



**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**of**

**ROUTES TO WORK LIMITED**

**Company number SC238030**

**(adopted by special resolution passed on 3 December 2021)**

**(as amended by written special resolution dated 24 November 2023)**

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.....  
Secretary/ ~~Director~~

## 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:
- 2.1 “**Act**” means the Companies Act 2006;
- 2.2 “**charity**” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
- 2.3 “**charitable purpose**” means 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 Acts;
- 2.4 “**conflict of interest**” includes a conflict of interest and duty, and a conflict of duty;
- 2.5 “**Conflict Situation**” means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any director has or could have a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company including (without limitation) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the company could take advantage of the property, information or opportunity);
- 2.6 “**the Council**” means North Lanarkshire Council constituted in terms of the Local Government etc. (Scotland) Act 1994 and having their principal offices at the Civic Centre, Windmillhill Street, Motherwell ML1 1AB;
- 2.7 “**electronic form**” has the meaning given in section 1168 of the Act;
- 2.8 “**OSCR**” means the Office of the Scottish Charity Regulator;
- 2.9 “**property**” means any property, heritable or moveable, real or personal, wherever situated; and
- 2.10 “**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.

## **Objects**

- 4 The company's objects are:
- 4.1 to relieve poverty;
  - 4.2 to advance education, particularly among the unemployed;
  - 4.3 to promote training in skills of all kinds, particularly such skills as will assist in obtaining paid employment;
  - 4.4 to relieve unemployment for the public benefit, in such ways as may be thought fit, including assistance to find employment;
  - 4.5 to promote, operate and/or support other projects and initiatives which further similar charitable purposes.
- 5 The company's objects are restricted to those set out in article 4 (but subject to article 6).
- 6 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects 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 those objects (but not otherwise) the company shall have the following powers:
- 7.1 to advise in relation to, prepare, organise and conduct educational, training and counselling courses and programmes of all kinds directed towards the acquisition or development of skills which will assist the participants in furthering their employment prospects;
  - 7.2 to advise and assist individuals in obtaining employment, developing a career or pursuing additional training, work experience and/or further education;
  - 7.3 to collate and maintain information in relation to persons seeking employment, employers' skills requirements, availability of skills, training and further education opportunities and employers' labour requirements and

- liaise generally with potential employers, all with a view to maximising the efficacy of the company's functions (including those associated with training and placement);
- 7.4 to advise and assist individuals in developing and testing business ideas, preparing business plans, obtaining finance, premises and equipment and dealing with other necessary preliminaries, all with a view to relieving the poverty of such individuals through self-employment;
- 7.5 to advise and assist in relation to the establishment and/or development of enterprises whose primary aim is the relief of poverty;
- 7.6 to commission research, studies and reports with a view to identifying, evolving and (as appropriate) implementing appropriate strategies and programmes for economic, social and physical regeneration;
- 7.7 to liaise with public authorities, potential employers, community groups, voluntary bodies and others, all with a view to contributing to economic, social and physical regeneration;
- 7.8 to establish, support and/or operate workspace projects;
- 7.9 to liaise with European, UK, Scottish and local government authorities and agencies, local development companies, voluntary sector bodies and others, all with a view to maximising the effectiveness of the company in pursuing its objectives;
- 7.10 to initiate, promote, conduct, participate in (whether via a wholly-owned subsidiary, a joint venture company or a limited liability partnership or otherwise), co-ordinate, monitor and/or assist (whether financially or otherwise), projects, initiatives and schemes of all kinds which further any of the objects of the company;
- 7.11 to carry on any other activity which may be appropriately carried on in connection with any of the objects of the company;
- 7.12 to promote companies and/or other bodies whose activities may further one or more of the above objects or may generate income to support the activities of the company, acquire and hold shares, stocks, debentures and other interests 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;
- 7.13 to acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company;

- 7.14 to purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities;
- 7.15 to improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company;
- 7.16 to sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company;
- 7.17 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;
- 7.18 to employ such staff as are considered appropriate for the proper conduct of the company's activities;
- 7.19 to engage such consultants and advisers as are considered appropriate from time to time;
- 7.20 to effect insurance of all kinds (which may include officers' liability insurance);
- 7.21 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);
- 7.22 to establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects;
- 7.23 to take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities;
- 7.24 to accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- 7.25 to oppose, or object to, any application or proceedings which may prejudice the company's interests;
- 7.26 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; and
- 7.27 to do anything which may be incidental or conducive to the furtherance of any of the company's objects.

## **Restriction on use of the company's assets**

- 8 Subject to article 9:
- 8.1 the income and property of the company shall be applied solely towards the promotion of its objects (as set out in article 4);
  - 8.2 no part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company by way of dividend, bonus or otherwise;
  - 8.3 no director of the company shall be appointed to any office under the company in respect of which a salary or fee is payable;
  - 8.4 no benefit (in money or money's worth) shall be given by the company to any director except repayment of out-of-pocket expenses.
- 9 The company shall, notwithstanding the provisions of article 8, be entitled:
- 9.1 to pay a rent not exceeding the market rent for premises let to the company by any member of the company;
  - 9.2 to make any transfer or payment to a member where such transfer or payment is made in direct furtherance of the charitable purposes of the company.

## **Liability of members**

- 10 The liability of the members is limited.
- 11 Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while it is a member or within one year after it ceases to be a member, for payment of the company's debts and liabilities contracted before it 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.

## **Membership**

- 12 The membership of the company shall (subject to article 15) consist of such bodies as are admitted to membership under the articles of association of the company in force from time to time.
- 13 Membership shall cease on the dissolution, winding-up, striking-off or receivership of the body which constituted the member or on receipt of a notice of retiral of the relevant body from membership under article 19.

14 A member may not transfer its membership to any other individual or body.

### **Qualifications for membership**

15 Subject to article 12, membership shall be open only to the Council.

### **Application for membership**

16 Any incorporated body eligible for membership under article 15 (as amended from time to time) which wishes to become a member shall (subject to article 18) lodge with the company a written application for membership (in such form as the directors require); the application for membership shall be signed on the relevant body's behalf by an authorised officer of that body.

17 A body eligible for membership under article 15 shall automatically constitute a member of the company immediately upon receipt by the company of the application for membership, duly signed in accordance with article 16.

18 For the avoidance of doubt, a member which is a body eligible for membership under article 15 as at the time when these articles of association are adopted shall remain as a member without any requirement to lodge an application for membership under article 16.

### **Withdrawal from membership**

19 Any body which wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed on its behalf by an authorised officer of that body; on receipt of the notice by the company, it shall cease to be a member.

### **Register of members**

20 The directors shall procure that a register of members is maintained in accordance with the provisions of the Act and shall ensure that the appropriate entries in the register of members are made immediately after any change in the membership of the company occurs.

### **General meetings**

21 The directors must convene a 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).

22 Subject to the provision of article 21, the directors may convene general meetings whenever they think fit.



## Notice of general meetings

- 23 At least 14 clear days' notice of each general meeting must be given to all the members and directors and (if auditors are in office at the time) to the auditors.
- 24 The reference to "clear days" in article 23 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of notice sent by electronic means, the day after it was sent), and also the day of the meeting, should be excluded.
- 25 A notice calling a meeting shall specify the time, date and (subject to article 28) 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 52) or a resolution requiring special notice under the Act is to be proposed, state that fact, giving the exact terms of the resolution; and (c) contain a statement informing members of their right to appoint a proxy.
- 26 Notice of every general meeting shall be given:
- 26.1 in hard copy form;
  - 26.2 (where the individual or body to whom/which notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
  - 26.3 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.
- 27 If members and directors are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s) (see article 29), the notice (or notes accompanying the notice) must:
- 27.1 set out details of how to connect and participate via that link or links; and
  - 27.2 (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the following options:
    - 27.2.1 participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
    - 27.2.2 appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should use that proxy vote in relation to each resolution to be proposed at the meeting;

27.2.3 (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting.

28 If participation in the meeting is to be by way of audio and/or audio-visual links - with no intention for the meeting to involve attendance in person by two or more members and directors in any particular location - the place of the meeting shall, for the purposes of the notice calling the meeting, be taken to be the place where the anticipated chairperson of the meeting is expected to be, as at the time fixed for the commencement of the meeting; and, if it transpires that the chairperson of the meeting is at some other place as at the commencement of the meeting, the meeting shall be taken to have been validly adjourned to that other place.

### **Proceedings at general meetings**

29 The directors may if they consider appropriate (and must, if that is required under article 30) make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:

29.1 the means by which members and directors can participate via those link(s) are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;

29.2 the notice calling the meeting (or notes accompanying the notice) contains the information required under article 27; and

29.3 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and directors who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and directors (if any) who are attending in person (and vice versa).

30 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the membership, the directors must make arrangements for members and directors to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs 29.1 to 29.3 of article 29 will apply.

31 A general meeting may involve two or more members or directors participating via attendance in person while other members and/or directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

- 32 Reference in articles 27 to 31 to members should be taken to include proxies for members and authorised representatives of members which are corporate bodies.
- 33 No business shall be transacted at any meeting unless a quorum is present; one person present and entitled to vote (being a proxy for a member or a duly authorised representative of a member which is a corporate body) shall be a quorum.
- 34 An individual participating in a general meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a member or the authorised representative of a member which is a corporate body, will be deemed to be in attendance) at the meeting.
- 35 If the quorum required under article 33 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 (subject to article 36) place as may be fixed by the chairperson of the meeting.
- 36 Where participation in the adjourned meeting is to be by way of audio and/or audio-visual links - with no intention for the adjourned meeting to involve attendance in person by two or more members or directors in one place - the requirement under article 35 for the chairperson to fix the place of the adjourned meeting shall not apply.
- 37 The Chairperson of the company shall (if present and willing to act) preside as chairperson of the meeting; if the Chairperson is not present and willing to act as chairperson of the meeting within half an hour after the time appointed for holding the meeting, the Vice Chairperson shall act as chairperson of the meeting.
- 38 If neither the Chairperson nor the Vice Chairperson is present and willing to act as chairperson of the meeting within half an hour after the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting or, if there is only one director present and willing to act, he/she shall be chairperson of the meeting.
- 39 Each of the directors shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
- 40 The chairperson of the meeting may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.

## Votes of members

41 Every member shall have one vote, which may be given either via its duly authorised representative present at the meeting or by proxy (subject to article 49).

42 A member which wishes to appoint a proxy to vote on its behalf at any meeting:

42.1 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 an appropriate officer of the member; or

42.2 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); for the avoidance of doubt, in calculating the 48-hour period referred to in the preceding provisions of this article 42, no account shall be taken of any part of a day that is not a working day.

43 An instrument of proxy which does not conform with the provisions of article 42, or which is not lodged or sent in accordance with such provisions, shall be invalid.

44 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

45 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member which appointed him/her to speak at the meeting and need not be a member of the company.

46 A member which is an incorporated body may authorise an individual to act as its representative at any general meeting of the company, providing particulars of the individual so authorised and of the body which he/she is to represent are received by the company prior to the commencement of the general meeting; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that incorporated body could exercise if it were an individual member.

47 The chairperson of a meeting shall not be entitled to a casting vote if an equality of votes arises in relation to any resolution.

48 A vote given by proxy or by the duly authorised representative of a member which is an incorporated body shall be valid notwithstanding that the authority of the person voting had terminated prior to the giving of such vote unless notice of such termination was received by the company at the company's registered office (or,

where contained in an electronic communication, was received by the company at the address notified by the company to the members for the purpose of electronic communication) before the commencement of the meeting or adjourned meeting at which the vote was given.

- 49 Where members are participating in a meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the directors have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.
- 50 The principles set out in article 49 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member or as the authorised representative of a member which is a corporate body.

#### **Technical objections to remote participation in general meetings**

- 51 These articles impose certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at general meetings; providing the arrangements made by the directors in relation to a given general meeting (and the manner in which the general meeting is conducted) are consistent with those requirements:
- 51.1 a member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;
- 51.2 the general meeting need not be held in any particular place;
- 51.3 the general meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);
- 51.4 the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
- 51.5 a member will be able to exercise the right to vote at the general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the directors) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

## **Special resolutions and ordinary resolutions**

- 52 For the purposes of these articles, a “special resolution” means a resolution of the members, which is either (a) passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 23 to 26 (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); or (b) passed by members representing not less than 75% of the total voting rights of eligible members when passed by way of a written resolution, in accordance with articles 55 to 58.
- 53 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution:
- 53.1 to alter its name; and
- 53.2 to alter any provision of these articles or adopt new articles of association.
- 54 For the purposes of these articles, an “ordinary resolution” means a resolution of the members, which is either (a) passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 23 to 26; or (b) passed by members representing a simple majority of the total voting rights of eligible members, when passed by way of a written resolution in accordance with articles 55 to 58.

## **Written resolutions**

- 55 A written resolution can be passed by the members of the company (having been proposed by either the members or the directors in accordance with the procedures detailed in Chapter 2 of Part 13 of the Act) and will have effect as if passed by the members of the company in general meeting. A written resolution is passed when the required majority of eligible members have signified their agreement to it by sending to the company (in hard copy or electronic form) an authenticated document which identifies the resolution to which it relates and which indicates the member’s agreement to it.
- 56 For the purposes of the preceding article:
- 56.1 the reference to “eligible members” is to those members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (a) the date on which copies of the written resolution are sent or submitted to the members in accordance with the

procedures detailed in Chapter 2 of Part 13 of the Act; or (b) if copies are sent or submitted to members on different days, the first of those dates);

56.2 the reference to “required majority” is to the majority required to pass an ordinary or a special resolution under the Act, as follows:

56.2.1 in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with article 55) by members representing a simple majority of the total voting rights of eligible members;

56.2.2 in order to pass a special resolution by way of written resolution, it must be passed (in accordance with article 55) by members representing not less than 75% of the total voting rights of eligible members and the resolution must specifically state that it was proposed as a special resolution.

57 For the avoidance of doubt, a resolution to remove a director (under section 168 of the Act) or a resolution to remove an auditor (under section 510 of the Act) cannot be proposed as a written resolution under article 55.

58 For the purposes of article 55, a proposed written resolution will lapse if it is not passed before the end of a period of 28 days beginning with the circulation date (as defined in article 56) and the agreement of any member to a written resolution will be ineffective if signified after the expiry of that period.

### **Categories of director**

59 For the purposes of these articles:

“**Category A Director**” means a director appointed or re-appointed under articles 62 to 64;

“**Category B Director**” means a director appointed or re-appointed under articles 65 to 72.

### **Number of directors**

60 The maximum number of directors shall be 12<sup>♦</sup>; out of that number

60.1 a maximum of 2 directors shall be Category A Directors appointed by the Council; and

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<sup>♦</sup> as amended by special resolution dated 24 November 2023

60.2 a maximum of 10<sup>♦</sup> directors shall be Category B Directors, who shall be appointed (after due consideration of the views of the board of directors) on the basis that:

60.2.1 they are representative of the community within the local authority area of the Council; and/or

60.2.2 they have specialist skills or expertise which would be of assistance to the board.

### **Composition of the board of directors: general**

61 The composition of the board of directors shall reflect the following principles:

61.1 an individual shall not be eligible for appointment as a director if he/she is an employee of the company;

61.2 the Nominations Committee shall, without displacing its primary focus on the skills that candidates would bring to the board of directors, take account, in the course of carrying out its functions, of principles of good practice as regards equalities.

### **Appointment, removal, retirement: Category A Directors**

62 Subject to articles 60, 61 and 64, the Council, so long as it remains a member of the company, may by notice in writing, signed on its behalf by an appropriate officer and given to the company:

62.1 appoint any elected member or officer of the Council who is willing so to act to be a director (a “**Category A Director**”); or

62.2 remove any Category A Director from office as a director.

63 Any appointment or removal of a director under article 62 shall have effect from the date on which the relevant notice is given to the company.

64 The powers conferred by article 62 shall be deemed to be limited such that:

64.1 no more than 2 individuals appointed by the Council may hold office as Category A Directors at any given time;

64.2 one individual appointed by the Council shall be an elected member and the other shall be an officer of the Council.

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<sup>♦</sup> as amended by special resolution dated 24 November 2023



### **Appointment, removal: Category B Directors**

- 65 Subject to articles 60, 61 and 67, the Council, so long as it remains a member of the company, may by a notice in writing, signed on its behalf by an appropriate officer and given to the company:
- 65.1 appoint any person (other than an officer, elected member or employee of the Council) who is willing so to act to be a director (a “**Category B Director**”); or
- 65.2 remove any Category B Director from office as a director.
- 66 Any appointment or removal of a director under article 65 shall have effect from the date on which the relevant notice is given to the company.
- 67 The Council shall be guided by the Nominations Committee (as defined in article 134) in relation to the selection of appropriate individuals for appointment as Category B Directors.
- 68 The directors of the company shall endeavour to establish the Nominations Committee within a reasonable period; until such time as it is established, the reference in article 67 to the Council being guided by the Nominations Committee shall be disregarded.

### **Retirement: Category B Directors**

- 69 At each annual general meeting, any Category B Director who has served for a period of three years since he/she was last appointed/re-appointed shall retire from office.
- 70 For the purposes of article 69:
- 70.1 the period between the date of appointment of a Category B Director and the annual general meeting which next follows shall be taken to be a year, unless it is of less than six months’ duration (in which case it will be disregarded);
- 70.2 the period between one annual general meeting and the next shall be taken to be a year;
- 70.3 if a Category B Director ceases to hold office and is then re-appointed as a Category B Director within a period of six months, he/she shall be deemed to have held office continuously.
- 71 Any Category B Director who retires under article 69 shall be eligible for re-appointment under article 65 (providing he/she is willing to act).

72 If any Category B Director retiring at an annual general meeting under article 69 is not re-appointed at that meeting in accordance with article 71, he/she shall cease to be a Category B Director with effect from the conclusion of the annual general meeting.

### **Disqualification and removal of directors**

73 A director shall vacate office if:

73.1 he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director or a charity trustee (within the meaning of the Charities and Trustee Investment (Scotland) Act 2005);

73.2 he/she is sequestrated;

73.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity has continued, or is expected to continue, for a period of more than six months;

73.4 in the case of a Category A Director, the body which appointed him/her ceases to be a member of the company;

73.5 in the case of a Category A Director, he/she ceases to be an elected member or officer of the Council;

73.6 he/she becomes an employee of the company;

73.7 he/she resigns office by notice to the company;

73.8 he/she is absent (without permission of the directors) from more than three consecutive meetings of directors and the directors resolve to remove him/her from office;

73.9 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 88);

73.10 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or

73.11 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

74 A resolution under paragraph 73.8 to 73.10 shall be valid only if:

- 74.1 the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;
- 74.2 the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote; and
- 74.3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

### **Appointments to offices**

- 75 The directors shall elect from among themselves a Chairperson and a Vice Chairperson and such other office bearers (if any) as they consider appropriate.
- 76 The appointments under article 75 shall be made at meetings of directors.
- 77 Each office shall be held until the conclusion of the third annual general meeting following the date of the appointment of that individual to the relevant office; a director whose period of office expires under this article may be re-appointed to that office under article 75 (providing he/she is willing to act).
- 78 The appointment of any director as Chairperson, Vice Chairperson or as holder of any other office under article 75 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
- 79 If the appointment of a director to any office under article 75 terminates, the directors shall appoint another director to hold the office in his/her place.

### **Directors' interests**

- 80 Subject to the provisions of the Act and of article 8 (as read with article 9) and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial) and has complied with the code of conduct (as referred to in article 88), a director (notwithstanding his/her office):
- 80.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company;
- 80.2 may be a party to, or have some other personal interest in, any transaction or arrangement in which the company or any associated company has an interest;

80.3 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company;

80.4 shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company;

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

81 For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to “associated company” shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.

82 Without prejudice to article 80, for a director who is an elected representative of the Council, the duty of directors under section 175 of the Act to avoid situations under which they have, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company shall not extend to any such relationship with the Council.

83 In addition to the authorisation given by article 82, the directors shall be entitled, for the purposes of section 175 of the Act, to authorise (by way of resolution to that effect) any Conflict Situation that may arise (such that the duty of the director concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the directors may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.

84 For the avoidance of doubt, articles 82 and 83 shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the company; any conflict of interest of that nature shall be governed by the provisions of articles 80, 82 and 115 to 120 and the code of conduct referred to in article 88.

85 The directors shall procure that a register of directors’ interests is maintained in accordance with the provisions in this regard contained in the code of conduct for directors referred to in article 88.

### **Conduct of directors**

86 It is the duty of each director of the company to take decisions (and exercise his/her other powers and responsibilities as a director) in such a way as he/she considers, in good faith, will be most likely to promote the success of the company in achieving its objects (as outlined in article 4) and will be in the interests of the company, and

irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question.

87 Without prejudice to the principle set out in article 86, each of the directors shall have a duty, in exercising functions as a charity trustee, to act in the interests of the company; and, in particular, must:

87.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its purposes;

87.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

87.3 in circumstances giving rise to the possibility of a conflict of interest between the company and any party responsible for the appointment of that director

87.3.1 put the interests of the company before that of the other party;

87.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any deliberation or decision of the other directors with regard to the matter in question;

87.4 ensure that the company complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

88 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors from time to time; for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

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

89 No director may serve as an employee of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director or as Chairperson or as the holder of any other office under article 75.

90 The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings, meetings of committees of directors or meetings of the Working Groups (as defined in article 138) or otherwise in connection with the carrying-out of their duties.

### **Powers of directors**

- 91 Subject to the provisions of the Act and these articles, and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.
- 92 No alteration of these articles and no direction given by special resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.
- 93 The powers conferred by article 91 shall not be limited by any special power conferred on the directors by these articles.
- 94 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

### **Proceedings of directors**

- 95 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
- 96 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 97 If directors are to be permitted to participate in a directors' meeting by way of audio and/or audio-visual link(s), the directors must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those directors who may have difficulties in using a computer or laptop for this purpose) the directors' attention should be drawn to the following options:
- 97.1 participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
- 97.2 (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.
- 98 Questions arising at any meeting of directors shall be decided by a majority of votes; the chairperson of a meeting of directors shall be entitled to a casting vote.
- 99 A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.

- 100 The directors may, if they consider appropriate (and must, if this is required under article 101) allow directors to participate in directors' meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:
- 100.1 the means by which directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the directors - a barrier to participation; and
  - 100.2 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those directors who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those directors (if any) who are attending in person (and vice versa).
- 101 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed directors' meeting would not be possible or advisable for one or more of the directors, the directors must make arrangements for directors to participate in that directors' meeting by way of audio and/or audio-visual link(s); and on the basis that:
- 101.1 the requirements set out in paragraphs 100.1 and 100.2 of article 100 will apply; and
  - 101.2 the directors must use all reasonable endeavours to ensure that all directors have access to one or more means by which they may hear and contribute to discussions at the meeting.
- 102 A directors' meeting may involve two or more directors participating via attendance in person while other directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 103 For the avoidance of doubt, an individual participating in a directors' meeting via an audio or audio-visual link will be deemed to be present in person (or, if they are not a director, will be deemed to be in attendance) at the meeting.
- 104 Where a director or directors are participating in a directors' meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
- 105 The quorum for the transaction of the business of the directors shall be 5; a person (other than a director) acting as alternate director shall, if his appointer is not present, be counted in the quorum.

- 106 If the quorum required under article 105 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.
- 107 The continuing directors or a sole continuing director may act notwithstanding vacancies, but if the number of remaining directors is less than the number fixed as the quorum they may act only for purposes connected with the filling vacancies or for the purpose of calling a general meeting.
- 108 Unless he/she is unwilling to do so, the Chairperson of the company shall preside as chairperson at every meeting of directors at which he/she is present; if the Chairperson is unwilling to act as chairperson of a meeting of directors or is not present within 15 minutes after the time appointed for the meeting, the Vice Chairperson shall act as chairperson of the meeting.
- 109 If neither the Chairperson nor the Vice Chairperson is present and willing to act as chairperson of the meeting within 15 minutes after the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting or, if there is only one director present and willing to act, he/she shall be chairperson of the meeting.
- 110 The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors (whether in person or by way of an audio or audio-visual link); a person invited to attend a meeting of the directors under the preceding provisions of this article shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the Act or any provision of these articles.
- 111 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director 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 and had continued to be a director and had been entitled to vote.
- 112 The principles set out in article 51 (technical objections to remote participation) shall apply in relation to remote participation and voting at directors' meetings, as if each reference in that article to a member were a reference to a director and each reference in that article to a general meeting were a reference to a directors' meeting.
- 113 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held; it may consist of several documents in the same form, each signed by one or more directors.



- 114 A resolution signed by an alternate director need not also be signed by his appointer; a resolution signed by a director who has appointed an alternate director need not be signed by the alternate director in that capacity.
- 115 Subject to article 116, a director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.
- 116 For the purposes of the preceding article:
- 116.1 an interest of a person who is taken to be connected with a director for any purpose of the Act, shall be treated as a personal interest of the director;
- 116.2 an interest of the appointer of an alternate director shall be treated as an interest of the alternate director; and
- 116.3 a director shall (subject to article 117) be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.
- 117 A Category A Director shall, notwithstanding the provisions of article 115 and paragraph 116.3 of article 116, be entitled to vote in relation to a particular matter notwithstanding that the Council has an interest in that matter; but on the basis that in exercising their voting rights in respect of any such matter, the Category A Directors shall comply with the provisions of articles 86 and 87.
- 118 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.
- 119 The company may (subject to the Charities and Trustee Investment (Scotland) Act 2005) by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 115 to 118.
- 120 If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

### **Alternate directors**

- 121 A Category A Director may appoint any other director or any other person willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

- 122 An alternate director shall, subject to the following article, be entitled to be given notice of all meetings of directors and of all meetings of committees of directors and meetings of the Working Groups of which his/her appointer is a member, to attend and vote at any such meeting at which the director who appointed him is not personally present and generally to perform all the functions of his appointer as a director in his absence.
- 123 No notice of a meeting of directors, a meeting of a committee of directors or a meeting of a Working Group need be given to an alternate director who is absent from the United Kingdom.
- 124 An alternate director shall not be entitled to receive any remuneration from the company for his services as an alternate director.
- 125 An alternate director shall, subject to the following article, cease to be an alternate director if his appointer ceases to be a director.
- 126 If a director vacates office at the conclusion of an annual general meeting but is reappointed immediately following the annual general meeting, any appointment of an alternate director made by him/her which was in force immediately prior to retirement or vacating of office shall continue after his re-appointment.
- 127 An appointment or removal of an alternate director may be effected by notice to the company signed by the director making or revoking the appointment or may be effected in any other manner approved by the directors.
- 128 An alternate director shall alone be responsible for his/her own acts and defaults; an alternate director shall not be deemed to be the agent of the director appointing him.
- 129 References in these articles to directors shall, unless the context otherwise requires, be construed as including alternate directors.

#### **Delegation to committees of directors and holders of offices**

- 130 The directors may delegate any of their powers to any committee consisting of two or more directors; they may also delegate to the Chairperson or a director holding any other office such of their powers as they consider appropriate.
- 131 Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 132 Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

- 133 In addition to their powers under article 130, the directors may delegate their powers to any committee consisting of one or more directors and such other individuals (who need not be directors or employees of the company) as the directors may consider appropriate; the provisions of articles 131 and 132 shall apply in relation to any such committee, subject to the qualification that the role of any committee formed under the preceding provisions of this article shall be limited (except to the extent that the directors otherwise determine) to the issue of reports and recommendations for consideration by the board of directors.

### **Nominations Committee**

- 134 The directors shall establish a committee (referred to in these articles as “the Nominations Committee”) to make recommendations to the Council in relation to the selection of appropriate individuals for appointment as Category B Directors.
- 135 The members of the Nominations Committee shall comprise:
- 135.1 one Category A Director;
  - 135.2 a minimum of one Category B Director; and
  - 135.3 one further individual (not being a director of the company) with specialist expertise.
- 136 Subject to article 135, the composition and proceedings of the Nominations Committee shall be governed by such standing orders as may be issued by the directors from time to time.
- 137 In carrying out its functions, the Nominations Committee shall give effect to the following principles:
- 137.1 the Nominations Committee should set an appropriate skills matrix to guide it in selecting and evaluating appropriate candidates, and should review and adjust that skills matrix from time to time;
  - 137.2 nominations for directors falling within the remit of the Nominations Committee should be sought from a range of appropriate sources;
  - 137.3 all expressions of interest should be considered by the Nominations Committee; and
  - 137.4 the Nominations Committee should maintain a register of suitable candidates for future reference.

## Delegation to Working Group

- 138 For the purposes of these articles, “**Working Groups**” means a committee appointed by the directors whose constitution complies with article 130.
- 139 The directors may, subject to articles 130 to 133, delegate to any Working Group all such powers as the directors may think fit; any such delegation shall be made collaterally with, and not to the exclusion of, the directors’ powers and may be revoked or altered.
- 140 The members of a Working Group shall include at least one director; the remaining members of the group need not be directors of the company.
- 141 The director included among the members of a Working Group (or, if more than one director is included among the members of the group, the director appointed to such office at a meeting of directors) shall hold office as convenor of the group.
- 142 Each Working Group shall regulate its proceedings in accordance with the directions issued by the directors of the company and shall give effect to any instruction or decision on a matter of principle issued or made by the directors of the company.
- 143 Unless otherwise determined by ordinary resolution, the following matters shall be excluded from delegation to any Working Group:
- 143.1 any introduction of a new policy or any change in policy which could have a significant impact on the company or which would fall within the responsibility of another committee or conflict with the declared policy of another committee;
- 143.2 any matter involving expenditure not in accordance with the financial regulations of the company;
- 143.3 any capital building project.
- 144 All contracts with third parties in connection with the discharge of the functions of a Working Group shall be entered into by the convenor of the group or, in his/her absence, by some other director of the company; no member of a Working Group (other than a director) shall contract, or hold himself/herself out as contracting on behalf of the company.
- 145 All acts done by a Working Group shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the group or that any member of the group was not qualified to act as such, be as valid as if every such person had been duly appointed and was so qualified.

- 146 A resolution in writing signed by all the members of a Working Group shall be as valid and effectual as if it had been passed at a meeting of the group duly convened and held; it may consist of several documents in the same form each signed by one or more members of the group.
- 147 A resolution signed by an alternate director appointed by a director who is a member of a Working Group need not also be signed by his/her appointer; a resolution signed by a member of a Working Group who has appointed an alternative director need not be signed by the alternate director in that capacity.

### **Secretary**

- 148 The directors may (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of office, remuneration (if any), and other terms and conditions attaching to the appointment of the company secretary shall be as determined by the directors; the company secretary may be removed by the directors at any time.

### **Minutes**

- 149 The directors shall ensure that minutes are made of all proceedings at general meetings, meetings of the directors and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present, and the minutes of each meeting shall be signed by the chairperson of that meeting.

### **Accounts**

- 150 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 company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.
- 151 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 152 The directors shall prepare annual accounts, complying with all relevant statutory requirements.
- 153 No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

## **Notices**

- 154 Any notice to be given in pursuance of these articles shall be in writing.
- 155 The company may give any notice to a member in pursuance of these articles either personally or by sending it by post in a pre-paid envelope addressed to the member at its registered address or by leaving it at that address; alternatively, in the case of a member which has notified the company of an electronic address to be used for this purpose, the company may give any notice to that member by electronic means.
- 156 Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four 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.
- 157 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.
- 158 A member may give any notice to the company either by sending it by post in a pre-paid envelope addressed to the company at its registered office or by leaving it, addressed to the company secretary, at the company's registered office.
- 159 A member present or represented at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

## **Winding-up**

- 160 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid or distributed among the members of the company but shall be transferred to some other charity or charities (whether incorporated or unincorporated) whose constitution restricts the distribution of income and assets among members to an extent at least as great as does article 8.
- 161 The charity or charities to which property is transferred under article 160 shall 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 may acquire jurisdiction.
- 162 To the extent that effect cannot be given to articles 160 and 161, the relevant property shall be applied to some charitable purpose or purposes.

## **Indemnity**

- 163 Every director or other officer or auditor of the company shall be indemnified out of the assets of the company (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) 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.
- 164 For the avoidance of doubt, the company shall be entitled (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) to purchase and maintain for any director insurance against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; and such insurance may (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

