

THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

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# **BELTANE FIRE SOCIETY**

**ARTICLES OF ASSOCIATION**

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## Interpretation and definitions

1 In these Articles:

**'the Company'** means *Beltane Fire Society*, the company which is regulated by these Articles;

**'the Act'** means the Companies Act 1985 including any statutory modification or re-enactment of the Act for the time being in force;

**'the Articles'** means these Articles of Association;

**'the Memorandum'** means the Memorandum of Association of the Company;

**'the Objects'** means the Objects of the Company as provided for in clause 3 of the Memorandum;

**'the Board of Directors'** means the governing body of the Company (and **'the Directors'** shall have a corresponding meaning) who shall be registered as such with the Registrar of Companies and who shall also be understood to be the Trustees of the Company for the purposes of the Charities and Trustee Investment (Scotland) Act 2005.

**'member'** unless the context admits or requires otherwise means a member of the Company;

**'person'** means any individual (natural) person only and excludes any company or other form of corporate body;

**'organisation'** means any corporate body, unincorporated association, society, trust or aggregate of persons, voluntary or otherwise, including any local or public authority;

**'the Office'** means the registered office of the Company;

**'the Secretary'** means the Company Secretary of the Company or any other person appointed to perform the duties of the Company Secretary of the Company, including a joint, assistant or deputy Company Secretary;

**'clear days'** in relation to the period of a notice means the period excluding 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 to take effect;

**'electronic communication'** means the same as in the Electronic Communications Act 2000;

**'the United Kingdom'** means Great Britain and Northern Ireland.

- 2 Subject to Article 1, words or expressions contained in these Articles and in the Memorandum shall, unless the context requires otherwise, bear the same meaning as in the Act but excluding any statutory modification not in force when these regulations become binding upon the Company.
- 3 Words importing the single number only shall, unless the context requires otherwise, include the plural number and *vice versa*.

### **Membership of the Company**

- 4 The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with these Articles shall be members of the Company.
- 5 There shall be no limit to the number of persons who may be admitted to any class of membership of the Company.

### **Classes of member**

- 6 There shall be two classes of membership of the Company as follows: Full Membership and Associate Membership.
- 7 Subject to Article 9, **Full Membership** shall be open to any individual person who wishes to further the Objects.

- 8 **Associate Membership** shall be open to:

- 8.1 Any organisation that is a company or other incorporated body that wishes to further the Objects (for the purpose of these Articles referred to as a 'Corporate Associate Member') and
- 8.2 Subject to Articles 23 and 24, the individual nominee of any unincorporated organisation, association, society or trust that wishes to further the Objects (for the purpose of these Articles referred to as a 'Nominee Associate Member').

### **Employees and secondees as members**

- 9 Subject to Article 10, any employee or contractor of the Company or any person seconded to or otherwise placed with the Company as if they were an employee or contractor shall be eligible to be a Full Member of the Company.

- 10 An employee/contractor of or a secondee to the Company admitted into membership under Article 9 shall not have the right:
- 10.1 to hold office as a Director of the Company; or
  - 10.2 to nominate another member to hold office as a Director of the Company as provided for by Article 94; or
  - 10.3 to vote on any resolution or participate in any ballot, either in person or by proxy, for appointing or electing a Director or Directors, as provided for by Articles 92 and 97; or
  - 10.4 to put to a general meeting or vote, either in person or by proxy, on any resolution for the removal of a Director as provided for by Article 105.

### **Application for membership**

- 11 No person or organisation shall be admitted to be a member of the Company unless and until their application for membership is approved by the Directors, or an appointed executive officer, who this approval process has been delegated to under the provisions of **Articles** 141 and 142.
- 12 Any person or organisation wishing to become, renew, or to nominate a member of the Company shall lodge with the Secretary, or an appointed executive officer (as per the provisions of **Article** 11) a written application for membership in such form as the Directors shall from time to time decide, signed by them, or in the case of an organisation, by one of its authorised officers. In the case of individual persons, notice via email shall be accepted as a valid written application and signature.
- 13 In the case of an organisation wishing to nominate an a Nominee Associate Member an application for membership shall be signed by both one of the authorised officers of the said organisation and by its nominee.
- 14 All applicants for membership of the Company shall provide the Secretary with such other evidence in support of their application as the Directors may require or in accordance with any rules of membership made under **Article** 175.

### **Admission to membership**

- 15 Each application for membership and (where applicable) other supporting evidence shall be considered by the Directors at their first meeting after its receipt.

- 16 If the Directors decide at any meeting to admit an applicant to membership, they shall notify the applicant in writing accordingly within a period of 14 (fourteen) days after the decision and such notification shall include:
- 16.1 Details of the class of membership to which the applicant has been assigned; and
  - 16.2 Where applicable, a request for payment of any annual subscription fee applicable to the class of membership for the time being in force.
- 17 Any decision by the Directors to admit an applicant to membership shall be deemed conditional upon the payment by the applicant of the full amount of any annual membership subscription for the time being in force.

### **Refusal of membership**

- 18 The Directors may at their discretion refuse to admit any person or organisation into membership notwithstanding that the person or organisation in question fulfils the conditions for membership, in such cases where they consider there are reasonable grounds to do so.
- 19 Any person or organisation whose application for membership is subject to refusal shall have the right to be heard (either in person or by their representative) by the Directors before a final decision is taken.
- 20 If the Directors decide at any meeting to refuse admission of an applicant to membership they shall notify the applicant in writing accordingly within a period of 14 (fourteen) days after the meeting at which its decision was made and such notification shall include:
- 20.1 the reasons why the decision to refuse admission to membership was made; and
  - 20.2 details of the applicant's right to be heard as provided for in Article 19.

### **Representation of Corporate Associate Members**

- 21 Subject to Article 22 an organisation admitted into Corporate Associate Membership under Article 8.1 shall appoint and authorise any person aged 16 (sixteen) years or over it thinks fit to act as its representative at a general meeting of the Company.
- 22 No organisation admitted to Corporate Associate Membership under Article 8.1 shall have the right to authorise as its representative an employee of the Company and the Directors shall have the right to refuse to accept representation of the Corporate Associate Member by any person who:

- 22.1 is already entered as an individual Full Member of the Company in the Register of Members; or
- 22.2 is already representing another Corporate Associate Member of the Company under Article 21; or
- 22.3 is already entered as a Nominee Associate Member of the Company in the Register of Members on behalf of an unincorporated organisation under Article 23; or
- 22.4 has previously had their application as an individual Full Member of the Company refused by the Directors under Article 18 or who has previously been removed from membership by resolution of the Company under Article 33.

### **Nominee Associate Members**

- 23 Subject to Article 24, in the case of an unincorporated organisation referred to under Article 8.2, the party admitted to membership shall be an individual person aged 16 (sixteen) years or over nominated from time to time by that organisation. Such an organisation may withdraw or replace its nominee at any time by written notice to the Company, but such that no more than 1 (one) nominee of each such organisation may be entered in the Register of Members as a current member at any given time. A person whose nomination is withdrawn by an organisation under this Article shall automatically cease to be a member of the Company.
- 24 The Directors shall have the right to refuse to accept and to request the substitution of any person nominated into membership under Article 23 who:
  - 24.1 is already entered as an individual Full Member of the Company in the Register of Members; or
  - 24.2 is already representing a Corporate Associate Member of the Company under Article 21; or
  - 24.3 is already entered as a Nominee Associate Member of the Company in the Register of Members on behalf of another unincorporated organisation under Article 23; or
  - 24.4 has previously had their application as an individual Full Member of the Company refused by the Directors under Article 18 or who has previously been removed from membership by resolution of the Company under Article 33.



## **Register of members**

- 25 The Directors shall keep a Register of Members. Pursuant to section 352 of the Act, there shall be entered on the Register:
- 25.1 the full name of each member: and
  - 25.2 the date on which the member was admitted to membership; and
  - 25.3 the date on which the member ceased to be a member (where applicable): and
  - 25.4 the class of membership to which the member has been admitted; and
  - 25.5 in the case of a Nominee Associate Member, particulars of the organisation that nominated them; and
  - 25.6 in the case of a member who is or becomes an employee of or a secondee to the Company under Article 9, a note to that effect.
- 26 The Directors may at any time, by notice in writing, request any member to provide the Company with such evidence and particulars as are necessary and reasonable for the purpose of making up the Register.
- 27 Pursuant to section 353 of the Act, the Register of Members shall be kept at the Office unless the Company arranges for the work of making up the Register to be done by another person on behalf of the Company, in which case it may be kept at the office where the work is done, provided that such office shall be within Scotland.

## **Termination of membership**

- 28 Membership of the Company shall not be transferable and shall cease upon:
- 28.1 the death of an individual Full Member, the dissolution of a Corporate Associate Member or, in the case of a Nominee Associate Member, if the organisation which nominated them is dissolved or withdraws its nomination; or
  - 28.2 the voluntary withdrawal from membership of a member as provided for by Article 29; or
  - 28.3 the lapse of membership by default due to the failure of a member to renew their membership under Article 32; or
  - 28.4 the removal of a member by resolution of the Company under Article 33; or

28.5 the lapse of membership due to the failure of a member to pay any annual subscription for the time being in force under Article 46.

### **Withdrawal from membership**

29 Any person or organisation wishing to withdraw from membership shall lodge with the Secretary a written notice of withdrawal signed by them or, in the case of an organisation, by one of its authorised officers. Notice via email shall be accepted as a valid withdrawal request.

30 Upon receipt of a notice of withdrawal from membership by the Company the member in question shall cease with immediate effect to be a member of the Company; provided that after such withdrawal the number of members remaining is not fewer than 2 (two).

### **Renewable membership**

31 Whether or not any subscription for membership is in force, membership of the Company may be renewed by a person or organisation by submitting an application in the same manner as described in Article 11.

### **Lapse of membership due to failure to renew**

32 Any membership in respect of which a renewal has not been received by the Secretary by the end of a period of 3 (three) years since membership commenced, or the date of the last renewal (whichever is later) shall be deemed to have lapsed.

### **Removal from membership**

33 The Company may, by special resolution in general meeting, terminate the membership of any person or organisation in cases where:

33.1 the Company believes that the actions of the member in question have brought, or risk bringing the Company into disrepute; or

33.2 the Company believes that the member in question has repeatedly or purposely breached any explicit rules of the Company or other reasonable rules or standards of good order.

34 Any member wishing to propose the removal of another member shall lodge with the Directors a written notice of their intention to do so (identifying the member or members concerned and stating the grounds for the proposed

removal) not less than 28 (twenty eight) days before the date of the next general meeting of the Company.

- 35 The Directors shall put all proper proposals to remove a member made under Article 34 to the next general meeting of the Company, which shall consider the proposal and resolve as it thinks fit.
- 36 The Directors shall, on receipt of a notice under Article 35, send at the earliest possible time a copy of the notice to the member or members concerned who shall have the right to make written representations to the Directors with regard to the notice.
- 37 If the Directors receive any written representations made under Article 36 they shall (unless they are received too late for them to do so):
- 37.1 state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed; and
- 37.2 send a copy of the representations to every person or body to whom notice of the meeting was or is given.
- 38 Whether or not a copy of written representations has been given to each of the persons entitled to receive notice of the meeting under Article 37.2, a member in question shall have the right to be heard (either in person or by their representative) at the meeting before a final resolution is made.
- 39 Failure to follow correctly any of the provisions of Articles 33 to 38 shall render invalid any resolution for the removal of a person or organisation from membership.
- 40 A person or organisation removed membership under Article 33 shall cease to be a member with effect from the time at which the resolution to remove them was passed.

### **Membership subscriptions**

- 41 The Company may, by ordinary resolution in general meeting, introduce an annual subscription for membership, and determine the amount of such subscription and vary the amount from time to time and from one class of member to another.
- 42 Subject to Article 41 the Company may authorise the Directors to adopt whatever methods they think most expedient to collect payment of any subscription charge and to use their discretion to apply any reduction or waiver or to agree to receive payment by instalments in cases where they think fit.

- 43 Any annual subscription for the time being in force shall be due on each accounting reference date of the Company and shall (subject to Articles 45 and 49) be deemed to relate to the period from one accounting reference date to the next.
- 44 Where any annual subscription is in force, the Secretary shall give to all members from whom a subscription payment is due, not less than 14 (fourteen) days' notice of the accounting reference date. Such notice shall specify the amount of membership subscription due and shall state the possible consequence under Article 43 of failure to make payment.
- 45 In the case of a person or body admitted to membership of the Company on a date other than the accounting reference date of the Company, the Directors may calculate the subscription to be paid by them in the first part-year of membership on a *pro rata* basis.

#### **Lapse of membership due to failure to pay subscription**

- 46 Provided the requirements of Articles 32 and 44 have been complied with and provided no waiver or arrangement to pay by instalments has been agreed under Article 42, any membership in respect of which any annual membership subscription for the time being in force has not been received by the Company by the end of the 28<sup>th</sup> (twenty-eighth) day after the accounting reference date on which it fell due shall be deemed to have lapsed.
- 47 The Secretary shall, in the event of a membership lapsing under Article 46, give notice to the member concerned advising her, him of the fact and of the reasons.
- 48 A lapsed member in receipt of a notice under Article 47 may renew their membership by payment of the required annual subscription within a further 28 (twenty eight) days from the date of the notice, after the expiry of which any attempt by the lapsed member to renew their membership shall be treated by the Directors as a new application.

#### **Non-refundable subscription**

- 49 Any person or organisation who ceases to be a member of the Company for whatever reason shall not be entitled to any refund of all or any part of any annual subscription paid by them, whatever the period between the date on which the membership subscription was last paid and the date of ceasing to be a member.

### **Annual General Meeting**

- 50 Subject to Article 51 and to the requirements under section 366 of the Act, the Company shall hold an Annual General Meeting in each year at such time and place as the Directors shall decide, in addition to any other general meetings.
- 51 Not more than 15 (fifteen) months shall elapse between one Annual General Meeting and the next; provided that so long as the Company holds its first Annual General Meeting within 18 (eighteen) months of its incorporation, it need not hold it in the year of its incorporation or in the following year.

### **Extraordinary general meetings**

- 52 All general meetings of the members of the Company other than Annual General Meetings shall be called extraordinary general meetings.
- 53 The Directors may call extraordinary general meetings at any time and shall proceed to convene an extraordinary general meeting:
- 53.1 pursuant to the provisions of section 368 of the Act, on the requisition of the members of the Company representing not less than one-tenth of the voting rights of all the members at the date on which the requisition is made; or
- 53.2 pursuant to the provisions of section 392A of the Act, on the requisition of a resigning auditor.
- 54 If there are not within the United Kingdom sufficient Directors to call an extraordinary general meeting, any Director or any member of the Company may call an extraordinary general meeting.

### **Notice of general meetings**

- 55 An Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 (twenty one) clear days' notice. Except where special notice is required to be given under any provision of the Act all other extraordinary general meetings shall be called by at least 14 (fourteen) clear days' notice but a general meeting may be called by shorter notice if so agreed:
- 55.1 In the case of an Annual General Meeting, by all the members entitled to attend and vote; and
- 55.2 In the case of any other meeting by a majority in number of the members having a right to attend and vote who together hold not less

than 95% (ninety five per cent) of the total voting rights at the meeting of all members.

- 56 The notice of all general meetings shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of the Annual General Meeting shall specify the meeting as such.
- 57 The notice of all general meetings shall be given to all members of the Company and its Directors and to the auditors of the Company (if any).
- 58 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person or organisation entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Quorum at general meetings**

- 59 No business shall be transacted at any general meeting of the Company unless a quorum is present. 20 (twenty) persons entitled to vote upon the business to be transacted, each being a Full Member or a proxy for a Full Member, shall constitute a quorum.
- 60 In the event that the total Full Membership of the Company becomes fewer than 20 (twenty) there shall be a quorum when a majority of the Full Members entitled to vote upon the business to be transacted is present (in person or by proxy) at a general meeting.
- 61 If the quorum required under Articles 59 or 60 is not present within half an hour from the time appointed for the commencement of the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be determined by the chairperson of the meeting.

### **Presiding at general meetings**

- 62 Subject to Article 149, the Chairperson of the Board of Directors shall, if present, preside over general meetings. If the Chairperson is not present or willing to act within half an hour from the time appointed for the commencement of the meeting the Directors present shall appoint one of their number to preside over the meeting or, if only one Director is present and willing to act, they shall preside over the meeting.
- 63 If no Director willing to preside is present within half an hour from the time appointed for the commencement of the meeting, the Full Members present shall appoint one of their number to preside over the meeting.

## **Adjournment of general meetings**

- 64 The chairperson may, with the consent of a 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; provided that no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had an adjournment not taken place.
- 65 When a meeting is adjourned for 28 (twenty eight) days or more, at least 7 (seven) clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

## **Resolutions at general meetings**

- 66 To be passed, an **ordinary resolution** shall require a simple majority of the votes cast (either in person or by proxy) in favour of the resolution.
- 67 To be passed, a **special resolution** shall require a majority of not less than three-quarters of the votes cast (either in person or by proxy) in favour of the resolution.
- 68 To be passed, an **elective resolution** shall require all of the votes cast (either in person or by proxy) in favour of the resolution.
- 69 A resolution put to the vote of a meeting shall be decided upon by a show of hands unless before, or on the declaration of the result of, the show of hands a ballot is duly demanded. Subject to the provisions of the Act, a ballot may be demanded by:
- 69.1 the chairperson of the meeting; or
- 69.2 at least 2 (two) Full Members (or proxies for Full Members) having the right to vote at the meeting.
- 70 Unless a ballot is demanded in accordance with Article 69, 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 or against the resolution.
- 71 The demand for a ballot may be withdrawn before the ballot is taken, but only with the consent of the chairperson. The withdrawal of a demand for a ballot shall not invalidate the result of a show of hands declared before the demand for a ballot was made.

- 72 If a ballot is demanded in accordance with Article 69 it shall be taken at once by means of a secret ballot of all the persons present and entitled to vote (whether as Full Members or proxies for Full Members) and shall be conducted in such a manner as the chairperson shall direct. The chairperson may appoint scrutineers (who need not be members) and may fix the time and place for declaring the results of the ballot.
- 73 The result of a ballot shall be deemed to be the resolution of the meeting at which the ballot is demanded and taken.
- 74 If the chairperson directs that the result of a ballot is not to be declared immediately this shall not prevent the continuance of a meeting for the transaction of any other business other than the question on which the ballot was taken.
- 75 In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson shall be entitled to a second or casting vote.

#### **Written resolutions**

- 76 A resolution in writing signed by the necessary majority of the members entitled to attend and vote at a general meeting and received by the Secretary within 28 (twenty eight days) after the date on which notice was given of the said resolution shall be as effectual as if it had been passed at a general meeting. Such a resolution may consist of several documents in the same form, each signed by 1 (one) or more members.

#### **Votes of members**

- 77 Subject to Articles 75 and 79 every Full Member of the Company and every Director of the Company (whether or not they are a Full Member of the Company) shall have one vote at general meetings of the Company, exercisable in person or by proxy.
- 78 An Associate Member shall have the right to receive notice of, to attend and to speak at general meetings of the Company but not (unless they are also a Director) to vote.
- 79 No Full Member of the Company shall be entitled to vote at any general meeting unless all monies then payable by them to the Company in the form of subscriptions or otherwise have been paid in full, except in circumstances where the Directors have agreed to reduce or waive any such payment or permit payment to be made by instalments under Article 42.
- 80 No objection shall be raised to the validity of any vote or the qualification of any voter except at the meeting or adjourned meeting at which the vote



objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

### **Appointment of proxy**

- 81 A Full Member (but not an Associate Member) and a Director (whether or not they are a Full Member) shall have the right to appoint a proxy to vote on their behalf at any general meeting or adjourned meeting. A proxy may be any person aged 16 (sixteen) years or over, who need not be a member of the Company but who shall not be an employee of the Company, provided that no person may act as a proxy for more than one Full Member or Director at the same meeting.
- 82 A Full Member or Director wishing to appoint a proxy under Article 81 shall lodge with the chairperson of the meeting not less than 48 (forty eight) hours prior to its commencement an instrument of proxy in writing or by means of electronic communication in such form as the Directors may decide, subject to Article 83, signed by them.
- 83 An instrument appointing a proxy under Article 82 may, for each resolution on which a vote is to be taken at the meeting, either:
- 83.1 Instruct the proxy to cast their vote in favour or against the resolution or to abstain from voting; or
- 83.2 Indicate that the proxy may exercise their own judgement in deciding how to cast their vote.
- 84 A Full Member or Director shall not be entitled to appoint more than 1 (one) proxy to attend and vote on their behalf at the same general meeting.
- 85 A proxy properly appointed to attend and vote at any general meeting in place of a Full Member or Director shall have the same right as the person they are replacing to speak and vote, including the right to vote by show of hands, to vote on any amendment to a resolution and to demand a ballot. No proxy shall have the right to vote if they are replacing a Full Member who is not eligible to vote under Articles 82.

### **Board of Directors**

- 86 The business of the Company shall be managed and administered by a Board of Directors whose members shall be understood to be directors of the Company for the purposes of the Act, who shall be registered as directors with the Registrar of Companies and who shall also be understood to be the

Trustees of the Company for the purposes of the Charities and Trustee Investment (Scotland) Act 2005.

87 There shall be a maximum of 18 (eighteen) and a minimum of 3 (three) Directors comprised as follows:

87.1 There shall be, subject to Article 89, a minimum of 3 (three) Directors who are members of the Company (Full or Associate) proposed prior to and appointed at an Annual General Meeting as provided for by Articles 92 to 97 (for the purposes of these Articles referred to as the **Elected Directors**); and

87.2 There may be a maximum of 6 (six) or a maximum equivalent to the number of Elected Directors, whichever is the lesser, other Directors, who need not be members of the Company, co-opted by the Directors as provided for by Article 98 (for the purposes of these Articles referred to as the **Co-opted Directors**).

88 The first Directors shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future Directors shall be appointed as provided for subsequently in these Articles.

#### **Eligibility to be an Elected Director**

89 Provided they are not disqualified from serving as a Director under the provisions of Articles 10 or 105, the Company may appoint as an Elected Director any person who is either:

89.1 A Full Member of the Company aged 16 (sixteen) years or over; or

89.2 The representative for the time being of a Corporate Associate Member authorised under Article 21; or

89.3 A Nominee Associate Member as provided for by Article 23.

#### **Retirement of Elected Directors**

90 At the conclusion of the first and every subsequent Annual General Meeting every Elected Director shall be due for retirement, but they shall be eligible for re-appointment for a further term, without limit to the number of consecutive terms they may serve, provided that:

90.1 They continue to meet one of the conditions of eligibility provided for by Article 89; and

90.2 They are not disqualified from serving as a Director under the provisions of Article 102.

91 An Elected Director may continue to serve for the remainder of their term of office notwithstanding that they ceases to be the authorised representative of a Corporate Associate Member of the Company or ceases to be a Nominee Associate Member on behalf of an unincorporated organisation, during their term of office, but upon retirement they shall not be eligible to be reappointed for a further term.

### **Proposal and appointment of Elected Directors**

92 Subject to Articles 10, 93 and 97, at an Annual General Meeting the Company may, by ordinary resolution, appoint or re-appoint as an Elected Director:

92.1 Any Elected Director who is due for retirement and who is willing and remains eligible to be re-appointed for a further term; and

92.2 Any other member of the Company or authorised representative of a member of the Company (as provided for by Article 89) in respect of whom a written proposal has been received by the Secretary in compliance with Article 94.

93 No person shall be appointed as an Elected Director of the Company under Article 92 if, as a result, the number of Elected Directors would exceed the maximum number of Directors permitted under Article 87.

94 Other than a retiring Director seeking re-appointment, any person who wishes to be appointed as an Elected Director and who meets one of the eligibility conditions provided for in Article 89 shall lodge with the Secretary a proposal in support of their appointment. To be valid such proposal shall:

94.1 Be in writing, in such form as the Directors may from time to time decide and signed by the proposed member or, in the case of proposal made by an organisation in membership, signed by one of its authorised officers; and

94.2 Include a personal statement supplied by the proposed member in support of their appointment, subject to such limits on length and content as the Directors may from time to time decide; and

94.3 Be received by the Secretary not less than 7 (seven) days before the date of the Annual General Meeting at which appointment is sought.

95 Particulars of each person seeking appointment as an Elected Director, including any personal statements supplied by such persons, shall be included in the notice of the Annual General Meeting.

- 96 In the event of the sum of the Directors seeking re-appointment and the valid proposals lodged with the Secretary in compliance with Article 94 exceeding the number of vacancies, a secret ballot shall be held among the Full Members (but not Associate Members) present in person or represented by proxy at the Annual General Meeting. Those persons receiving the greatest number of votes in favour of their appointment, up to but not exceeding the maximum number of vacant places available, may by ordinary resolution (subject to Article 97) be appointed as Elected Directors.
- 97 Subject to Article 10, the appointment at an Annual General Meeting of more than 1 (one) Elected Director shall take the form of a single ordinary resolution to appoint all proposed Elected Directors unless before, or at the time of, such resolution being put to the meeting, a request is made for each appointment to be voted on separately by either:
- 97.1 The chairperson of the meeting; or
- 97.2 At least 2 (two) persons having the right to vote at the meeting.

### **Co-opted Directors**

- 98 The Directors may at any time co-opt any person aged 16 (sixteen) years or over, who may but need not be a member of the Company, to be a Co-opted Director in cases where they consider the person in question has knowledge, skills or experience which would assist them in the performance of their duties, provided that no person shall be co-opted under this Article if:
- 98.1 As a result, the number of Co-opted Directors would exceed the maximum number provided for in Article 97.2; or
- 98.2 They are disqualified from serving as a Director under the provisions of Article 102.
- 99 A Co-opted Director shall hold office only until the conclusion of the next Annual General Meeting at which time they shall be due to retire but may, at the discretion of the Directors, be co-opted to serve for a further term without limit to the number of consecutive terms they may serve.

### **Register of Directors**

- 100 Pursuant to sections 288 and 289 of the Act the Directors shall maintain and keep at the Office a Register of Directors containing for each Director their:

- 100.1 Present full name and former names by which they have been known since the age of 18 (eighteen) and within the past 20 (twenty) years : and
  - 100.2 Usual residential address; and
  - 100.3 Nationality; and
  - 100.4 Date of birth; and
  - 100.5 Business occupation (if any); and
  - 100.6 Directorships of other companies held currently or during the period of the past 5 (five) years (except of a company which is currently dormant or grouped with the Company or was dormant or grouped with the Company during the whole of that period); and
  - 100.7 The date of appointment and (if applicable) the date of retirement as a Director.
- 101 Pursuant to section 288 of the Act the Directors shall give notice to the Registrar of Companies in the prescribed form of any change to the particulars of its Register of Directors within 14 (fourteen) days of the date on which the change occurred.

### **Disqualification from serving on the Board of Directors**

- 102 A person shall not be appointed or reappointed to serve as a Director (whether Member or Co-opted) and a serving Director shall cease to hold office with immediate effect if they:
- 102.1 Are below the age of 16 (sixteen) years; or
  - 102.2 Are the subject of a disqualification order issued by any court of law under the Company Directors Disqualification Act 1986; or
  - 102.3 Are disqualified from acting as a company director by virtue of any provision of the Act or from acting as a trustee of a Scottish charity under section 69 of the Charities and Trustee Investment (Scotland) Act 2005 (or any statutory re-enactment or modification of this Act); or
  - 102.4 Are or becomes an employee of the Company or is seconded to or otherwise placed with the Company as if they were an employee of the Company; or

102.5 Becomes incapable for any medical or other reason of managing their own affairs and such condition is expected to persist for at least 6 (six) months.

### **Resignation of Directors**

103 A Director may resign from their office by giving written notice to the Chair of the Board, but only if at least 3 (three) Member Directors will remain in office when the notice of resignation is to take effect.

Before the notice of resignation is taken into effect, the resigning Director will ensure they have given all key information they have on the company and its activities to the remaining Directors.

### **Removal of Directors**

104 The Directors may, at their discretion, agree to remove from office any Director who is absent without good reason, in the opinion of the Directors, from 3 (three) consecutive meetings of the Board of Directors.

105 Subject to Articles 10 and 106 to 109 (inclusive) and to the requirements under sections 303 and 304 of the Act, the Company may by ordinary resolution in general meeting remove a Director before the expiration of their period of office notwithstanding any agreement they may have with the Company.

106 A meeting at which a resolution is to be put to remove one or more Directors under Article 105 shall be called by special notice; that will involve at least 28 (twenty eight) days' notice being given to the Company of the member's intention to propose the resolution, and the Company giving at least 21 (twenty one) days' notice of the general meeting at which the resolution is to be put. On receipt of a notice from a member of their intentions to propose such a resolution a copy shall be sent to the Director or Directors concerned.

107 A Director who is the subject of a resolution for their removal under Article 105 shall have the right:

107.1 To attend and to be heard (either in person or through their representative) at the meeting at which the resolution is put; and

107.2 To make written representations to the Directors prior to the meeting and to request their notification to members of the Company.

108 The Directors shall, on receipt of written representations made under Article 107.2, unless the representations are received too late for them to do so, send

a copy of the representations to every member of the Company to whom notice of the meeting is or was sent.

- 109 If written representations made under Article 107.2 are not sent to the members of the Company, for whatever reason, a Director making the representations may require that they shall be read out at the meeting.
- 110 Failure to follow correctly any of the procedures provided for in Articles 105 to 110 (inclusive) shall render invalid any resolution for the removal of a Director.

### **Powers of the Directors**

- 111 Subject to the provisions of the Act, the Memorandum of Association, these Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company.
- 112 No alteration to the Memorandum or the Articles and no direction by 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.

### **Directors' remuneration and expenses**

- 113 Subject to Article 114 and to clauses 5 and 6 of the Memorandum no Director shall be entitled to any remuneration, whether in respect of their serving as a Director or as a holder of any executive office under the Company.
- 114 A Director may be paid all reasonable travel, subsistence and other expenses incurred by them in connection with their attendance at meetings of the Board of Directors, sub-committees of the Board, general meetings of the Company or otherwise in connection with the discharge of their duties.

### **Directors' appointments to executive office**

- 115 Subject to the provisions of the Act, the Directors shall appoint from among their number a Chairperson and Treasurer and may appoint any other such executive officers as they consider appropriate, provided that only a Member Director shall hold the office of Chairperson.
- 116 Appointments to executive office under Article 115 shall, subject to Article 120, be made at a meeting of the Directors held as soon as reasonably practicable after the incorporation of the Company and thereafter at a meeting of the Directors held as soon as reasonably practicable after each Annual General Meeting.

- 117 Subject to Article 119, a Director shall hold an executive office until the conclusion of the Annual General Meeting which follows or until it is agreed amongst the Directors that the executive office is best held by another Director.
- 118 An executive officer whose term of office expires may be re-appointed to such office or to any other executive office within the limit to the number of consecutive terms of office they may hold as set out in Article 90 and Article 99, provided that they are willing to act and continues to be a Director and, in the case of the Chairperson, provided that they continue to be a Member Director.
- 119 The appointment of any executive officer shall terminate if they cease, for whatever reason, to be a Director or if they resign from such executive office by written notice to the Directors or if they are removed from such executive office for whatever reason by resolution of the Directors.
- 120 In the event that the appointment of any Director to any executive office terminates under Article 119, the Directors shall, at a meeting held as soon as reasonably practicable after such termination, appoint another of their number to hold such office in their place, unless the executive office is such that the Directors may, at their discretion, resolve not to appoint a replacement. Any executive officer appointed under this Article shall hold such office until the conclusion of the next Annual General Meeting which follows their appointment.

### **Proceedings of the Board of Directors**

- 121 Except where specifically provided for by these Articles, the Board of Directors may regulate its proceedings as it thinks fit.
- 122 Any Director may, and the Secretary if requested by a Director shall call a meeting of the Board of Directors at a reasonable time and giving a reasonable period of notice provided that there shall be no fewer than 4 (four) meetings of the Board of Directors in each calendar year.
- 123 It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
- 124 The Directors may decide upon a quorum for the transaction of business at their meetings, provided that they shall not fix a number which is less than one third of their number or 3 (three) Directors, whichever is the greater, of whom at least 1 (one) shall be an Elected Director.
- 125 The Board Directors may act notwithstanding any vacancies in its number, but if the number of remaining Directors is less than the number fixed as a quorum, or if the number of remaining Elected Directors is less than the



minimum provided for in Article 87.1 the continuing Director or Directors may act only for the purpose of filling vacancies or of calling a general meeting.

- 126 The Chairperson shall chair meetings of the Board of Directors, but if the Chairperson is not present within 15 (fifteen) minutes after the time appointed for the commencement of the meeting, or if they are unwilling to act, the Directors present may appoint another among their number to chair the meeting.

### **Directors to act in a personal capacity**

- 127 There shall be no provision for the appointment of alternate Directors and no Director shall have the right to be represented at a meeting of the Board of Directors by any other person or to request another Director to cast a vote on their behalf. There may be a request to submit opinions in writing to the Chair before the meeting if a Director is going to be absent for a meeting, but this is at the Chairperson's discretion.

### **Votes of Directors**

- 128 Questions arising at a meeting of the Board of Directors shall be decided by consensus or by a majority of votes cast. Subject to Article 133 all Directors (whether Elected or Co-opted) shall have (one) vote, but in the case of an equality of votes the Chairperson or whoever is chairing the meeting shall have a casting vote.
- 129 All acts done and all decisions made by the Board, of Directors or by a sub-committee of the Board 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.
- 130 Except as otherwise provided for in these Articles, a Director shall not vote at a meeting of the Board of Directors or at a sub-committee of the Board on any resolution concerning a matter in which they have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless their interest or duty arises only because the case falls within either or both of the following:
- 130.1 The resolution relates to giving them a guarantee, security or indemnity in respect of money lent to, or any obligation incurred by them for the benefit of the Company or any of its subsidiaries;
- 130.2 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 by the giving of security.

- 131 For the purpose of Article 130, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the Company), connected with a Director shall be treated as an interest of the said Director. A connected person shall be defined as provided for by section 346 of the Act.
- 132 The Company may by special resolution suspend or relax to any extent either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of the Board of Directors or at a sub-committee.
- 133 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are prohibited from voting under the provisions of Article 130.
- 134 If a question arises at a meeting of the Board of Directors or at a sub-committee as to the right of any Director to vote, the question may be referred, before the conclusion of the meeting, to the Chairperson or whoever is chairing the meeting, whose decision in relation to any Director other than themselves shall be final and conclusive.
- 135 A Director may not vote on any resolution to appoint or remove themselves from any executive office of the Board of Directors made under Articles 115, 118 or 120. Where proposals are under consideration for the appointment to or removal from executive office of 2 (two) or more Directors, the proposals may be divided and considered in relation to each Director separately. Provided they are not prohibited from voting for another reason, each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment.

#### **Written resolutions of the Board of Directors**

- 136 A resolution in writing, signed by a majority of the Directors for the time being, and received by the Secretary within 28 (twenty eight days) after the date on which notice was given of the said resolution, shall be as valid and effective as if it had been passed at a meeting of the Board of Directors. Such a resolution may consist of several documents in the same form, each signed by 1 (one) or more of the Directors.

#### **Board of Directors: attendance of observers and advisors**

- 137 The Directors may invite or request the attendance at any of their meetings of any person or representative of any body for the purposes of giving advice,

submitting information or evidence or otherwise assisting it in the conduct of its business. The attendance of such persons shall be in a non-voting capacity at the discretion of the Directors and may be for the whole or any part of any meeting or for more than 1 (one) meeting.

### **Board of Directors: attendance of Company employees**

- 138 The Directors shall comply with their obligations under any recognition agreement with a trade union or other representative body of employees of the Company to which it has signed agreement with regard to the attendance of representatives from such a body or bodies at their meetings.

### **Delegation to sub-committees or to executive officers**

- 139 Subject to Article 144 the Directors may appoint 1 (one) or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in their opinion would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board of Directors.
- 140 The Directors shall determine the membership of any sub-committee provided that a sub-committee shall include at least 1 (one) Director.
- 141 The Directors may delegate to the Chairperson or to any other executive officer such powers and duties as they consider desirable or appropriate to be delegated to them provided that all actions taken by the Chairperson or other executive officer under this provision shall be fully and promptly reported to the Board of Directors.
- 142 Any delegation of powers or duties by the Directors under Articles 139 and 141 shall be subject to such terms of reference as the Directors may decide and the Directors shall retain the power:
- 142.1 To revoke or impose limits upon any specific authority or power granted to any sub-committee under such terms; and
- 142.2 To transfer any function or responsibility of any sub-committee to another sub-committee or to its direct control at any time; and
- 142.3 To suspend or dissolve any sub-committee and to re-instate or re-convene any sub-committee at any time in the same or different form and subject to the same or different terms of reference as it thinks fit.
- 143 Subject to any condition imposed in pursuance of Article 142, the proceedings of a sub-committee shall be governed by the Articles regulating the

proceedings of meetings of the Board of Directors insofar as they are capable of applying.

- 144 The following matters shall be excluded from delegation to any sub-committee or executive officer:
- 144.1 Any introduction of a new policy or change in policy which is rightly or legally the responsibility of the Board of Directors or which would conflict with the declared policy of the Board of Directors or of the Company; and
- 144.2 Any action or decision involving expenditure or financial arrangements or transactions that are not in accordance with the financial regulations of the Company.
- 145 All contracts with third parties in connection with the discharge of the functions of a sub-committee shall be entered into by the chairperson of the sub-committee or, in their absence, by some other Director of the Company. No other member of a sub-committee shall contract or hold themselves out as contracting on behalf of the Company.
- 146 All acts done by a sub-committee shall be valid, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the sub-committee or that any member of the sub-committee was not qualified to act as such.
- 147 A resolution in writing signed by all the members of a sub-committee shall be as valid and effectual as if it had been passed at a meeting of the sub-committee duly convened and held. Such a resolution may consist of several documents in the same form each signed by 1 (one) or more members of the sub-committee.

### **Honorary appointments**

- 148 The Company may, by ordinary resolution in general meeting, appoint 1 (one) or more honorary Patrons, an honorary President and any number of honorary Vice-presidents, who shall be *ex officio* Associate Members of the Company. Any appointment to honorary office made under this Article may be for life or for such other period as may be specified at the time of appointment.
- 149 The Directors may, at their discretion, invite any honorary officer of the Company to preside over any general meeting of the Company. An honorary officer presiding in this manner shall have all the powers of the chairperson of a general meeting.

## **Company Secretary**

- 150 Subject to the provisions of the Act, the Company Secretary and any joint or assistant Company Secretary shall be appointed by the Directors for such term, at such remuneration (if not a Director) and upon such conditions as they think fit, and any Company Secretary or joint or assistant Company Secretary so appointed may be removed and replaced by the Directors.
- 151 The Directors may delegate to the Company Secretary such powers and duties as they consider desirable or appropriate provided that all actions taken by the Company Secretary under this provision shall be fully and promptly reported to the Board of Directors.
- 152 Pursuant to sections 288 and 290 of the Act, the Directors shall maintain and keep at the Office a Register of Secretaries containing:
- 152.1 For each individual Company Secretary, their present full name and former names by which they have been known since the age of 18 (eighteen) and within the past 20 (twenty) years and their usual residential address; and
- 152.2 For each corporate Company Secretary, its company name and its registered or principal address.

## **Minutes**

- 153 The Directors shall keep minutes, either in written or electronic format for the purpose of:
- 153.1 All proceedings at general meetings of the Company and at meetings of the Board of Directors and at any sub-committees, including the names of the Directors and of any other persons present at each meeting; and
- 153.2 All appointments of executive officers made by the Board of Directors.

## **Finances and accounts**

- 154 Any bank, building society or similar account 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 drawing of money from such an account shall be signed by at least 2 (two) signatories who have been authorised by the Directors to act in this capacity in accordance with the financial regulations of the Company.
- 155 Pursuant to section 221 of the Act, the Directors shall cause accounting records to be kept which are sufficient to show and explain the Company's

transactions and which disclose with reasonable accuracy, at any time, the financial position of the Company at that time.

- 156 The accounting records of the Company shall be kept at the Office of the Company or, subject to section 222 of the Act, at such other place as the Directors think fit, and shall at all times be open to inspection by the officers of the Company.
- 157 The accounting records of the Company kept in accordance with Article 155 shall be preserved for a minimum period of 7 (seven) years, or longer if required by an external organisation, from the date on which they are made.
- 158 The financial year of the Company shall run from 1<sup>st</sup> January in each year to 31<sup>st</sup> December and the accounting reference date of the Company, for the purpose of making up accounts and for inviting membership renewals and subscriptions (if any) shall be 31<sup>st</sup> December.
- 159 Pursuant to section 233 of the Act the annual accounts of the Company shall be approved by the Board of Directors and the balance sheet of the Company shall be signed on behalf of the Board of Directors by 1 (one) of its number.
- 160 The Directors shall cause to be prepared and laid before the members of the Company in general meeting such approved and signed accounts, balance sheets and financial reports as are required by the Act. A copy of every balance sheet that is to be laid before the Company in general meeting, together with a copy of the auditor's report (if any) and the Company's annual report shall be sent to all members of the Company.

### **Appointment of auditors and auditing of accounts**

- 161 Except in such circumstances as render the Company exempt from so doing under the provisions of section 249A of the Act, the Company shall appoint auditors and regulate the duties of such auditors in accordance with Chapter V Part XI of the Act.

### **Directors' report**

- 162 Pursuant to section 234 of the Act the Board of Directors shall for each financial year of the Company prepare a Directors' Report that shall:
- 162.1 state the names of the persons who, at any time during the financial year, were Directors of the Company; and
- 162.2 give a fair view of the principal activities and development of the Company in furtherance of the Objects.

- 163 The Directors' Report shall be approved by the Board of Directors and shall be signed on its behalf by the Secretary or by 1 (one) among its number.
- 164 The Directors' Report shall be laid before the members of the Company in general meeting and shall state the name of the person who signed it on behalf of the Board of Directors.

### **Delivery of accounts and reports to the Registrar**

- 165 Pursuant to section 242 of the Act the Directors shall, in respect of each financial year of the Company, deliver to the Registrar of Companies a copy of the Company's annual accounts, together with a copy of the Directors' Report and a copy of the auditor's report (if any) as approved by the Board of Directors and signed on its behalf within 10 (ten) months after the end of the financial year to which they apply.

### **Notices**

- 166 Subject to Article 168, any notice to be given to or by any person or organisation pursuant to these Articles shall be in writing. The Company may give notice to a member, Director, or other person entitled to receive such notice either personally or by sending it by post in a pre-paid envelope addressed to the person at their registered address or by leaving it at that address.
- 167 Proof that an envelope containing a notice was properly addressed, pre-paid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 48 (forty-eight) hours after the envelope containing it was posted.
- 168 The Company may, by agreement with any person or body entitled to receive notice of a meeting, give notice to the said person or body by means of electronic communication to such address as may for the time being be notified by that person or body to the Company for that purpose.
- 169 A member of the Company or a Director or other person or body present in person or represented by proxy at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

### **Indemnity**

- 170 Subject to the provisions of the Act, every Director or other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by themselves in that capacity in defending any proceedings,

whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, breach of duty or breach of trust in relation to the affairs of the Company.

## **Rules**

- 171 Subject to Article 173 the Directors may from time to time make such rules as they deem necessary or expedient or convenient for the proper management and conduct of the Company, and in particular but without prejudice to the generality of the foregoing, it may by such rules regulate:
- 171.1 The admission and classification of members of the Company and the rights and privileges of such members insofar as such matters are not regulated by these Articles or by the Act; and
  - 171.2 The conduct of members of the Company in relation to one another, and to the Company's employees, volunteers, Directors, officers and agents; and
  - 171.3 The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes; and
  - 171.4 The proceedings at general meetings and meetings of the Board of Directors and of sub-committees of the Board insofar as such proceedings are not regulated by these Articles or by the Act; and
  - 171.5 Generally, all such matters as are commonly the subject of company rules.
- 172 Subject to Article 173, the Company in general meeting shall have power to alter, add to or repeal the rules made by the Directors and the Directors shall adopt such means as they think sufficient to bring to the notice of members of the Company all such rules, which shall be binding on all members of the Company.
- 173 No rule may be made by the Directors or by the Company in general meeting which would be inconsistent with the Act or with the Memorandum or Articles of the Company and no resolution shall be made which would have the effect of repealing or making obsolete any provision contained within the Memorandum or Articles of the Company.



### **Amendment of Objects**

- 174 Subject to the provisions of sections 4 to 6 of the Act, the Company may, by special resolution in general meeting, amend its Objects, provided that in the event of the Company becoming a registered Scottish charity:
- 174.1 No amendment shall be made to the Objects without the prior written consent of the Office of the Scottish Charity Regulator under section 16(a) of the Charities and Trustee Investment (Scotland) Act 2005 ; and
- 174.2 No amendment shall be made which would have the effect of the Company ceasing to be a charity in law.
- 175 In the event of the Company becoming a registered Scottish charity, in addition to the requirements to deliver a copy of any amendment to the Memorandum to the Registrar of Companies under section 6 of the Act, the Directors shall promptly send a copy of the said amendment to the Office of the Scottish Charity Regulator.

### **Amendment of Articles**

- 176 Subject to the provisions of section 9 of the Act and to Articles 177 and 178, the Company may, by special resolution at a general meeting, amend these Articles. Any amendment so made shall be as valid as if originally contained in the Articles and shall remain subject to further amendment in a like manner.
- 177 No amendment shall be made under Article 176, which is inconsistent with the Act or with the Memorandum and no amendment shall be made which would have the effect of the Company ceasing to be a company to which section 30 of the Act applies.
- 178 In the event of the Company becoming a registered Scottish charity, no amendment shall be made under Article 176 which would have the effect of the Company ceasing to be a charity in law or.

### **Disposal of assets upon dissolution**

- 179 If, in the event of the Company being wound up or dissolved and after all its debts and liabilities have been met, there remains any property it shall not be paid or distributed among the members of the Company or its Directors or its employees, but shall be given or transferred to some other charity or charities having objects similar to the Objects chosen by the members of the Company at or before the time of dissolution or, if that cannot be done, then to some other charitable object.