

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION of

Community Development Company of Nesting

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Members – Signed 12th January 2018

T BARTON

G FRASER

A BRADLEY

E KEITH

J BRADLEY

S CHRISTEY

D STEVENSON

A FOYLE

S JOHNSON

D GEAR

I SMITH

I COUTTS

L LAURENSEN

R SHUCKSMITH

E SMITH

V STEVENSON

R SANDISON

W SIMPSON

R STEVENSON

S WHITE

SIGNATURES REDACTED 20/8/19
FOR WEBSITE


CHAIR.

Constitution of company

1. The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

Defined terms

2. In these articles of association, unless the context requires otherwise:-
 - (a) The Company has been formed to benefit the community of Nesting and its surrounding area as defined by the postcode units ZE2 9PP, ZE2 9PR, ZE2 9PS, ZE2 9SQ, ZE2 9XA. This area will hereafter be referred to as Nesting.
 - (b) Act means the Companies Act 2006;
 - (c) electronic form has the meaning given in section 1168 of the Act;
 - (d) property means any property, heritable or movable, real or personal, wherever situated; and
 - (e) subsidiary has the meaning given in section 1159 of the Act.
3. Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

Aims

4. The company's aims are to work in co-operation with organisations and individuals within and beyond Nesting for:
 - (a) The advancement of community development and resilience (including the advancement of rural regeneration) by designing and delivering a range of services, including volunteering and learning opportunities which will help Nesting (as defined in 2(a)) and the wider community to be a vibrant, sustainable and inclusive community for all who live and work here.
 - (b) The advancement of heritage and culture through raising awareness and understanding of the Nesting community, its historic and natural environment, and its traditions and culture.
 - (c) The provision of recreational facilities and the organisation of recreational activities and services, with the object of improving the conditions of life for the those who live and work in the area, so as to encourage people to settle and remain in the community.

- (d) The relief of those in need by reason of age, ill-health, disability, financial hardship or other disadvantage through the provision of accessible and freely available services to bring the members of the community together to reduce social isolation and improve community cohesion.
- 5. The company's aims are restricted to those set out in article 4 (but subject to article 6).
- 6. The company may add to, remove, or alter the statement of the company's aims in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

Powers

- 7. In pursuance of the aims listed in article 4 (but not otherwise), the company shall have the following powers:
 - (a) To acquire property and assets for the benefit of the community and maintain them in a sustainable manner.
 - (b) To encourage and support opportunities to grow the Nesting economy.
 - (c) To support and assist other groups and facilities in Nesting through sharing our experience and lending or granting them money.
 - (d) To carry out any other activities which further any of the above aims.
 - (e) To report back to, and liaise with, the community as appropriate.
 - (f) To promote companies whose activities may further one or more of the above aims, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
 - (g) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.
 - (h) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
 - (i) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
 - (j) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.

- (k) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- (l) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- (m) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (n) To engage such consultants and advisers as are considered appropriate from time to time.
- (o) To effect insurance of all kinds (which may include officers liability insurance).
- (p) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (q) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.
- (r) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects. "The expression 'charitable purpose' shall mean a charitable purposes 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 Acts and 'Charity' shall have the meaning given in section 106 of the 2005 Act"
- (s) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- (t) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (u) To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- (v) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity.
- (w) To do anything which may be incidental or conducive to the furtherance of any of the company's aims.

Restrictions on use of the company's assets

8. (a) The income and property of the company shall be applied solely towards promoting the company's Aims or as directed by Board.
- (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
- (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
- (d) No benefit (whether in money or in kind) shall be given by the company to any director except repayment of out-of-pocket expenses

Liability of members

9. Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1.00 to the assets of the company, to be applied towards:
 - (a) Payment of the company's debts and liabilities contracted before he/she ceases to be a member;
 - (b) Payment of the costs, charges and expenses of winding up; and
 - (c) Adjustment of the rights of the contributories among themselves.

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 extraordinary general meeting) and have important powers under the articles of association and the Act; in particular, the members elect people to serve as directors and 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.

Qualifications for membership

11. The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 13 to 15.

11.1 The minimum number of members shall be 20 Full Members.

11.2 The number of Full Members will always be greater than the number of Associate, Junior and Honorary Members combined.

12.1 Full membership of the association shall be open to:

- (a) Individuals of 16 years and over
- (b) Who reside in and are listed on the electoral roll as resident in North Nesting, South Nesting, Girlsta & Wadbister (as defined in clause 2(a)) and are supportive of the aims of the company

12.2 Associate membership of the association shall be open to:

- (a) Individuals of 16 years and over who meet the residency criteria of clause 12.1(b) but do not wish to become full members and who are interested in and supportive of the aims of the company; these members shall not be entitled to a vote at general meetings.
- (b) Individuals of 16 years and over who do not meet the residency criteria of clause 12.1(b) but who are interested in and supportive of the aims of the company; these members shall not be entitled to a vote at general meetings.
- (c) Community groups, voluntary organisations and businesses working within Nesting; these members shall not be entitled to vote at general meetings.
- (d) Any organisation or group not working in Nesting but which has an interest in and is supportive of the work of the company, including statutory authorities, public agencies and private businesses; these members shall not be entitled to vote at general meetings.

12.3 Honorary membership of the association:

Honorary members may be appointed by the management committee at its discretion; these members shall not be entitled to vote at general meetings.

12.4 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.

Application for membership

13. Any person who wishes to become a member must sign, and lodge with the company, a written membership application form available from the Secretary.
14. Full members must be 16 years or over at their appointment as a member. However Junior Members may be admitted from the age of 14 years. Junior members have all rights of full members but will NOT have a vote at meetings, will NOT have the right to be elected to the board of Directors and will NOT have Liability of Membership (Article 9).
15. The directors shall consider each application for membership at the first directors' 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.

Membership subscription

16. No membership subscription shall be payable.

Register of members

17. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

18. Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she shall cease to be a member.

Expulsion from membership

19. Any person may be expelled from membership by special resolution (see article 32), providing the following procedures have been observed:-
 - (a) at least 21 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 general meeting at which the resolution is proposed.

Termination/transfer

20. Membership shall cease on death.

21. A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

22. The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.

23. Not more than 15 months shall elapse between one annual general meeting and the next.

24. 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
 - (c) the election/re-election of directors, as referred to in articles 50 to 52.

25. The directors may convene an extraordinary general meeting at any time.

26. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

Notice of general meetings

27. At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting by public advertisement in local press, local notice boards and social media.

28. The reference to clear days in article 27 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 sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

29. 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.
 - (b) If a special resolution (see article 32) (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.
30. 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 an extraordinary general meeting.
31. Members' notice of every general meeting shall be given by one of the following as agreed beforehand:
- (a) in hard-copy form
 - (b) in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form,
 - (c) subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

Special resolutions and ordinary resolutions

32. 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 extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 27 to 31; 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.
33. 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 any provision of these articles or adopt new articles of association.
34. 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), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 27 to 31.

Procedure at general meetings

35. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall 12 Full Members entitled to vote (each being a member or a proxy for a member).
36. 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.
37. The chair of the company shall (if present and able to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and able to act as chairperson within 15 minutes after the time at which the meeting was due to commence, then the vice chair shall take over as chairperson (if present and able to act as chairperson). If neither chair nor vice chair is present and able to act as chairperson then the directors present at the meeting shall elect from amongst themselves the person who will act as chairperson of that meeting.
38. 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.
39. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
40. Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
 - (a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or
 - (b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require)

providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

In extraordinary situations, with a quorum of directors' approval, special dispensation may be given to accept a proxy approval with less than 48 hours' notice.

41. An instrument of proxy which does not conform to the provisions of article 40, or which is not lodged or sent in accordance with such provisions, shall be invalid.
42. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
43. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.
44. A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
45. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
46. 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 persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); 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.
47. 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.

Maximum number of directors

48. The maximum number of directors elected by members at the AGM shall ordinarily be seven, the minimum shall be five. There may also be co-opted non member directors above this number, up to a maximum of two, as directed by Article 50.

Eligibility

49. A person shall not be eligible for election/appointment as a director unless he/she is a member of the company.
50. Non member Directors may be co-opted by the elected Board if they are deemed to have specific skills or abilities needed by the group and which are not available among existing members. This requires a majority vote of the Board.
51. The number of non member directors shall:
 - (a) Not exceed the minimum number of directors
 - (b) Be at least 1 less than 50% of the quorum required at Board meetings.

Election, retiral, re-election

52. At each annual general meeting, the members may (subject to article 48) elect any member (providing he/she is willing to act) to be a director.
53. The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to article 48), up to a maximum of 2 directors.
54. Original Directors may remain in their posts for the duration of the Company set-up phase which will be limited to the second Annual General Meeting. Thereafter directors will be elected in accordance with the following:-
 - (a) At each annual general meeting, all of the directors shall retire from office - but shall then be eligible for re-election.
 - (b) Directors may not hold any individual office bearer position for more than four consecutive years after which a period of two years must pass before they can be re-elected to that position.

Termination of office

55. 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 a charity trustee
 - (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 becomes an employee of the company
- (f) he/she resigns office by notice to the company
- (g) 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
- (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

Register of directors

56. 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 also specifying the date on which any person ceased to hold office as a director.

Office bearers

57. The directors shall elect from among themselves a chair, a vice chair, a treasurer and such other office bearers (if any) as they consider appropriate.
58. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
59. A person elected to any office 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

60. Subject to the provisions of the Act, 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.
61. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

62. 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 (in terms of article 74) from voting on the question of whether or not the company should enter into that arrangement.
63. 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 Act), has a personal interest in that arrangement.
64. Provided that:
- (a) he/she has declared his/her interest
 - (b) he/she has not voted on the question of whether or not the company should enter into the relevant arrangement and
 - (c) the requirements of article 66 are complied with,
- 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 63) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
65. No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director.
66. A director cannot be remunerated for providing services to the company. If the need for this arises then the director must cease to be a director or member of the company and in this respect be treated as a member would if becoming an employee of the company.
67. The directors may be paid 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. All expenses must be pre-agreed by the Board, claimed on expense sheet and authorised by chair/vice chair/treasurer. Only receipted expenses will be authorised for payment

Procedure at directors' meetings

68. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
69. 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.
70. 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 four.
71. 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.
72. 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 at which the meeting was due to commence, then the vice chair shall take over as chairperson (if present and able to act as chairperson). If neither chair nor vice chair are present and able to act as chairperson then the directors present at the meeting shall elect from amongst themselves the person who will act as chairperson of that meeting.
73. 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.
74. 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; he/she must withdraw from the meeting while an item of that nature is being dealt with.
75. For the purposes of article 74, a person shall be deemed to have a personal interest in a particular matter 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, has a personal interest in that matter.
76. 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.

77. 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 74 to 76.

Conduct of directors

78. Each of the directors shall, in exercising his/her functions as a director of the company, act in the interests of the company; and, in particular, must
- (a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects.
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
 - (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party
 - (i) put the interests of the company before that of the other party, in taking decisions as a director
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question
 - (d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees

79. The directors may delegate any of their powers to any sub-committee consisting of one 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.
80. Any delegation of powers under article 79 may be made subject to such conditions as the directors may impose and may be revoked or altered.
81. The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

82. The signatures of two signatories, appointed by the directors, shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company. There can be up to four signatories of which any two can sign, all must be directors of the company.

Secretary

83. The directors shall (notwithstanding the provisions of the Act) appoint a company secretary. Initially the company secretary will be appointed from the Board of Directors and not receive any remuneration.

If in time the Board of Directors agrees that the secretary's work load becomes too great for an unpaid official the board may appoint a secretary who will receive remuneration. This secretary will be unable to vote on Board decisions and the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the conditions of appointment shall be as determined by the directors; the company secretary may be removed by them at any time.

Minutes

84. 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

85. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
86. The directors shall prepare annual accounts, complying with all relevant statutory requirements. If an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified person. Notwithstanding statutory provisions the accounts will be independently audited by a suitably qualified person.
87. 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.

Notices

88. Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; 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 electronic means.
89. 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.
90. Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

Winding-up

91. If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes.
92. For the avoidance of doubt, a body to which property is transferred under article 91 may be a member of the company.
93. To the extent that effect cannot be given to article 91 (as read with article 92), the relevant property shall be transferred to the following
- 1- Another Community Transfer Body or Charity approved by:
 - (a) Not less than 75% of the Members (in accordance with article 32):
 - (b) OSCR; or
 - 2- To a Community Body (as defined by section 34 of the Land Reform (Scotland) Act 2003). Which is also a charity approved by:
 - (a) Not less than 75% of the members (in accordance with Article 32):
 - (b) The Scottish Ministers: and
 - (c) OSCR; or

- 3- To a Crofting Community Body (as defined by section 71 of the Land Reform (Scotland) Act 2003) which is also a Charity approved by:
- (a) Not less than 75% of the members (in accordance with Article 32):
 - (b) The Scottish Ministers: and
 - (c) OSCR; or
- 4- (in the event that no Community Body or Crofting Community Body is approved by the Scottish Ministers) to the Scottish Ministers or to such a Charity as the Scottish Ministers may Direct.

Indemnity

94. Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) 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, (but only to the extent permitted by those sections of the Act), 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 Company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).