

**Final: - 15 December 2020**

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**of**  
**DOWN'S SYNDROME SCOTLAND**

**Incorporated in 2009**  
**Amended 2010 and 2020**

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**DOWN'S SYNDROME SCOTLAND (SC356717)**

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1. The name of the Company is "DOWN'S SYNDROME SCOTLAND" (hereinafter the "Company").
2. The Registered Office of the Company will be situated in Scotland.
3. A. The objects for which the Company is established are to improve the quality of life for everyone in Scotland with Down's syndrome by (1) the advancement of education (2) the advancement of health (3) the advancement of citizenship and (4) the relief of those in need by reason of disability.  
B. In furtherance of its objects the Company will undertake the following activities:-
  - (1) facilitate the personal development of people with Down's syndrome in order that they may realise their full potential;
  - (2) address the support needs of people with Down's syndrome and their parents, relatives and carers;

- (3) raise awareness and challenge inaccurate perceptions about Down's syndrome; promote the rights and ambitions of people with Down's syndrome to lead rewarding and inclusive lives; and
  - (4) influence and support research and the development of policy for the benefit of people with Down's syndrome.
4. The Company in carrying out the above objects shall have and may exercise (but only to the extent to which the same may lawfully be exercised by a company having exclusively charitable objects) all or any of the following powers:-
- (a) to undertake any activities that support the objects of the Company;
  - (b) to encourage, provide, support and otherwise facilitate the work of those interested in the objects of the Company;
  - (c) to raise funds, solicit, receive and accept financial assistance, subscriptions, donations, endowments, legacies, gifts and loans of money, rents and any other property whatsoever, heritable or moveable, subject or not to any specific charitable trusts or conditions;
  - (d) to establish, support or aid in the establishment and support of any charitable associations or institutions established for similar purposes and to subscribe monies for charitable purposes in any way in connection with the purposes of the Company or calculated to further its objects;
  - (e) to issue appeals, hold public meetings and take such other steps as may be required for the purposes of procuring contributions to the funds of the Company in the form of donations, subscriptions or otherwise;
  - (f) to purchase, take on lease or in exchange or otherwise acquire and to hold, manage, develop, sell, dispose of lease or deal in any way with any heritable or moveable property and any interests therein;
  - (g) to borrow and raise money for the objects of the Company and secure or discharge any debt or obligation of or binding on the Company in such manner and on such terms and conditions as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Company;
  - (h) to invest funds of the Company not immediately required in such investments, securities or property as may be considered appropriate (and to dispose of or vary any such investments);
  - (i) to grant, continue and pay such remuneration and pensions to any person or persons who renders services to the Company supervising, organising, carrying on the work of and advising the Company as may from time to time be thought proper, and to establish pension funds and other trust funds or charitable arrangements of any kind whatsoever for persons employed at any time by the Company and their widows and dependants subject to the provisions of article 5;
  - (j) to insure and arrange insurance cover for, and to indemnify its officers, employees and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;
  - (k) to promote, arrange, organise and conduct seminars, conferences, lectures, meetings and discussions;
  - (l) to prepare, edit, print, publish, issue, acquire, circulate and distribute books, pamphlets, papers, periodicals and other literary material, pictures, prints, photography, films, sound recordings and mechanical and other models and equipment, and to establish,

form, promote, conduct and maintain public collection displays and exhibitions of literature, statistics, charts, information and other material;

- (m) to construct, erect, alter, improve, demolish and maintain any buildings which may from time to time be required for the purposes of the Company, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of the same;
- (n) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (o) to promote and incorporate or to join in the promotion or incorporation of any charitable company with limited or unlimited liability, organisations, societies or associations for the purpose of carrying out any object which the Company itself could carry out and to subscribe for or otherwise acquire the shares, stock or other securities of such company or to lend money to such company on such terms as may be thought fit;
- (p) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (q) to amalgamate with any companies, organisations, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by these Articles; and
- (r) to do all such other things as are necessary for the attainment of the said objects.

4.1 In this article, and throughout these Articles,

- (a) the expression "charity" 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.
- (b) the expression "charitable purpose" shall mean a purpose which constitutes a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Act.

5. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set out in these Articles and subject to the following paragraphs no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company. Nothing herein shall prevent any payment in good faith by the Company:-

- (a) of out-of-pocket expenses incurred in carrying out duties by any member, director, officer or employee of the Company;
- (b) reasonable payment in return for services rendered to the Company;
- (c) director/trustee indemnity insurance; and
- (d) payment or benefits permitted in terms of the Charities and Trustee Investment (Scotland) Act 2005.

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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 contributories among themselves, such amount as may be required not exceeding One Pound.

8. If on the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable body or bodies having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of article 5, such body or bodies to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.
9. The Model Articles shall not apply to the Company.

### **General structure**

10. The structure of the Company consists of:-
  - (a) the MEMBERS - who have the right to attend the annual general meeting (and any general meeting) and have important powers under the Articles of Association and the Companies Acts; in particular, the members may take decisions in relation to changes to the Articles themselves.
  - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Company; in particular, the directors are responsible for monitoring the financial position of the Company and are charity trustees.
  - (c) the SUPPORTERS - individuals and organisations who wish to support the Company. Supporters do not have voting rights.

### **Qualifications for membership**

11. The members of the Company shall consist of such persons as are admitted to membership under articles 12 to 16. All existing members of the charity Down's Syndrome Scotland as at 31 March 2009 automatically became members of the Company as at 31 March 2009.
12. Individuals over the age of 16 who are people with Down's syndrome, parents, relatives and carers of people with Down's syndrome and any individual or organisation who support the objects of the Company shall be eligible to be members. Members shall be required to pay an annual subscription which shall be determined by the directors from time to time.
13. Except insofar as they are Life Members under article 17, employees of the Company shall not be eligible for membership; a person who becomes an employee of the Company after admission to membership shall automatically cease to be a member. Employees may attend board meetings and members meetings as determined by the chair of such meetings. Employees may be supporters.

### **Application for membership**

14. Any person or organisation who wish to become a member must sign (or otherwise make an acknowledgment of their application), and lodge with the Company, a written (which may include email or online application form) application for membership in accordance with the application process as approved by the directors from time to time.
15. The directors may, at their discretion, acting reasonably and with due consideration at a committee meeting in accordance with article 16, refuse to admit any person to membership.
16. The directors shall consider each application for membership at a committee meeting, which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application. The Directors shall put in place an effective process to manage applications for membership and may delegate part or all of such process to employees of the Company.

### **Classes of membership**

17. There shall be four classes of membership:

Life - for adults with Down's syndrome attaining the age of 16 years. Life members shall be entitled to one vote.

Individual - Individual members shall be entitled to one vote.

Family - for two (or more) people living at the same address. Each Family shall be entitled to one vote.

Professional - for individuals and/or organisations who have a professional interest in the work of the charity due to the nature of their work or background. Each individual shall be entitled to one vote; each organisation shall be entitled to one vote.

### **Registers of members**

18. The directors shall maintain registers of members, setting out the full name and address of each member and the date on which any member ceased to be a member.

### **Termination of membership**

19. Any member who wishes to withdraw from membership shall sign, and lodge with the Company, written notice to that effect; on receipt of the notice by the Company, they shall cease to be a member.
20. Any member may be removed from membership automatically where the member has not responded to a request to renew their membership provided the following procedure has been observed:-
- (a) an annual membership renewal request has been issued to the member and the member has failed to respond to the membership renewal request within 28 days of issue; or
  - (b) a reminder renewal request has been issued to the member and the member has failed to respond to the membership renewal reminder within 28 days of issue.
21. Any member may be expelled from membership by resolution of the directors, providing the following procedures have been observed:-
- (a) at least 14 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
  - (b) the member concerned shall be entitled to be heard on the resolution at the meeting at which the resolution is proposed.

### **Transfer**

22. A member may not transfer their membership to any other person.

### **Supporters**

23. Supporters shall be individuals over the age of 16 who are people with Down's syndrome, parents, relatives and carers of people with Down's syndrome and any individual or organisation who support the objects of the Company but who do not wish to be members of the Company. Supporters do not have voting rights but will be eligible to attend events organised from time to time.

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

24. The directors shall convene an annual general meeting in each year.
25. Not more than 15 months shall elapse between one annual general meeting and the next.

26. The business of each annual general meeting shall include:-
- (a) a report by the chair on the activities of the Company;
  - (b) consideration of the annual accounts of the Company; and
  - (c) the election/re-election of directors, as referred to in article 58.
27. The directors may convene a general meeting at any time.
28. The directors must convene a general meeting if there is a valid requisition by no less than 10% of the members from time to time.

#### **Notice of general meetings**

29. At least 21 clear days' notice must be given of a general meeting (including any annual general meeting).
30. The reference to "clear days" in article 29, shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded.
31. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 34) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
32. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called a general meeting.
33. Notice of every general meeting shall be given either in writing or, (where the party to whom notice is given has notified the Company of an address to be used for the purpose of electronic communications), (by way of an electronic communication) to all the members and directors, and (if there are auditors in office at the time) to the auditors.

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

34. For the purposes of these Articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 29 to 33; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
35. In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the Company, by special resolution:
- (a) to alter its name;
  - (b) to alter the Company's objects;
  - (c) to alter any provision of these Articles or adopt new articles of association.
36. For the purposes of these Articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the chairperson's casting vote), at an annual general meeting or general meeting, providing proper notice of the meeting has been given in accordance with articles 29 to 33.

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

37. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 5 persons entitled to vote, each being a member or a proxy for a member.
38. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
39. The chair of the Company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
40. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
41. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or by proxy. A member who is not an individual shall vote through their duly authorised representatives.
42. A resolution may be decided by postal ballot or by electronic form if so decided by the Board.
43. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
44. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
45. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

### Proxies

46. A member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a meeting of the Company. The Company may require a Proxy Notice to be delivered in a particular form, and may specify different forms for different purposes.
47. A member who wishes to appoint a proxy to vote on his or her behalf shall lodge with the Company, at the Company's registered address (or by electronic means to the Company, at such electronic address as may have been notified to the members by the Company for that purpose) a written instrument of proxy (in such form as the directors may require) ("**Proxy Notice**"), signed or authenticated in such manner as the directors may determine, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. A Proxy Notice which is not delivered in such manner shall be invalid unless the directors, in their discretion, accept the notice at any time before the meeting.
48. Unless a Proxy Notice indicates otherwise, it must be treated as: (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.
49. A person who is entitled to attend, speak or vote (either on a show of hands or on a ballot) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.
50. An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was

given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

51. If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### **Number of directors**

52. The maximum number of directors shall be 12 and the minimum number shall be 3.

#### **Appointment, Eligibility and Maximum period in office for directors**

53. An individual shall not be eligible for appointment as a director if he/she is:
- (i) disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - (ii) an employee of the Company.
54. A director may be appointed by the Board of Directors by way of a majority decision at any time, providing they are willing to act and on the basis that they have experience and/or skills which could be of assistance to the Board of Directors. The Board shall consider each candidate for a board position, in accordance with article 55 and any nomination procedure, and recommend the appointed director for election by the members at the annual general meeting. The Board of Directors may prescribe, alter, amend or revoke any procedures for the nomination or recommendation of any person for election as a director.
55. The Board of Directors shall at all times ensure that lived experience of Down's syndrome is represented in the board composition.
56. Upon being appointed as a director, an individual shall also become a member prior to the first annual general meeting after their appointment under article 54.
57. At the annual general meeting, any directors:
- (a) who have been appointed in terms of article 54 since the last annual general meeting; or
  - (b) who have held office for the two preceding annual general meetings,
- shall retire from office and upon a recommendation from the Board of Directors shall be eligible for election or re-election by the members at that meeting subject to article 58.
58. A director shall be entitled to hold office for 3 years from their election at an annual general meeting and shall then be eligible for re-election for two further periods of 3 years. The maximum period a director shall serve is 9 years unless agreed otherwise by the directors.

#### **Termination of office**

59. A director shall automatically vacate office if:-
- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;
  - (b) he/she becomes debarred under any statutory provision from being involved in the management or control of a charity;
  - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
  - (d) he/she ceases to be a member of the Company;
  - (e) he/she resigns office by notice to the Company;

- (f) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office;
- (g) he/she is removed from office by resolution of the directors.

#### **Register of directors/Directors interests**

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

#### **Office bearers and the Company Secretary**

- 61. The directors shall appoint a Chair, Vice Chair, Treasurer and such other office bearers (if any) as they consider appropriate and shall review and confirm the appointments on an annual basis.
- 62. The directors may appoint any person who is willing to act as the Company Secretary for such term at such remuneration and on such conditions as the directors think fit. From time to time the directors may decide to remove such person and to appoint a replacement. A Company Secretary who is also a director may not be remunerated, otherwise than as permitted by these Articles.
- 63. The office bearers shall hold office without limit of time or for such a term as the directors think fit.
- 64. A person elected to any office (except the Company Secretary) shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

#### **Powers of directors**

- 65. Subject to the provisions of the Act, the memorandum of association and these Articles, and subject to any directions given by special resolution, the Company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the Company.
- 66. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

#### **Personal interests**

- 67. A director who has a personal interest in any transaction or other arrangement which the Company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred from voting on the question of whether or not the Company should enter into that arrangement.
- 68. For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Companies Acts), has a personal interest in that arrangement.
- 69. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the Company should enter into the relevant arrangement - a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 68) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
- 70. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

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

71. Board meetings will be held on a regular basis. Any director may call a meeting of the directors or request the Company Secretary to call a meeting of the directors.
72. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit.
73. Any director may participate in a meeting of the directors in person or by means of video conference, telephone or any suitable electronic means agreed by the directors and by which all those participating in the meeting are able to communicate with all other participants. If all the directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
74. The directors can agree to confirm decisions by telephone, video conference or suitable electronic means, or by written resolution as alternatives to confirming decisions at directors meetings.
75. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
76. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be 3. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
77. Unless he/she is unwilling to do so, the chair of the Company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
78. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
79. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Company as set out under article 68.
80. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
81. The Company may, by ordinary resolution, suspend or relax to any extent - either generally or in relation to any particular matter - the provisions of articles 71 to 81.

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

82. The directors may delegate any of their powers to any sub-committee consisting of two or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the Company (or the holder of any other post) such of their powers as they may consider appropriate.
83. Any delegation of powers under article 82 may be made subject to such conditions as the directors may impose and may be revoked or altered.
84. The rules of procedure for any sub-committee shall be as prescribed by the directors.

### **Operation of bank accounts**

85. The signatures of two authorised representatives of the Company (who need not be directors of the Company) shall be required in relation to all operations (other than lodgement of funds) on the bank, building society or other financial institution accounts held by the Company.

**Minutes**

86. The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

**Accounting records and annual accounts**

87. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements for both companies and charities.
88. No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the Company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the Company.

**Branch structure**

89. In furtherance of the objects of the Company, a network of local branches will be established, recognised and supported by the Company. The aims and operation of any branch structure will be set out in a separate Governing Instrument which will be approved by the Board of Directors.

**Notices**

90. Any notice which requires to be given to a member under these Articles shall be given either in writing or by way of an electronic communication; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the Company or (in the case of a member who has notified the Company of an address to be used for the purpose of electronic communications) may be given to the member by way of an electronic communication.
91. Any notice, if sent by post, shall be deemed to have been given at the expiry of 48 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
92. Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any electronic communication was 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**

93. If the Company is wound up, the liquidator shall give effect to the provisions of article 8 of the Articles.

**Indemnity**

94. Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Company.
95. The indemnity contained in article 94 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled.

**Interpretation**

96. In these Articles:

"Articles" means the Company's articles of association for the time being in force;

"the Act" means the Companies Act 2006;

"electronic communication" has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.

"person" means any individual, organisation or body including any authorised representative of any organisation or body.

97. Any reference in these Articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.
98. Reference in these Articles to the singular shall be deemed to include the plural.