall be eligible to be paid remuneration, whether in respect of his or her office as Director or as holder of any office of the Company. In addition and without prejudice to the foregoing generality, the Company shall not make a payment or grant a benefit to:-
- (a) an officer or employee of the Company;
  - (b) a person who at any time within the preceding twelve months has held any post or office within sub-article (a) above;
  - (c) a close relative of a person within sub-articles (a) or (b) above; or
  - (d) a business trading for profit of which a person falling within sub-articles (a) to (c) above is a principal proprietor or in the management of which such a person is directly concerned

except that the Company may make payments or grant benefits as follows:-

- (e) reasonable and proper remuneration and payments made or benefits granted to an officer or employee of the Company (whether or not he is a Director) under his or her contract of employment;
- (f) the payment of proper and reasonable expenses actually incurred in carrying out the business of the Company to an officer who does not have a contract of employment with the Company; or

- (g) where a tenancy of a house owned by the Company has been granted to a person, or close relative of a person, who later becomes a Director or officer or employee of the Company, the grant to that tenant of a new tenancy, whether of the same house or another house.

#### **POWERS OF DIRECTORS**

50. Subject to the provisions of the Act, these Articles, the obtaining of necessary consents from the Office of the Scottish Charity Regulator under the 2005 Act and the Scottish Housing Regulator under the Housing (Scotland) Act 2010 as amended and to any directions given by ordinary or special resolution, the business of the Company shall be managed by the Directors who may exercise all powers of the Company.
51. No alteration of or these Articles and no direction given by ordinary/special resolution shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.
52. The powers conferred by Article 50 shall not be limited by any special power conferred on the Directors by these Articles.
53. A meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
54. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of his powers.

#### **PROCEEDINGS OF DIRECTORS**

55. Subject to these Articles, the Directors may regulate their proceedings as they think fit.
56. Any Director may call a meeting of the Directors or request the Secretary (if any) to call a meeting of the Directors.
57. No notice of a meeting of Directors need be given to a Director who is absent from the United Kingdom.
58. Questions arising at a meeting of Directors shall be decided by a majority of votes; in the case of an equality of votes, the Chairperson shall have a second or casting vote.
59. The quorum for the transaction of the business of the Directors may be fixed by the Directors and, unless so fixed at any other number, shall be five, declaring however that, notwithstanding any other provision of these Articles, a meeting which was quorate will not cease to be quorate (provided always that a minimum of three Directors remains present) by virtue of any one or

more Directors being required to leave the meeting as a result of having disclosed an interest pursuant to Article 47.

60. The continuing Directors or a sole continuing Director may act notwithstanding vacancies but if the number of remaining Directors is less than the number fixed as the quorum, they or he or she may act only for the purpose of filling vacancies or of calling a general meeting.
61. Unless he is unwilling to do so, the Chairperson shall preside at every meeting of Directors at which he or she is present. If such person is unwilling to act as Chairperson or is not present within fifteen minutes after the time appointed for the meeting, the Vice-Chairperson shall act as Chairperson; if the Vice-Chairperson is not willing to act as Chairperson or is not present within fifteen minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairperson of the meeting.
62. All acts done by a meeting of Directors or by a meeting of a committee of Directors or by a person acting as a Director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any Director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
63. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held; it may consist of several documents in the same form each signed by one or more Directors.
64. Where proposals are under consideration concerning the appointment of two or more Directors to offices with any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each Director separately; provided he 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 own appointment.
65. 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 Chairperson of the meeting; his or her ruling in relation to any Director other than himself or herself shall be final and conclusive.
66. Notwithstanding any other provision of these Articles, no Director shall be entitled to vote upon or attend any meeting at which the remuneration or benefits of such Director are to be discussed or voted upon.

67. Any Director may participate in a meeting of the Company or of the Directors or of any committee of which he is a member by conference, telephone or similar communications equipment by means of which all the persons participating in such meeting can hear each other at the same time. Participation in a meeting in this manner shall be deemed to be presence in person at the meeting by such Director.

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

68. A Director shall vacate, and be deemed without further notice to have vacated, office as a Director (and consequentially shall automatically cease to be a Member) forthwith if:-
- (a) he or she ceases to be a Member for any reason, including by virtue of any provision of the Act or becomes prohibited by law from being a Member;
  - (b) he or she is or becomes apparently insolvent within the meaning of the Bankruptcy (Scotland) Act 1985, becomes bankrupt or enters into a formal arrangement or composition with his creditors;
  - (c) in the opinion of the majority of the Board he or she is or becomes incapable for medical reasons of fulfilling the duties of his office and such incapacity is expected to continue for a period of more than six months;
  - (d) he or she resigns office by notice to the Company;
  - (e) he or she is absent for a period of more than six months (without permission of the Board) from meetings of Directors/Members held during that period and the Board resolves to remove him from office;
  - (f) there is the passing of a resolution in accordance with section 168 of the Act at a general meeting of the Company for his or her removal;
  - (g) he or she has been removed from the board or governing body of a Registered Social Landlord (including the Company) by the Scottish Housing Regulator;
  - (h) he or she is or becomes party to legal proceedings by or against the Company;
  - (i) if the Board determines that the person has gained or will be likely to gain material financial advantage from Membership of the Company other than as may be permitted under these Articles;
  - (j) where it has statutory right to require such removal, the Scottish Housing Regulator serves notice on the Company requiring that the Company removes such person as a Member;
  - (k) he or she is found guilty of a criminal offence (other than a road traffic offence); or

- (l) he or she has been found guilty of maladministration of a charity under the 2005 Act.

#### **APPOINTMENTS TO EXECUTIVE OFFICE**

69. The Board shall elect one Director to the office of Chairperson; and shall elect one Director to the title of Vice-Chairperson and may elect other Directors to such other offices as the Directors may from time to time determine.
70. The office of Chairperson, Vice-Chairperson and any other offices shall be held, subject to Article 72, until the relevant person retires in accordance with Article 44.
71. A person whose holding of office expires under Article 70 may be re-appointed/elected to such office (providing he or she is willing to act).
72. The appointment of any person to office of Chairperson or to other office under Article 69 shall terminate if that person ceases to be a Director or if that person resigns from such office of Chairperson or title by notice to the Company.
73. If the appointment of any Director to an office under Article 69 terminates under Article 72, the remaining Directors shall, at a meeting of the Board held as soon as reasonably practicable after such termination, appoint another Director to hold such office in that Director's place..

#### **DELEGATION TO COMMITTEES OF DIRECTORS AND HOLDERS OF EXECUTIVE OFFICE**

74. The Directors may delegate any of their powers to any committee consisting of two or more Directors; they may also delegate to the Chairperson or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him.
75. Any delegation of powers under the preceding Article may be made subject to such conditions as the Directors may impose and either collateral with or to the exclusion of their own powers and may be revoked or altered.
76. Subject to any condition imposed in pursuance of the preceding Article, the proceedings of a committee consisting of two or more Directors shall be governed by the Articles regulating the proceedings of meetings of Directors so far as they are capable of applying.

#### **DELEGATION TO GENERAL COMMITTEES**

77. For the purposes of these Articles, "General Committee" means a committee appointed by the Directors whose constitution complies with Articles 79 to 83.

78. The Directors may, subject to Article 82, delegate to any General Committee all such powers as the Directors may think fit; any such delegation shall be made collateral with, and not to the exclusion of, the Directors' powers and may be revoked or altered.
79. The majority of the members of a General Committee shall be members of the Company; the remaining members need not be members of the Company.
80. The Director appointed to such office at a meeting of the Board shall hold office as convenor of a General Committee.
81. Each General Committee shall regulate its proceedings in accordance with the directions issued by the Board and shall give effect to any instruction or decision on matters of principle issued or made by the Board.
82. Unless otherwise determined by special resolution, the following matters shall be excluded from delegation to any General Committee:-
- (a) any introduction of new policy or any change in policy which could have a significant impact on the Company or which would fall within the responsibility of another committee or conflict with the declared policy of another committee;
  - (b) any matter involving expenditure not in accordance with the financial regulations of the Company;
  - (c) any capital building project; and
  - (d) the appointment or dismissal of any employee of the Company.
83. All contact with third parties in connection with the discharge of the functions of a General Committee shall be entered into by the convenor of the committee or, in his absence, by some other Director of the Company; no member of a General Committee (other than a Director) shall contract, or hold himself out as contracting, on behalf of the Company.
84. All acts done by a General Committee shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the committee or that any member of the committee was not qualified to act as such, be as valid as if every such person had been duly appointed or was so qualified.
85. A resolution in writing signed by all the members of a General Committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held; it may consist of several documents in the same form each signed by one or more members of the committee.



### **SECRETARY**

86. A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

### **MINUTES**

87. The Directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the Directors, meetings of committees of Directors and meetings of General Committees; a minute of a meeting of Directors or of a committee of Directors shall include the names of the Directors present.

### **SEAL**

88. The Company shall not have a seal.

### **NOTICES**

89. Any notice which requires to be given to a Member under these Articles shall be given in writing or by electronic means.

Any notice may be:

- (a) given personally to the member; or
  - (b) sent by post in a pre-paid envelope addressed to the Member at the address last intimated to the Company; or
  - (c) (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.
90. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
91. 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**

92. If the Company is wound up, the liquidator shall transfer the assets of the Company to an appropriate body in accordance with the Articles and, if the Company remains a Registered Social Landlord and Charity, with the consent of the Scottish Housing Regulator and Office of the Scottish Charity Regulator.

**INDEMNITY**

93. Every Director and the Secretary (if appointed) may be indemnified (to the extent permitted by sections 232, 234, 532 and 533 of the 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; that may include, without prejudice to that generality (but only to the extent permitted by the Act), any liability incurred by them in defending any proceedings (whether civil or criminal) in which judgment is given in their favour or in which they are acquitted or 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.
94. To the extent permitted by the Act and the 2005 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 their 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).