

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

MID DEESIDE COMMUNITY TRUST

1. Membership

- 1.1 With effect from the date on which these Articles are adopted, the members of the Trust shall be the current members. In addition, membership of the Charity may be granted to any individual or organisation interested in promoting the Objects who:
 - 1.1.1 applies to the Charity in the form required by the Trustees;
 - 1.1.2 is approved by the Trustees (who may decline any such application for membership at their discretion);
 - 1.1.3 consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative.
- 1.2 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 1.3 Membership is terminated if the member concerned:
 - 1.3.1 gives written notice of resignation to the Charity;
 - 1.3.2 dies or (in the case of an organisation) ceases to exist;
 - 1.3.3 is three months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due);
 - 1.3.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice);
- 1.4 Membership of the Charity is not transferable.

2. General Meetings

- 2.1 Members are entitled to attend general meetings either personally or by proxy or (in the case of a member organisation) by an authorised representative. General

meetings are called on at least 14 clear days' written notice specifying the business to be discussed.

- 2.2 The accidental omission to give notice of a general meeting to or the non-receipt of a notice of a general meeting by any person entitled to receive notice shall not invalidate the proceedings at that general meeting.
- 2.3 There is a quorum at a general meeting if the number of members or authorised representatives present in person or by proxy is at least five.
- 2.4 If such a quorum is not present within half an hour from the time appointed for the general meeting, or if during a general meeting such a quorum ceases to present, the general meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the directors may determine. If at the adjourned general meeting a quorum is not present within half an hour from the time appointed for the general meeting the members present shall be a quorum.
- 2.5 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 2.6 Except when otherwise provided by the Act, every issue is decided by a majority of the votes cast.
- 2.7 Except for the chair of the meeting, who has a second or casting vote, every member present in person or by proxy or through an authorised representative has one vote on each issue.
- 2.8 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 2.9 The Charity must hold an AGM in every year which all members are entitled to attend.
- 2.10 At an AGM the members:
 - 2.10.1 receive the accounts of the Charity for the previous financial year;
 - 2.10.2 receive the Trustees' report on the Charity's activities since the previous AGM;
 - 2.10.3 accept the retirement of Trustees;
 - 2.10.4 elect persons to be Trustees to fill the vacancies arising;
 - 2.10.5 appoint auditors for the Charity unless the Charity is exempt from the requirement to appoint auditors;
 - 2.10.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice President of the Charity;
 - 2.10.7 discuss and determine any issues of policy, or deal with any other business, put before them.

- 2.11 Any general meeting which is not an AGM is an EGM.
- 2.12 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least 25 per cent of the members.
- 2.13 An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointor and (unless otherwise agreed at the meeting) deposited with the Charity not less than 48 hours prior to the meeting to which it relates. Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

3. The Trustees

- 3.1 The Trustees have control of the Charity and its property and funds.
- 3.2 There shall at no time be:
 - 3.2.1 less than three Trustees;
 - 3.2.2 more than twelve Trustees.
- 3.3 The Trustees shall comprise:
 - 3.3.1 ex officio a Trustee nominated by Aberdeenshire Council from among the Councillors representing the Mid Deeside area;
 - 3.3.2 ex officio a Trustee nominated by Mid Deeside Community Council;
 - 3.3.3 such other persons co-opted as Trustees in accordance with Article 3.6; and
 - 3.3.4 such other persons appointed as Trustees by the members.
- 3.4 Every Trustee must sign a declaration of willingness to act as a Trustee before he or she is eligible to vote at any meeting of the Trustees.
- 3.5 Each of Aberdeenshire Council and Mid Deeside Community Council shall be entitled to appoint its nominated Trustee, and to remove such Trustee and appoint a substitute Trustee by written notice to the Secretary at any time signed by a duly authorised representative. Any notice intimated within forty-eight hours of a meeting of the Trustees or of the members of the Trust shall not take effect until the following meeting of the Trustees.
- 3.6 The Trustees may at any time co-opt any person to be a Trustee to ensure an appropriate range of experience and skill among their number. Any Trustee so appointed:
 - 3.6.1 shall hold office only until the next AGM;
 - 3.6.2 shall then be eligible for appointment in accordance with Article 3.7.
- 3.7 Excluding always Trustees nominated by Aberdeenshire Council and Mid Deeside Community Council, at every AGM:

3.7.1 each Trustee co-opted to be a Trustee in accordance with Article 3.6 since the last AGM; and

3.7.2 each Trustee completing service as a Trustee for a Full Term (as defined in Article 3.8)

shall retire. Any such Trustee other than one who has served for two successive Full Terms may, if he or she is willing to act, be reappointed at such AGM for a Full Term. Any Trustee who has served two consecutive Full Terms shall be precluded from future appointment as a Trustee for a period of one year from the date he or she ceased to be a Trustee.

3.8 For the purposes of these Articles, a "Full Term" shall mean the period commencing on the date of the AGM at which a Trustee is appointed or reappointed and ending on the date of the third AGM thereafter.

3.9 For the avoidance of doubt, any person who was first co-opted to be a Trustee pursuant to Article 3.6, if appointed to serve as a Trustee at the first AGM following his or her co-option, shall be entitled to then serve two consecutive Full Terms commencing on the date of such AGM.

3.10 A Trustee's term of office automatically terminates if he or she:

3.10.1 is disqualified under the Act, the 2005 Act or otherwise from acting as a Trustee;

3.10.2 is incapable, whether mentally or physically, of managing his or her own affairs;

3.10.3 is absent from four consecutive meetings of the Trustees and the Trustees resolve to remove him or her from office;

3.10.4 ceases to be a member (but such a person may be reinstated by a resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM);

3.10.5 resigns by written notice to the Trustees;

3.10.6 is removed by a resolution of the members present and voting a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views;

3.10.7 is removed under Article 3.5 above.

3.11 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

4. Proceedings of Trustees

4.1 The Trustees must hold a least four meetings each year.

4.2 A quorum at a meeting of the Trustees is three Trustees.

- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 4.4 The Chair or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 4.6 Except for the Chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 4.7 A procedural defect of which the Trustees are unaware at a time does not invalidate decisions taken at a meeting.

5. Powers of Trustees

The Trustees have the following powers in the administration of the Charity:

- 5.1 to appoint (and remove) any person (who may be a Trustee and who will have no voting rights unless a Trustee) to act as Secretary to the Charity in accordance with the Act or to act as Treasurer to the Charity;
- 5.2 to appoint a Chair, Vice-Chair, Treasurer and other honorary officers from among their number;
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least two members of every committee must be Trustees and all proceedings of committees must be reported promptly to the Trustees);
- 5.4 to make Standing Orders consistent with the Memorandum, these Articles, the Act and the 2005 Act to govern proceedings at general meetings;
- 5.5 to make Rules consistent with the Memorandum, these Articles, the Act and the 2005 Act proceedings at their meetings and at meetings of committees;
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the 2005 Act to govern the administration of the Charity;
- 5.7 to establish procedures to assist the resolution of disputes within the Charity;
- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting.

6. Benefits to Members and Trustees / Personal Interests of Trustees

- 6.1 Members (including Trustees) must not receive any payments of money or other material benefit (whether directly or indirectly) from the Charity except:

- 6.1.1 as mentioned in Clause 5 of the Memorandum;
 - 6.1.2 other remuneration which a Trustee is entitled to receive by virtue of an order of the Court of Session, the 2005 Act or any other enactment.
- 6.2 Whenever a Trustee has a personal interest in a matter to be discussed at the meeting of the Trustees or a committee the Trustee concerned must:
 - 6.2.1 declare an interest at or before discussion begins on the matter;
 - 6.2.2 take no part in the discussion for that matter unless expressly invited to do so in order to provide information and the Trustee shall withdraw from meeting if the chair of the meeting for the matter so requires;
 - 6.2.3 not to be counted in the quorum for that part of the meeting;
 - 6.2.4 withdraw during the vote if the chair of the meeting for the matter so requires and in any event have no vote on the matter.

7. Advisers

The Trustees may appoint advisers to the Charity who shall attend meetings but shall have no voting rights.

8. Records and Accounts

- 8.1 The Trustees must comply with the requirements of the Act and the 2005 Act as to keeping financial records, the audit of accounts (unless the Charity is exempt from the requirement to appoint auditors) and the preparation and transmission to the Registrar of Companies and the Office of the Scottish Charity Regulator of:
 - 8.1.1 annual reports;
 - 8.1.2 annual returns;
 - 8.1.3 annual statements of account
- 8.2 The Trustees must keep proper records of:
 - 8.2.1 all proceedings at general meetings;
 - 8.2.2 all proceedings at meetings of the Trustees;
 - 8.2.3 all reports of committees;
 - 8.2.4 all professional advice obtained.
- 8.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.

- 8.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request, and pays the Charity's reasonable costs, within 28 days.

9. Notices

- 9.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or any appropriate local or national newspaper circulating in the area of benefit or any newsletter distributed by the Charity.
- 9.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.
- 9.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 9.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 9.3.2 two clear days after being sent by first class post to that address;
 - 9.3.3 three clear days after being sent by second class or overseas post to that address;
 - 9.3.4 on the date of publication of a newspaper containing notice;
 - 9.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally;
- or, if earlier:
- 9.3.6 as soon as the member acknowledges actual receipt.
- 9.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

10. Dissolution

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.

11. Interpretation

In these Articles;

the Act means the Companies Act 2006

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

AGM	means annual general meeting of the Charity
the or these Articles	means these articles of association
authorised representative	means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary
Chair	means the chair of the Trustees
Charity	means the company governed by these Articles
clear day	means 24 hours from midnight following the relevant event
EGM	means an extraordinary general meeting of the Charity
Full Term	has the meaning given in Article 3.8
material benefit	means a benefit which may not be financial but has a monetary value
member and membership	refer to membership of the Charity
Memorandum	means the Charity's Memorandum of Association
Objects	means the Objects of the Charity as defined in clause 3 of the Memorandum
Secretary	means the Secretary of the Charity
Trustee and Trustees	means a director and all of the directors of the Charity respectively
written or in writing	refers to a legible document on paper including an electronically transmitted message

Expressions defined in the Act and/or the 2005 Act have the same meaning.

References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.