

Company No: SC312912

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMBER'S WRITTEN SPECIAL RESOLUTION

of

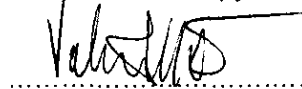
ABERLOUR CHILD CARE TRUST (the "Company")

The undernoted resolution was duly approved as a special resolution of the Company by written resolution on 1st November 2017:

SPECIAL RESOLUTION

"THAT the articles of association circulated with this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company."

Certified a true copy



Director, for and on behalf of
Aberlour Child Care Trust

8/11/2017

Date



THURSDAY



SCT *S6IVCU7M* 09/11/2017 #423
COMPANIES HOUSE



COMPANIES ACT 2006
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

**ARTICLES OF ASSOCIATION
OF
ABERLOUR CHILD CARE TRUST**

MACROBERTS

LLP

THE COMPANIES ACT 2006
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
ABERLOUR CHILD CARE TRUST

INTERPRETATION

1. In these articles:

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

"the Act" means the Companies Act 2006 including any statutory modifications or re-enactment thereof for the time being in force;

"the articles" means the articles of the Trust;

"charitable purpose" means a purpose which is a charitable purpose for the purposes of Section 7 of the 2005 Act and which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

"charity" (also "charitable body") means a body which is either a Scottish charity in terms of Section 13 of the 2005 Act or Section 1 of the Charities Act 2011, provided its objects are limited to charitable purposes;

"clear days" in relation to the period of a notice means that 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;

"Chair" means the individual responsible for chairing and providing leadership to the Trustees;

"Director" means director under the Companies Act 2006;

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

"Trust" means Aberlour Child Care Trust;

"Trustee(s)" means the Director (s) for the time being of the Trust; and

"The United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these requirements become binding on the Trust. Reference to bodies incorporated by statute shall be deemed to include reference to their statutory successors.

The model articles of association contained in schedule 2 of The Companies (Model Articles) Regulations 2008 are excluded in respect of this Trust except insofar as they are repeated here.

2. The Trust's name is Aberlour Child Care Trust (the **"Trust"**).

3. The Trust's registered office is to be situated in Scotland.
- 3.1. The charitable purposes of the Trust are:
 - 3.1.1 to provide, maintain and promote care, accommodation, support, training and/or services:
 - 3.1.1.1 primarily for children and young persons who are in need of care, protection, assistance and/or training;
 - 3.1.1.2 for vulnerable and/or disadvantaged adults whose assistance by the Trust will provide care, protection and/or assistance to children and young persons; and
 - 3.1.1.3 for adults who are vulnerable and/ or disadvantaged and therefore remain in need of care, protection, assistance and/or training;
 - 3.1.2 to provide, maintain and promote education, training, consultancy, research and information for:
 - 3.1.2.1 the beneficiaries listed in 3.1.1, as may be required to meet their specific educational and physical needs;
 - 3.1.2.2 current and prospective individuals and agencies involved whether through the Trust or otherwise, with issues relating principally to the beneficiaries listed in 3.1.1; and
 - 3.1.2.3 members of the public generally and decision makers about the activities of the Trust and issues arising therefrom.
4. In furtherance of the above but not otherwise, the Trust shall have the following powers:
 - 4.1. to encourage and develop a spirit of voluntary or other commitment by individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others and any groups or groupings thereof willing to assist the Trust to achieve the charitable purposes;
 - 4.2. to provide care, accommodation and support;
 - 4.3. to provide advice, consultancy, training, tuition, expertise and assistance;
 - 4.4. to promote and carry out research, surveys and investigations and develop initiatives, projects and programmes;
 - 4.5. to prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops, to collect, collate, disseminate and exchange information and to prepare, produce, edit, publish, exhibit and distribute articles, pamphlets, books other publications, and other materials, all in any medium, digital or otherwise;
 - 4.6. to purchase, take on lease, hire, or otherwise acquire any property suitable for the Trust and to construct, convert, improve, develop, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature, and manage and operate or arrange for the professional or other appropriate management and operation of the Trust's property;
 - 4.7. to sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the property of the Trust;
 - 4.8. to establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds;
 - 4.9. to employ, contract with, train and pay such staff (whether employed or self employed) as are considered appropriate for the proper conduct of the activities of the Trust;

- 4.10. to take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Trust;
- 4.11. to accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust;
- 4.12. to borrow or raise money for the charitable purposes and to give security in support of any such borrowings by the Trust and/or in support of any obligations undertaken by the Trust,
- 4.13. to set aside funds not immediately required as a reserve or for specific purposes;
- 4.14. to invest any funds which are not immediately required for the activities of the Trust in such investments as may be considered appropriate and to dispose of, and vary, such investments;
- 4.15. to make grants or loans of money and to give guarantees;
- 4.16. to establish, manage and/or support any other charitable organisation, and to make donations for any charitable purpose falling within the charitable purposes,
- 4.17. to establish, operate and administer and/ or otherwise acquire any separate trading Trust or association, whether charitable or not;
- 4.18. to enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Trust and to enter into any arrangement for cooperation, mutual assistance, or sharing profit with any charitable organisation;
- 4.19. to enter into contracts to provide services to or on behalf of others;
- 4.20. to effect insurance of all kinds (which may include indemnity insurance in respect of Trustees and employees);
- 4.21. to oppose, or object to, any application or proceedings which may prejudice the interests of the Trust;
- 4.22. to pay the costs of forming the Trust and its subsequent development;
- 4.23. to make representations to and/or present information to any organisation, authority, government or person;
- 4.24. to apply for or concur with others in applying for any Provisional Order, Act of Parliament or other authority for enabling the Company to carry out all or any of its objects or for any other purpose which may seem expedient, to subscribe to the expense of obtaining the same, and to oppose or subscribe to the expense of opposing any Provisional Order, Bill or any proceedings in Parliament or elsewhere which may seem directly or indirectly to affect prejudicially the furtherance of the above objects;
- 4.25. to carry out the charitable purposes in any part of the world as principal, agent, contractor, trustee or any other capacity, and
- 4.26. to do anything which may be incidental or conducive to the charitable purposes so long as these are charitable
5. Restrictions shall apply to the application of the Trust's income and property as follows:
 - 5.1. Subject to article 5.2:
 - 5.1.1. The income and property of the Trust shall be applied solely towards the promotion of its charitable purposes as set out in article 3;
 - 5.1.2. No part of the income and property of the Trust shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the members of the Trust;

- 5.1.3. No Trustee of the Trust shall be appointed as a paid employee of the Trust or to any office under the Trust in respect of which a salary or fee is payable; and
- 5.1.4. No benefit in money or money's worth shall be given by the Trust to any Trustee except repayment of out-of-pocket expenses.
- 5.2. The Trust shall, notwithstanding the provisions of article 5.1 and subject to these articles and the 2005 Act, be entitled:
 - 5.2.1. To pay reasonable and proper remuneration to any Trustee or member of the Trust in return for services (not being of a management nature) actually rendered to the Trust.
 - 5.2.2. To pay interest at a rate not exceeding the commercial rate on money lent to the Trust by any Trustee/member of the Trust.
 - 5.2.3. To pay rent at a rate not exceeding the open market rent for premises let to the Trust by any Trustee/member of the Trust
 - 5.2.4. To make payment by way of indemnity or to procure insurance for any Trustee/member of the Trust; and
 - 5.2.5. To purchase assets from, or sell assets to, any Trustee/member of the Trust providing such purchase or sale is at market value.
- 6. The liability of the members is limited.
- 7. Every member of the Trust undertakes to contribute such amount as may be required (not exceeding £1) to the Trust's assets if the Trust should be wound up while they are a member or within one year after they cease to be a member, for payment of the Trust's debts and liabilities contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and of adjustment of the rights of the contributories among themselves.
- 8. The following shall govern processes to be followed on the winding up of the Trust.
 - 8.1. If on the winding-up of the Trust any property remains after satisfaction of all the Trust's debts and liabilities, such property shall not be paid to or distributed among the members of the Trust but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose charitable purposes are altogether or in part similar to the charitable purposes of the Trust and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does article 5 of these articles.
 - 8.2. The charitable body or bodies to which property is transferred under article 8.1 shall be determined by the members of the Trust.
 - 8.3. To the extent that effect cannot be given to the provisions of articles 8.1 and 8.2, the relevant property shall be applied to some other charitable purpose or purposes.
- 9. Accounting procedures for the Trust shall be as follows:
 - 9.1. Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Trust and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Trust; such accounting records shall be open to inspection at all times by any Trustee (as member) of the Trust.
 - 9.2. The Trust's auditors or independent examiners shall make a report to the Trust on the accounts examined by them and on every balance sheet and income and expenditure account and on all relevant group accounts.

- 9.3. At each annual general meeting, the Trustees (as members) shall approve the accounts for the period since the preceding accounting reference date. The accounts shall be accompanied by proper reports of the Trustees and the independent financial examiner or auditor.

MEMBERSHIP

10. The Trustees shall be the only members of the Trust. Trustees shall assume membership upon their appointment as a Trustee.
11. The Trust may receive, consider and ultimately accept applications from organisations that share the values and support the objectives of the Trust to be "Associates" of the Trust (such "Associate" organisations shall not be members of the Trust under these articles or the Act but may, at the invitation of the Trustees, appoint a representative to attend and speak but not vote at general meetings).
12. A member of the Trust shall cease to be a member of the Trust: (i) on death (ii) if they resign membership in writing to the Trust at the registered office, or (iii) if they cease to be a Trustee for whatever reason.

GENERAL MEETINGS

13. A general meeting shall be held as an annual general meeting each year and not more than 15 months shall elapse between the holding of annual general meetings.
14. Subject to the preceding and following article the Trustees may convene general meetings whenever they think fit.
15. A general meeting shall be convened by the Trustees on requisition by members (as members) (under section 303 to 305 of the Act) or on requisition by a resigning auditor (under section 505 of the Act).

NOTICE OF GENERAL MEETINGS

16. All general meetings shall be called by giving at least fourteen clear days' notice.
17. A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.
18. A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
19. Notice of every general meeting shall be given to all members and Trustees (as members) and (or) Honorary Patron(s) and any auditors that may be in place from time to time. The Trustee may (but are not required to) invite Associates to attend general meetings.
20. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

21. No business shall be transacted at any general meeting unless a quorum is present; the higher of three or one third of the Trustees (as members) (including any proxy appointed for a Trustee/member), entitled to vote upon the business to be transacted, shall constitute a quorum.
22. If the quorum required under the preceding article is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

23. The Chair (or, in their absence, the vice chair) shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if neither the Chair nor the vice chair is present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the Trustees (as members) present shall elect one of their number to act as chairperson or, if there is only one Trustee (as member) present and willing to act, that member shall be chairperson.
24. The chairperson may, with the consent of the meeting at which the quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.
25. No business shall be transacted at an adjourned meeting other than business which could properly have been transacted at the meeting which was adjourned.
26. It shall not be necessary to give notice of an adjourned meeting.

VOTING AT GENERAL MEETINGS

27. The chairperson of the meeting shall endeavour to achieve consensus where possible but, if necessary, questions arising shall be decided by being put to the vote.
28. Each Trustee (as a member) shall have one vote, exercisable in person or by proxy.
29. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote they may have.
30. At any general meeting a resolution shall be voted on as follows:
 - 30.1. Special resolutions relating to the following matters shall require not less than 75% of the Trustees (as members) present and voting at the meeting in person or by proxy:
 - 30.1.1. to alter the name of the Trust;
 - 30.1.2. to amend the charitable purposes of the Trust;
 - 30.1.3. to amend these articles;
 - 30.1.4. to wind-up the Trust in accordance with article 8; or
 - 30.1.5. all other special resolutions
 - 30.2. All other matters and resolutions shall be determined by a simple majority of the Trustees (as members) present and voting at the meeting in person or by proxy.
31. A resolution in writing signed by a sufficient majority (as specified in article 30) of the Trustees (as members) shall be as effectual as if it had been passed at a general meeting duly convened and held; it may consist of several documents in the same form each signed by one or more of the Trustees (as members).
32. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; and such objection shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.
33. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
 - 35.1 states the name and address of the Trustee (as member) appointing the proxy;
 - 35.2 identifies the person appointed to be that Trustee's (as member's) proxy and the general meeting in relation to which that person is appointed;
 - 35.3 is signed by or on behalf of the Trustee (as member) appointing the proxy, or is authenticated in such manner as the Trustees may determine; and

- 35.4 is delivered to the Trust in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
34. The Trust may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
35. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
36. Unless a proxy notice indicates otherwise, it must be treated as:
- 38.1 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
 - 38.2 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.

TRUSTEES

37. The number of Trustees shall be not less than three and, unless otherwise determined by special resolution at a general meeting (but not retrospectively), not more than twelve.

APPOINTMENT, RETIRAL, RE-APPOINTMENT

38. The Trustees and the Trust shall be entitled to appoint persons over the age of 16 as Trustees (provided they are not prohibited by law from being a Trustee under the 2005 Act or a Director under the Act) at any time, up to the maximum stipulated in article 37 and provided at all times consideration is given by the Trustees to ensuring that appointments are made so that the combined skills of the Trustees cover the skillset needed to advance the purposes of the Trust.
39. From the date of adoption of these articles:
- 39.1. Trustees appointed after the adoption of these Articles may serve for a period of four (4) years at which point they must retire from office but shall be eligible for reappointment, subject to a limit that Trustees may serve only two (2) consecutive terms, after which they shall require to observe a break period of four (4) years before being eligible for re-appointment in terms of article 38 and this article 39.1.
 - 39.2. Trustees in office on the date of the adoption of these Articles shall retire at the point of expiry of their respective period of appointment under the preceding articles but shall be eligible for further appointment as follows:
 - 39.2.1. each Trustee having served continuously as a Trustee for over four years at the point of their retiral under this article, shall remain eligible to serve one further four (4) year term, after which they shall require to observe a break period of four (4) years before being eligible for re-appointment in terms of article 39.1; and
 - 39.2.2. each Trustee having served continuously as a Trustee for less than four years at the point of their retiral under this article, shall remain eligible for re-appointment to serve for two further four year terms in accordance with article 39.1.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

40. A Trustee shall vacate office (and in so doing shall also be removed from membership) if:
- (a) They are removed as acting as a Trustee by virtue of any provision of the 2005 Act or become prohibited by law from being a Trustee under the 2005 Act or a Director under the Act;
 - (b) They become bankrupt or apparently insolvent;

- (c) They become incapable for medical reasons of fulfilling the duties of their office, as certified if necessary by two medical practitioners, and such incapacity is expected to continue for a period of more than six months;
- (d) They become an employee of the Trust;
- (e) They resign office by notice to the Trust;
- (f) They are absent (without permission of the Trustees) for more than two successive meetings of the Trustees, and the Trustees, at a meeting of the Trustees, resolves by majority to remove him or her;
- (g) They have a significant conflict of interest which the Trustees, at a Meeting of the Trustees, resolves by majority has and continues to undermine their ability to act impartially as a Trustee; or
- (h) A resolution is passed in accordance with section 168 of the Act removing, by majority decision of the Trustees (as members) a person as a member, (which shall also remove that person as a Trustee.

APPOINTMENTS TO OFFICE

- 41. Trustees shall be appointed to hold the offices of Chair, vice chair and such other offices as the Trustees may consider appropriate.
- 42. The appointments to office under the preceding article shall be made at a meeting of the Trustees immediately after each annual general meeting.
- 43. Appointments under article 41 shall be for a period expiring at the end of the subsequent annual general meeting, unless the Trustees resolve to remove a person from office by majority.
- 44. A Trustee whose period of office expires under article 43 may be re-appointed to such office (providing they are willing and eligible to act).
- 45. The appointment of any Trustee to office shall terminate if they cease to be a Trustee or if they resign from such office by notice to the Trust.
- 46. If the appointment of any Trustee to office terminates under the preceding article, the Trustees shall, at a meeting of Trustees held as soon as reasonably practicable after such termination, appoint another Trustee to hold such office in their place.

APPOINTMENT OF HONORARY PATRON(S)

- 47. The Trustees may agree to appoint one or more Honorary Patrons of the Trust, who may be appointed either for such fixed period as the Trustees may determine or for an unspecified period until such appointment be terminated by the Trustees.
- 48. The Honorary Patron or Patrons shall be entitled to notice of all general meetings and to contribute to discussion but not vote thereat.

PERSONAL INTERESTS

- 49. The Trustees shall maintain a register of Trustees' interests.
- 50. A Trustee who has a personal interest in any transaction or other arrangement, which the Trust is proposing to enter into, whether or not contained in the register under article 49, must declare that interest at a meeting of the Trustees. He/she will be debarred from voting on the question of whether or not the Trust should enter into that arrangement.
- 51. For the purposes of the preceding article, a Trustee shall be deemed to have a personal interest in an arrangement if any partner, or other close relative of theirs, 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 under the Act and/or section 68 of the 2005 Act), has an interest in that arrangement.

52. Provided he/she has declared their interest, has complied with the Trust's Code of Conduct under articles 55 and 56 and has not voted on the question of whether or not the Trust should enter into the relevant arrangement, a Trustee will not be debarred from entering into an arrangement with the Trust in which he/she has a personal interest (or is deemed to have a personal interest) and may retain any personal benefit which he/she gains from their participation in that arrangement.
53. The Trustees shall be entitled for the purposes of Section 175 of the Act to authorise by resolution, a conflict situation that may arise (other than a conflict relating to a proposed transaction or arrangement with the Trust which shall be dealt with in accordance with articles 50-52) such that the duty of the Trustee concerned to avoid conflict of interest is not infringed under Section 175.
54. Where a Trustee provides services to the Trust or may benefit from any remuneration paid to a connected party for services then;
 - 54.1. the maximum amount of remuneration must be reasonable and recorded in writing.
 - 54.2. the Trustees must be satisfied it is in the interests of Trust to enter the arrangement; and
 - 54.3. less than 50% of Trustees must be in receipt of remuneration at any one time.

CODE OF CONDUCT

55. Each Trustee shall act in the interests of the Trust and, in particular, must:
 - (a) seek, in good faith, to ensure that the Trust acts in accordance with its purposes;
 - (b) act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person;
 - (c) put the interests of the Trust before that of any other party in taking decisions as a Trustee;
 - (d) comply with article 50 in relation to disclosing conflicts of interests and refraining from participating in discussions and/or decisions with regard to the matter in question; and
 - (e) comply with any Governance Guide and Code (if any) established under article 56.
56. The Trustees may adopt and amend from time to time a Governance Guide and Code. Each of the Trustees shall comply with the Governance Guide and Code. For the avoidance of doubt, the Governance Guide and Code shall be supplemental to the provisions relating to Trustees and their conduct contained in these articles and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the Governance Guide and Code.

POWERS OF TRUSTEES

57. Subject to the provisions of the 2005 Act, the Act, these articles and to any directions made by way of special resolution, the business of the Trust shall be managed by the Trustees who may exercise all the powers of the Trust.
58. No alterations of these articles and no direction given by special resolution shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given.
59. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

PROCEEDINGS OF TRUSTEES

60. Subject to the provisions of these articles, the Trustees may regulate their proceedings as they think fit.
61. All meetings of the Trustees shall require not less than 7 days' prior notice, unless all Trustees agree unanimously to dispense with such notice on a specific occasion or a programme of scheduled meetings has been agreed in which case notice shall be deemed to have been given for each programmed scheduled meeting.
62. A Trustee may, and on the request of a Trustee any secretary shall, at any time, summon a meeting of the Trustees by notice served upon all Trustees, to take place at a reasonable convenient time and date.
63. Questions arising at a meeting of Trustees shall be decided as follows:
 - 63.1. the Chair shall endeavour to achieve consensus wherever possible;
 - 63.2. if necessary questions arising shall be decided by a majority of votes, on a show of hands, each Trustee present having one vote;
 - 63.3. in the case of an equality of votes, the Chair shall have a second or casting vote.
64. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees and, unless so fixed at any other number, shall be the next whole number representing the higher of three or one third of the total number of Trustees.
65. Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when
 - (i) the meeting has been called and takes place in accordance with the articles, and
 - (ii) the Trustees can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
66. If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is. In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.
67. The continuing Trustees or a sole continuing Trustee may act notwithstanding vacancies but if the number of remaining Trustees is less than the number fixed as the quorum, they may act, only for the purpose of filling vacancies or of calling a general meeting.
68. Unless they are unwilling to do so, the Chair shall preside as chairperson at every meeting of Trustees at which they are present.
69. If the Chair is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the vice chair shall act as chairperson; if the vice chair is not willing to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairperson of the meeting.
70. All acts done by a meeting of Trustees or by a meeting of a committee of Trustees or by a person acting as a Trustee shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any Trustee or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified, had continued to be a Trustee and had been entitled to vote.
71. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and

held; it may consist of several documents in the same form each signed by one or more Trustees.

72. The Trustees may invite or allow any person to attend and speak, but not to vote, at any meeting or meetings of Trustees or any committee of the Trustees.

DELEGATION TO COMMITTEES OF TRUSTEES AND HOLDERS OF OFFICE

73. The Trustees may delegate any of their powers to any committee consisting of two or more Trustees, together with any other person(s) (if any) invited by the Trustees to sit on such committee in accordance with article 72; they may also delegate to the Chair or any Trustee holding any other office such of their powers as they consider desirable to be exercised by them.
74. The quorum for meetings and/or decisions of any committee shall be two Trustees and any delegation of powers under the preceding article may be subject to such conditions as the Trustees may impose.
75. Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee constituted under article 73 shall be governed by the articles regulating the proceedings of meetings of Trustees so far as they are capable of applying.

SECRETARY

76. Notwithstanding the provisions of the Act, a secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

MINUTES

77. The Trustees shall ensure that minutes are made of all proceedings at general meetings, meetings of the Trustees, meetings of committees of Trustees and meetings of general committees; a minute of a meeting of Trustees or of a committee of Trustees shall include the names of the Trustees present.

AUDITORS

78. Auditors or Independent Examiners (as appropriate) of the Trust shall be appointed and their duties regulated in accordance with the Act and the 2005 Act.

INDEMNITY

79. Every Trustee (and any secretary) of the Trust shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the Trust against any loss or liability which they may sustain or incur in connection with the execution of the duties of their office; such indemnity may include, without prejudice to its generality, (but only to the extent permitted by those sections of the Act), any liability incurred in defending any proceedings (whether civil or criminal) in which judgement is given in their favour or in which they are acquitted or any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of the Trust.

INSURANCE

80. To the extent permitted by the 2005 Act and the Act, the Trust shall be entitled to purchase and maintain for any Trustee (and any secretary in place from time-to-time) insurance against any loss or liability which any Trustee (or any secretary) may sustain or incur in connection with the execution of the duties of their office.

MEANS OF COMMUNICATION TO BE USED

81. Subject to the articles, anything sent or supplied by or to the Trust under the articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Trust.
82. Subject to the articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
83. A Trustee may agree with the Trust that notices or documents sent to that Trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.