

Agenda Item	7
Report No	ECI/42/2021

HIGHLAND COUNCIL

Committee: Economy and Infrastructure

Date: 2 December 2021

Report Title: Outdoor Access Trust for Scotland (OATS) - Highland Council Membership

Report By: Executive Chief Officer Infrastructure, Environment & Economy

1 Purpose/Executive Summary

- 1.1 The paper provides background information on The Outdoor Access Trust for Scotland (OATS), a summary of the range of work undertaken and seeks approval for Highland Council to become a formal member of OATs.

2 Recommendations

2.1 Members are asked to:-

- i. note the content of the report.
- ii. agree to recommend that the Highland Council become members of OATS; and
- iii. agree that this Committee identify and nominate one Member to join the Board of OATS

3 Implications

- 3.1 **Resource** - There are no staffing or financial implications arising directly as a result of this report.
- 3.2 **Legal** – OATS is a company limited by guarantee and becoming members will mean that the Council will enjoy a formal role in the company and its strategic direction. As a Director of OATS, the Council appointed Director will have duties and obligations towards the charity.
- 3.3 **Community (Equality, Poverty and Rural)** – OATS is an environmental charity promoting sustainable public access projects throughout Scotland. Projects must

satisfy diverse interests, from land managers to outdoor enthusiasts to local communities, while protecting and enhancing the natural environmental heritage.

- 3.4 **Climate Change / Carbon Clever** - Projects undertaken on the ground help to protect the environment and mitigate against impacts of climate change. OATS provide management solutions for peatland and fragile habitats to ensure they are protected but also contribute to the wider objectives for carbon storage.
- 3.5 **Risk** - No Risks have been identified as relevant to this matter on a Corporate Level or a Strategic Level.
- 3.6 **Gaelic** - No Gaelic implications arising out of this report.

4. OATS – Background

- 4.1 The Outdoor Access Trust for Scotland (OATS) is an environmental charity promoting sustainable public access projects throughout Scotland. OATS was originally known as Upper Deeside Access Trust and then as Cairngorms Outdoor Access Trust. The change to OATS – in 2017 – reflects the growth and expansion of activities to take in the whole of Scotland. OATS is a registered Scottish charity, and a company Limited by guarantee.
- 4.2 The organisation is funded by a mixture of grants from charitable trusts, Government departments, the Heritage Lottery Fund and, increasingly, revenue from parking developments at some of the most popular access sites in Scotland, such as Glen Muick in the Cairngorms and the Isle of Skye's Fairy Pools.
- 4.3 OATS Trading Ltd, is a subsidiary of OATS and is the company that collects parking charges and carries out consultancy work. All surpluses raised through OATS Trading PLC are donated to OATS the charity.

5 Current Highland projects

- 5.1 There are several OATS projects and programmes, some of which have/had involvement with Highland Council staff and are summarised below:-
- the Mountains and The People ("TMTP") project completed at the end of January 2021, a £5.6M programme of work on some of the most popular hills in Scotland. The project has built and rebuilt a total of more than 140km of paths in Scotland's two National Parks, Cairngorms and Loch Lomond and the Trossachs.
 - the Skye Iconic Sites Projects - work is underway at both The Old Man of Storr and Quinang to improve visitor experience by improved and more inclusive parking and trail head access, repairing and upgrading infrastructure, and habitat restoration.
 - the Fairy Pools car park and toilets development. A further proposal to improve & upgrade the path is to be delivered.
 - Stac Pollaidh car park, toilets and mountain repair proposals are actively under discussion with the community and the landowner, with the expectation that a planning application may be forthcoming in the near future,
 - Sinclair Castle car park and toilets development proposal is under discussion with the community and the landowner.

6. OATS Membership

- 6.1 The Outdoor Access Trust for Scotland (OATS) has made a formal request to Highland Council to become a member of OATS.

The Trust Purposes are to:-

1. to advance environmental protection and improvement of the Area by further developing an effective outdoor access network and associated facilities for public benefit and that fits with national priorities, especially in popular but remote and/or fragile rural areas ("**Path Networks for Public Benefit**").
2. to advance education by promoting skills and experience and by helping people gain skills, nationally recognised qualifications, and experience so that they are better placed to take up outdoor access related employment and volunteering opportunities in the Area ("**Promoting Skills and Experience**")
3. to advance education by promoting and developing education of the public in the heritage of the Area, including but not limited to the flora and fauna and environmental and land management aspects of the Area, and in the appropriate and sensitive use of and access to the Area ("**Promoting the Area**"); and
4. to advance health by promoting the public and individual health benefits of the enjoyment of outdoor access within the Area ("**Promoting Good Health**").

OATS has recently revised their Articles of Association and a copy is provided for information at **Appendix 1**.

The organisation focuses on:-

Upland Footpaths: building and repairing upland paths is at the core of the organisation's work programme

Community Projects: developing access around the places where people live.

Strategic Routes: on strategic long-distance routes including the extension of the Speyside Way from Aviemore to Kingussie and improving sections of The Moray Way.

Car parks and Bridges: currently OATS have constructed and run three car parks, at Dinnet and Glen Muick in Aberdeenshire and at the Fairy Pools in Glen Brittle on the Isle of Skye.

Volunteering and training: OATS is also a Scottish Qualification Authority Approved Centre and can provide training leading to the SVQ in Environmental Conservation at Levels 2 and 3 for people interested in working in the practical conservation and upland path construction industry. On selected projects volunteering opportunities are also available.

6.2 Current membership

As a charity OATS is overseen by a board made up of the following members:-

- Aberdeenshire Council;
- Cairngorm National Park Authority (CNPA);
- Paths for All; and
- Peter Ord, as an individual.

As a member, The Highland Council would be entitled, to appoint a director. Aberdeenshire Council has been a member of OATS from its inception and has always appointed a councillor as their director.

The Council currently has a number of long-established relationships with outside bodies which promote and support projects in the Highlands. In many instances the Council appoints members to the Board of such organisations.

If the Council agrees to be a member of OATS and nominates a member, the Elected Member will sit on the OATS Board and the Elected Member becomes a member of that organisation (which is separate from his/her role as an Elected Member).

Time commitment:

The Board meets four times a year and holds an annual AGM. Currently all meetings are virtual, but some physical meeting may be required as covid restrictions reduce. Meetings are usually held in Perth but have moved to other locations.

7 Advantages/implications to both HC and OATS arising from membership

7.1 Membership of Oats will

- help to direct future and current investment as well as reinvestment of any funds secured;
- highlight specific Highland issues and help to coordinate activity;
- allow the Council to be better informed about work of OATS; and
- develop synergies with own in-house Access team and add value to Council own projects

Designation: Executive Chief Officer Infrastructure, Environment & Economy

Date: 11 November 2021

Author: Nicole Wallace, Acting Head of Environment

COMPANIES ACT 2006
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
OUTDOOR ACCESS TRUST FOR SCOTLAND
(Registered Number: SC186301)

Adopted by Special Resolution passed on 2021

Interpretation

1 In these regulations:

“the Act”	means the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force which applies to the United Kingdom.
“Act of Parliament”	means a legislative act or statutory instrument of either the Parliament of the United Kingdom or the Scottish Parliament.
“Affiliate”	means a person admitted as an affiliate of the Trust pursuant to Article 69.
“Area”	means (a) Scotland and (b) such land as can, for practical purposes, fall within the scope of a project or initiative undertaken by the Trust from time to time.
“Articles”	means the articles of association of the Trust and reference to an Article is to one of the Articles.
“Authority”	means The Cairngorms National Park Authority created by the Cairngorms National Park Designation, Transitional and Consequential Provisions (Scotland) Order 2003 as amended from time to time and any statutory successor as access authority for the Cairngorms National Park.
“Charity Law”	means the law of Scotland so far as applicable to the regulation and operation of charities and trustees of charities including but not limited to the provisions of the Charities and Trustee Investment (Scotland) Act 2005 as amended, consolidated and supplemented from time to time.

“clear days”	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
“Director”	means a director of the Trust.
“executed”	includes any mode of execution, signature, subscription or sealing.
“General Meeting”	means an Annual General Meeting or an Extraordinary General Meeting held for any of the purposes specified in the Act or in the Articles.
“Member”	means a member of the Trust.
“month”	means a calendar month.
“Registered Office”	means the registered office of the Trust.
“Special Resolution”	means a resolution of the Members (i) for the change of name of the Trust or (ii) for amendment of the Articles or (iii) for the winding up of the Trust or (iv) for any other matter which is required by the Act to be approved by special resolution, and which is (a) passed by a majority of at least 75% of the Members who, being entitled to vote, do so in person at an Extraordinary General Meeting or an Annual General Meeting or (b) executed by at least 75% of the Members who would have been entitled to vote at a meeting called to consider the resolution, provided that the notice calling the meeting or the written resolution as circulated (as the case may be) has included the text of the proposed resolution and has specified the intention that it be passed as a special resolution.
“Trust”	means this company.
“the United Kingdom”	means Great Britain and Northern Ireland.
“writing”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Trust.

The provisions of the Interpretation Act 1978 shall apply to the construction and interpretation of the Articles.

For the avoidance of doubt no provisions contained in any of Tables A to F inclusive set out in the Companies (Tables A to F) Regulations (S1 1985 No. 805) or the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles shall apply to the Trust.

Name

2 The name of the company is Outdoor Access Trust For Scotland.

Registered Office

3 The Trust's Registered Office is to be situated in Scotland.

Purposes

4.1 The Trust's purposes are:

4.1.1 To advance environmental protection and improvement of the Area by further developing an effective outdoor access network and associated facilities for public benefit and that fits with national priorities, especially in popular but remote and/or fragile rural areas ("**Path Networks for Public Benefit**");

4.1.2 To advance education by promoting skills and experience and by helping people gain skills, nationally recognised qualifications and experience so that they are better placed to take up outdoor access related employment and volunteering opportunities in the Area ("**Promoting Skills and Experience**")

4.1.3 To advance education by promoting and developing education of the general public in the heritage of the Area, including but not limited to the flora and fauna and environmental and land management aspects of the Area, and also in the appropriate and sensitive use of and access to the Area ("**Promoting the Area**"); and

4.1.4 To advance health by promoting the public and individual health benefits of the enjoyment of outdoor access within the Area ("**Promoting Good Health**").

4.2 In furtherance of the purposes described in Article 4.1, but not otherwise, the Trust shall have power:

4.2.1 to conserve and protect, for the benefit of the public, the cultural and natural heritage and environment of the Area by encouraging, developing and implementing a strategy for the management of access in the Area which integrates the needs of land managers, access users, the local community and the cultural and natural heritage;

4.2.2 to facilitate and maintain public access to the Area whilst at the same time encouraging a sensitive and planned approach to recreational use therein and access thereto which is sympathetic to and compatible with the cultural and natural heritage of the Area;

- 4.2.3 to develop fundraising and other strategies, including in collaboration with others, to maintain a functioning outdoor access network;
- 4.2.4 to collaborate with others in building a longer lasting outdoor access network that best suits Scotland's sustainable economy, environment and public health;
- 4.2.5 to provide facilities and resources for the maintenance, protection and enhancement of visitor access to and enjoyment of the Area and to do so solely on its own account or in partnership, joint venture or other association with other persons;
- 4.2.6 to enhance the promotion of sustainable tourism within, and the economic development of, the Area through the appropriate provision and promotion of outdoor access facilities;
- 4.2.7 to promote, manage and maintain visitor access to the Area;
- 4.2.8 to provide information about the Area and to increase awareness of relevant cultural and natural heritage and land management issues through interpretation and education;
- 4.2.9 to consult with statutory and other bodies with a responsibility for or interest in the Area for the purpose of encouraging their respective involvement and support in the work of the Trust;
- 4.2.10 to acquire and to 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 purposes of the Trust;
- 4.2.11 to purchase, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the Trust;
- 4.2.12 to improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the Trust;
- 4.2.13 to sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking property, and rights of the Trust;
- 4.2.14 to lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person;
- 4.2.15 to borrow money and give security for the payment of money by, or the performance or other obligations of, the Trust or any other person;
- 4.2.16 to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- 4.2.17 to remunerate any individual in the employment of the Trust and to establish, maintain and contribute to any pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the Trust and the wife, widow, relatives and dependants of any such individual who is or was at any time in the employment of the Trust and the wife, widow, relatives and dependants of such any individual; and to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person;

- 4.2.18 to promote any private Act of Parliament, Provisional Order and other authority to enable the Trust to carry out its purposes, alter its constitution, achieve any other purpose which may promote the Trust's interests, and to oppose or object to any application or proceedings which may prejudice the Trust's interests;
- 4.2.19 to enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Trust and to obtain from any such organisation, government or authority any charter, right, privilege or concession;
- 4.2.20 to enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated;
- 4.2.21 to give any debenture or securities and accept any shares, debentures or securities as consideration for any business, property and rights acquired or disposed of;
- 4.2.22 to effect insurance against risks of all kinds;
- 4.2.23 to invest moneys of the Trust not immediately required for the purposes of its activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirements) and to dispose of and vary such investments and securities;
- 4.2.24 to promote companies whose activities may further one or more of the above purposes or which may generate income to support the above purposes, 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 Trust, all such functions as may be associated with a holding company;
- 4.2.25 to establish and support any association or other unincorporated body having purposes altogether or in part similar to those of the Trust and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the Trust is authorised to carry on;
- 4.2.26 to amalgamate with any charitable body, incorporated or unincorporated, having purposes altogether or in part similar to those of the Trust;
- 4.2.27 to subscribe for, take, purchase and otherwise acquire and hold shares, stocks, debentures and other interests in any company with which the Trust is authorised to amalgamate and to acquire and take over the whole or any part of the undertaking, assets and liabilities of any body, incorporated or unincorporated, with which the Trust is authorised to amalgamate;
- 4.2.28 to transfer all or any part of the undertaking, property and rights of the Trust to any body, incorporated or unincorporated, with which the Trust is authorised to amalgamate;
- 4.2.29 to subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the Trust or with the furtherance of its purposes;

- 4.2.30 to accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the purposes of the Trust;
 - 4.2.31 to take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the Trust, whether by way of subscriptions, grants, loans, donations or otherwise;
 - 4.2.32 to provide training and instruction in all aspects of conservation, land use, countryside management and related crafts and techniques and to encourage and facilitate the involvement of volunteers in the work of the Trust;
 - 4.2.33 to carry out these purposes in any part of the world as principal, agent, contractor, Member or in any other capacity and through an agent, contractor, sub-contractor, Member or any person acting in any other capacity and either alone or in conjunction with others; and
 - 4.2.34 to do anything which may be incidental or conducive to the attainment of the purposes of the Trust both within and outside the United Kingdom.
- 4.3 In this Article 4 where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated.

Powers of the Trust

- 5.1 Subject to Article 5.2 the income and property of the Trust shall be applied solely towards the promotion of its purposes as set out in Article 4 and no part of the income and property of the Trust shall be paid or transferred, directly or indirectly by way of dividend to any Member.
- 5.2 The Trust shall, notwithstanding the provisions of Article 5.1 and subject always to Article 5.3, be entitled
 - 5.2.1 to pay reasonable and proper remuneration to any Member in return for professional, commercial, trade or other services actually rendered to the Trust in a capacity other than that of Member or Director;
 - 5.2.2 to pay interest at a rate not exceeding the commercial rate on money lent to the Trust by any Member;
 - 5.2.3 to pay rent at a rate not exceeding the open market rent for premises let to the Trust by any Member;
 - 5.2.4 to purchase assets from, or sell assets to, any Member providing such purchase or sale is at market value;
 - 5.2.5 to make payment to a Member in reimbursement of out of pocket expenses incurred by such Member in providing services for the Trust; and

5.2.6 to pay remuneration to any Member, including the provision of living accommodation under a bona fide contract of employment.

5.3 In operating under Article 5.2, the Trust shall at all times be subject to such restrictions as are in force under statute from time to time.

Liability

6 The liability of the Members is limited.

7 Each Member undertakes to contribute such amount as may be required (not exceeding £1) to the Trust's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Trust's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

Dissolution

8 If on the winding-up of the Trust any property remains after satisfaction of all the Trust's debts and liabilities, such property shall not be paid to or distributed among the Members but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose purposes are altogether or in part similar to the purposes of the Trust and whose constitution prohibits the distribution of income and assets among its Members in the same manner as these Articles.

9 The body or bodies to which property is transferred under Article 8 shall be determined solely by the Directors at or before the time of dissolution or, failing such determination by such court as may acquire jurisdiction.

10 To the extent that effect cannot be given to the provisions of Articles 8 and 9, the relevant property shall be applied to some other charitable purpose or purposes in the Directors' sole and absolute discretion.

Members

11 The subscribers to the memorandum of association of the Trust and such other persons as are admitted to Membership in accordance with the Articles shall be the Members. From the date of adoption of these Articles there shall be only one category of Member.

12 In the event of the number of Members falling below three, the Directors shall convene an Extraordinary General Meeting of the Trust for the purposes of considering whether the Trust should be wound up.

Admission of Members

13.1 The Members at the date of adoption of these Articles are:

The Aberdeenshire Council, Woodhill House, Westburn Road, Aberdeen AB16 5GB

The Cairngorms National Park Authority, 14 The Square, Grantown-on-Spey PH26 3HG

Peter John Ord, The Mill, Milton of Ogilvie, Glamis, Forfar DD8 1UN

Paths for All Partnership, Office 8, Forrester Lodge, Tullibody Road, Alloa, FK10 2HU

13.2 The power of admitting persons to Membership shall be vested solely in the Members who shall be entitled, by Special Resolution, to admit as a member of the Trust any person which

13.2.1 is a body corporate duly incorporated or registered in the United Kingdom or

13.2.2 is a limited liability partnership registered under the provisions of the Limited Liability Partnerships Act 2000 or

13.2.3 is a public authority constituted by Act of Parliament AND

13.2.4 in the opinion of the Members acting in their sole discretion has a concern or responsibility, acting in the public interest, for the fulfilment of the purposes of the Trust.

Cessation of Membership

14 Notwithstanding the other provisions of the Articles a Member shall cease to be a Member of the Trust on the earliest to occur of:

14.1 its dissolution (or in the case of a natural person who is a Member at the date of adoption of these Articles, his death);

14.2 the expiry of one month from the date on which he or it has given notice in writing addressed and delivered to the Secretary of the Trust of its withdrawal as a Member;

14.3 the date on which the Members, acting in their sole discretion, pass a Special Resolution for such Member's removal whether or not assigning any reason for such removal;

14.4 the date on which he or it becomes bankrupt or apparently insolvent.

15 A Member whose membership of the Trust has been terminated in accordance with Article 14.3 shall have the right to request the Members to be heard provided that the existence of such right shall not affect the validity of any resolution by which his membership has been terminated.

General Meetings

- 16 All General Meetings shall be either Annual General Meetings or Extraordinary General Meetings.
- 17 An Extraordinary General Meeting shall be convened by the Directors on their own initiative, by requisition by no less than 20% of the Members or on requisition by a resigning auditor (under the Act).
- 18 An Annual General Meeting shall be convened by the Directors and shall be held within nine months of the end of each accounting period of the Trust.

Notice of General Meetings

- 19 A General Meeting shall be called by at least 21 clear days' notice.
- 20 A notice convening a General Meeting shall specify the time and place of the General Meeting, the terms of any resolution which is to be proposed as (a) a Special Resolution; or (b) as a resolution requiring special notice (including a resolution for the removal of a Director or an auditor), the general nature of any other business to be transacted at the General Meeting and whether the General Meeting is an Annual General Meeting or an Extraordinary General Meeting.
- 21 Notice of every General Meeting shall be given to all the Members and to the auditor then holding office (if any).
- 22 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice pursuant to Article 21 shall not invalidate the proceedings at that General Meeting.

Proceedings at General Meetings

- 23 No business shall be transacted at any General Meeting unless a quorum is present. A quorum shall comprise the attendance in person or by proxy or corporate representative of the greater of (a) two Members for the time being; and (b) at least 50% of the number of Members.
- 24 If the quorum required under Article 23 is not present within half an hour after the time appointed for the General Meeting, or if during a General Meeting such a quorum ceases to be present, the General Meeting shall (a) if requisitioned by a Member, be adjourned indefinitely; and (b) otherwise, stand adjourned to such time and place as may be fixed by the Directors. If the General Meeting is adjourned for more than 21 days, not less than seven days notice shall be given of the adjourned date and time but otherwise it shall not be necessary to give the Members notice of the adjournment.
- 25 The chairman of the Directors (or in his absence some other Director nominated by the Directors at the time) shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.

If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

- 26 The chairman may, with the consent of a General Meeting at which a quorum is present (and shall if so directed by the General Meeting), adjourn the General Meeting from time to time and from place to place.
- 27 No business shall be transacted at an adjourned General Meeting other than business which could properly have been transacted at the General Meeting which was adjourned if the adjournment had not taken place.
- 28 A resolution put to the vote of a General Meeting shall be decided on a show of hands and a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Votes of Members at General Meetings

- 29 At General Meetings, each Member present in person or by proxy or corporate representative shall have one vote.
- 30 Voting shall be by simple majority except in the case of a Special Resolution or as otherwise provided in the Articles.
- 31 In the case of an equality of votes, the chairman of the meeting shall have a second (casting) vote.
- 32 No objection may be raised as to the validity of any vote, or to the qualification of any voter, except at the General Meeting at which the vote objected to is tendered or the voter purports to vote. Every vote not disallowed at the General Meeting shall be valid and any such objection shall be referred to the chairman of the General Meeting whose decision shall be final and conclusive.

Number and status of Directors

- 33 The number of Directors shall not at any time be less than two but shall not be subject to any maximum. The Directors shall be deemed for the purposes of Charity Law to be the trustees of the Trust.

Appointment and Retiral of Directors

- 34 Each Member (other than the Authority) shall be entitled from time to time, by notice in writing to the Trust
 - 34.1 to nominate and appoint a person to be a Director of the Trust and
 - 34.2 to terminate the appointment of such person and appoint another to take his place.

35.1 From the date of adoption of these Articles until 31 January 2021, the Authority shall be entitled from time to time, by notice in writing to the Trust

35.1.1 to nominate and appoint two persons to be Directors of the Trust and

35.1.2 to terminate the appointment of either or both of such persons and to appoint others to take their places.

35.2 From 1 February 2021, the Authority shall be entitled from time to time, by notice in writing to the Trust

35.2.1 to nominate and appoint a person to be a Director of the Trust and

35.2.2 to terminate the appointment of such person and appoint another to take his place.

36 The Directors shall be entitled from time to time to appoint persons to hold office as Directors provided that

36.1 the aggregate number of Directors appointed pursuant to this Article 36 and holding office at any time shall not exceed four and

36.2 any Director so appointed shall retire on the fourth anniversary of the date of his appointment but shall be eligible for re-appointment for a further single term of four years.

37 No person shall be appointed as a Director pursuant to any of Articles 34, 35 and 36 if he or it is disqualified by law from holding office as a Director and unless

38.1 in the case of a natural person he is a British citizen and

38.2 in the case of a legal person, it is either

38.2.1 a body corporate duly incorporated and registered in the United Kingdom or

38.2.2 a limited liability partnership registered under the provisions of the Limited Liability Partnerships Act 2000 (as amended from time to time) or

38.2.3 a public authority constituted by United Kingdom Act of Parliament.

Disqualification and Removal of Directors

39 A Director shall vacate office on the earliest to occur of the following events:

39.1 he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director of a company;

39.2 he becomes bankrupt or apparently insolvent;

39.3 he becomes incapable for medical reasons of fulfilling the duties of his office and such incapacity is expected to continue for a period of more than six months;

39.4 he resigns office by notice to the Trust;

- 39.5 he is absent (without permission of the Directors) from meetings of Directors for more than six consecutive months and the Directors resolve to remove him from office;
- 39.6 the Member who appointed him ceases to be a Member;
- 39.7 he is removed by written notice from the appointing Member pursuant to Articles 34.2 or 35.1.2 or 35.1.2;
- 39.7 he is removed by resolution of the Members;
- 39.8 the fourth anniversary of any appointment pursuant to Article 36.

Directors Interests

- 40 Each Director shall comply with his obligations to disclose his interest in existing and proposed transactions or arrangements with the Trust pursuant to sections 177 and 182 of the Act.
- 41 Subject to the remaining provisions of the Articles, the Directors may, in accordance with section 175(5)(a) of the Act, authorise any matter which would otherwise involve or may involve a Director breaching his duty under section 175(1) of the Act to avoid conflicts of interest ("a Conflict").
- 42 When authorisation of a Conflict is being considered by the Directors, the Director seeking such authorisation and any other Director with a similar interest
 - 42.1 shall count in the quorum
 - 42.2 shall not vote on a resolution authorising the Conflict and
 - 42.3 may, if the Directors who do not have a similar interest so decide, be excluded from the meeting of Directors while the Conflict is considered.
- 43 Save in relation to a resolution authorising a Conflict, but subject to compliance with Articles 40-42, the provisions of Charity Law and the provisions of Articles 46 and 47, a Director:
 - 43.1 may vote at any meeting of the Directors or of any committee of the Directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted;
 - 43.2 may be a party to, or otherwise interested in, any transaction or arrangement with the Trust or in which the Trust is otherwise interested;
 - 43.3 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Trust or in which the Trust is otherwise interested; and

- 43.4 shall not, by reason of his office, be accountable to the Trust for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.
- 44 For the purposes of the preceding Article:
- 44.1 a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- 44.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Dealings with Directors and Members

- 45 Subject to Article 46, the income and property of the Trust shall be applied solely towards the promotion of its purposes as set out in Article 4 and no part of the income and property of the Trust shall be paid or transferred, directly or indirectly by way of distribution of income or capital to any Director or Member.
- 46 The Trust shall, notwithstanding the provisions of Article 45 and subject always to the provisions of Charity Law from time to time, be entitled
- 46.1 to pay reasonable and proper remuneration to any Director or Member in return for professional, commercial, trade or other services actually rendered to the Trust in a capacity other than that of Director or Member;
- 46.2 to pay interest at a rate not exceeding two per cent over Bank of England base rate from time to time on money advanced as a loan to the Trust by any Director or Member;
- 46.3 to pay rent at a rate not exceeding the open market rent for premises let to the Trust by any Director or Member;
- 46.4 to purchase assets from, or sell assets to, any Director or Member providing such purchase or sale is at market value;
- 46.5 to make payment to a Director or Member in reimbursement of travelling and other out of pocket expenses incurred by such Director or Member in providing services for the Trust; and
- 46.6 to pay remuneration to any Director or Member, including the provision of living accommodation, under a bona fide contract in a form approved by the Directors.

Powers of Directors

- 47 Subject to the provisions of the Act and the Articles and to any directions given by Special Resolution, the business of the Trust shall be managed by the Directors who may exercise all the powers of the Trust.

- 48 No alteration of the 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.
- 49 The powers conferred by Article 47 shall not be limited by any special power conferred on the Directors by the Articles.
- 50 A meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 51 The Directors may, by power of attorney or by resolution, appoint any person to be the agent of the Trust for such purpose and on such conditions as they may determine.

Proceedings of Directors

- 52 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 53 Any Director may call a meeting of the Directors and the Directors shall in any event meet not less than four times in each accounting period of the Trust.
- 54 No notice of a meeting of Directors need be given to a Director who is absent from the United Kingdom.
- 55 The Directors shall appoint one of their number as the chairman of the Trust to preside over General Meetings and meetings of the Directors. The Directors may also appoint a deputy chairman. In the absence of the chairman (or the deputy chairman) at any such meeting, the Directors shall appoint another of their number as Chairman, deputy chairman or Chairman pro tem.
- 56 Questions arising at a meeting of Directors shall be decided by a majority of votes but in no circumstances shall the chairman have a second or casting vote.
- 57 The quorum for the transaction of the business of the Directors may be fixed by the Directors and, unless so fixed at any other number, shall be two.
- 58 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 or he may act only for the purpose of calling a General Meeting.
- 59 All acts done by a meeting of Directors or by a meeting of a committee of Directors or by a person acting as an 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 an Director and had been entitled to vote.
- 60 Subject to Article 42, a Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

- 61 The Trust may by Special Resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of the Directors or at a meeting of a committee of Directors.
- 62 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 chairman of the meeting and the chairman's ruling in relation to any Director other than himself shall be final and conclusive.
- 63 The Directors may invite or allow any person to attend and speak, but not to vote, at any meeting or meetings of the Directors or of any committee of the Directors.

Unanimous Decisions

- 64.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 64.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 64.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 64.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Delegation to Committees

- 65 Without derogation from their legal responsibilities, the Directors may delegate any of their powers to a single Director or a committee consisting of not less than one Director and such other persons in whom the Directors have confidence.
- 66 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.
- 67 Subject to any condition imposed pursuant to Article 66, 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.
- 68 Each committee shall regulate its proceedings in accordance with the directions issued by the Directors and shall give effect to any instruction or decision on matters of principle issued or made by the Directors.
- 69 All acts done by a committee shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the committee or that any member of the committee was not qualified to act as such, be as valid as if very such person had been duly appointed and was so qualified.

Affiliates

- 70 The Directors shall from time to time make provision for the association with the Trust of natural persons, organisations and legal persons who and which are in sympathy with the purposes of the Trust for the purpose of engaging the support of such persons in the promotion of the purposes of the Trust including provisions as to
- 70.1 the holding of annual or other open meetings for the purposes of reporting on the activities of the Trust
- 70.2 the fixing of subscriptions for Affiliates
- 70.3 the involvement of Affiliates in the activities of the Trust
- 70.4 the provision of information to Affiliates with respect to the Trust.

Electronic Communications

- 71 Subject to the provisions of the Act, a document or information may be sent or supplied by the Trust to a person by being made available on a website.
- 72 In this Article, "communication" and "electronic communication" shall bear the meanings set forth in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.
- 72.1 A person in electronic communication with the chairman and with all other parties to a meeting of the Directors or the Members (as the case may be) shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.
- 72.2 A meeting at which one or more of the Directors or the Members (as the case may be) attends by way of electronic communication shall be deemed to be held at such place as the Directors or the Members (as the case may be) shall at the said meeting resolve. In the absence of such a resolution, the meeting shall be deemed to be held at the place, if any, where a majority of those attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

Charity Trustees

- 73 The Directors from time to time shall be the trustees of the Trust for the purposes of Charity Law. The Directors shall fulfil their duties having due regard to the provisions of the Articles, Charity Law and the general law.

Minutes

- 74 The Directors shall ensure that minutes are made and retained in respect of all proceedings at General Meetings, meetings of the Directors and meetings of committees.

Accounts

- 75 Without prejudice to the legal responsibilities of the Directors and the rights of the Members as conferred by law, each Director shall be entitled to have access to the books and records of the Trust on all reasonable occasions.
- 76 Accounting records shall be kept in accordance with the Act and Charity Law and shall, in particular, contain entries from day to day of all sums of money received and expended by the Trust and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Trust.
- 77 The Directors have the responsibility for the preparation of the annual financial statements of the Trust in the form and with the content required by the Act and Charity Law.

Independent Examination

- 78 At each Annual General Meeting, the Members shall appoint a suitably qualified person or persons to carry out only such examination or audit as is required by the Act and Charity Law from time to time in relation to the financial statements for the accounting period then current and to make a report to the Members on such financial statements.

Notices

- 79 The Trust may give any notice to a Member either personally, by electronic means or by sending it by post in a pre-paid envelope addressed to the Member at his registered address or by leaving it at that address.
- 80 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting and 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.
- 81 A Member present at any General Meeting shall be deemed to have received notice of such General Meeting and, where requisite, of the purposes for which it was called.
- 82 For the avoidance of doubt, any notice given by the Trust to a Member or by a Member in relation to a General Meeting may be given in any form permitted under the provisions of the Act.

Winding-Up

- 83 If the Trust is wound up, the liquidator shall transfer the assets of the Trust in accordance with Article 8.

Indemnity

- 84 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of the Trust shall be indemnified out of the assets of the Trust against any loss or liability which he/she may sustain or incur in connection with the execution of his/her duties of office including, without prejudice to that generality, any liability incurred 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 in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.