

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION  
OF  
HUMANIST SOCIETY SCOTLAND**

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LINDSAYS  
Caledonian Exchange  
19A Canning Street  
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EH3 8HE

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## NAME

1. The name of the Society is the Humanist Society Scotland (the "**Society**").

## OBJECTS, ACTIVITIES AND POWERS

### Objects of the Society

2. The object for which the Society is established is the advancement of philosophical beliefs, by:

- promoting the Society's vision within Scotland, namely to achieve a Scotland in which the worth, dignity and autonomy of every person is respected and individual freedom is balanced with social responsibility and a duty of care for future generations;
- influencing public policy in accordance with the Society's vision;
- promoting Humanist values;
- promoting democracy and the development and protection of human rights within Scottish civic institutions;
- encouraging ethical and moral problems to be addressed with compassion, knowledge and reason; and
- advancing the philosophy that no belief system, religious or otherwise, should have nor expect privilege in the democratic process, with a view to creating a secular Scotland,

together hereinafter referred to as the "**Objects**" of the Society.

### Activities of the Society

3. In furtherance of the Objects, the Society shall endeavour to:
  - (a) promote and establish a secular society;
  - (b) promote the provision of secular education;
  - (c) promote, provide and develop Humanist ceremonies;
  - (d) extend the contributions made by Humanists to a wide range of social, civic and health care provision;
  - (e) maintain, develop and empower membership of the Society to carry out these activities and any other activities which promote and support the Objects of the Society; and
  - (f) work with other Humanist associations (and like-minded organisations) in the UK, Europe and internationally,

together hereinafter referred to as the "**Activities**" of the Society.

## **Powers of the Society**

4. The Society in carrying out the above Objects shall have and may exercise all or any of the following powers:-
- (a) to undertake any activities that support the Objects of the Society;
  - (b) to encourage, provide, support and otherwise facilitate the work of others interested in the Objects of the Society;
  - (c) to establish, support or aid in the establishment and support of any charitable associations or institutions established for similar purposes and to subscribe monies for charitable purposes in any way connected with the purposes of the Society or calculated to further its Objects;
  - (d) to solicit, receive and accept financial assistance, donations, endowments, gifts and loans of money, rents and any other property whatsoever, heritable or moveable, subject or not to any specific charitable trusts or conditions;
  - (e) to issue appeals, hold public meetings and take such other steps as may be required for the purposes of procuring contributions to the funds of the Society in the form of donations, subscriptions or otherwise;
  - (f) to purchase, take on lease or in exchange or otherwise acquire and to hold, manage, develop, sell, dispose of lease or deal in any way with any heritable or moveable property and any interests therein;
  - (g) to borrow and raise money for the Objects of the Society and secure or discharge any debt or obligation of or binding on the Society in such manner and on such terms and conditions as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Society;
  - (h) to invest funds of the Society not immediately required in such investments, securities or property as may be considered appropriate (and to dispose of and vary such investments);
  - (i) to grant, continue and pay such remuneration and pensions to any person or persons who renders services to the Society supervising, organising, carrying on the work of and advising the Society as may from time to time be thought proper, and to establish pension funds and other trust funds or charitable arrangements of any kind whatsoever for persons employed at any time by the Society;
  - (j) to insure and arrange insurance cover for, and to indemnify its officers, employees and voluntary workers and those of its members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;
  - (k) to promote, arrange, organise and conduct seminars, conferences, lectures, meetings and discussions;

- (l) to prepare, edit, print, publish, issue, acquire, circulate and distribute books, pamphlets, papers, periodicals and other literary material, pictures, prints, photography, films, sound recordings and mechanical and other models and equipment, and to establish, form, promote, conduct and maintain public collection displays and exhibitions of literature, statistics, charts, information and other material;
- (m) to construct, erect, alter, improve, demolish and maintain any buildings which may from time to time be required for the purposes of the Society, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of the same;
- (n) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (o) to promote and incorporate or to join in the promotion or incorporation of any charitable company with limited or unlimited liability, organisations, societies or associations for the purpose of carrying out any object which the Society itself could carry out and to subscribe for or otherwise acquire the shares, stock or other securities of such company or to lend money to such company on such terms as may be thought fit;
- (p) to promote companies whose activities may further one or more of the Society's Objects, or may generate income to support the activities of the Society, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the Society, all such functions as may be associated with a holding company;
- (q) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (r) to amalgamate with any companies, organisations, societies or associations which are charitable at law and have Objects altogether or mainly similar to those of the Society and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Society by these Articles; and
- (s) to do all such other things as are necessary for the attainment of the said Objects.

In this clause,

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

5. The income and property of the Society shall be applied solely towards the promotion of the Objects of the Society as set out in Article 3 above and subject to the following paragraphs no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society. Nothing herein shall prevent any payment in good faith by the Society:-
  - (a) of out-of-pocket expenses incurred in carrying out duties by any member, Trustee, Director, officer or employee of the Society;
  - (b) of reasonable payment in return for services rendered to the Society;
  - (c) of Director/Trustee indemnity insurance; and
  - (d) of payment or benefits permitted in terms of the 2005 Act.

### **GENERAL STRUCTURE**

6. The structure of the company consists of:-
  - (a) the MEMBERS – who have the right to attend the Annual General Meeting (and any general meeting) and have important powers under the Articles and the Companies Acts; in particular, the members take decisions in relation to changes to the Articles themselves.
  - (b) the TRUSTEES – who hold regular meetings during the period between Annual General Meetings, and generally control and supervise the activities of the Society; in particular, the Trustees are responsible for monitoring the financial position of the Society; the Trustees are Charity Trustees and are also company directors.
  - (c) the SUPPORTERS – who shall be approved by the Trustees from time to time and who may be invited to attend and speak at the Annual General Meeting and any general meeting but who shall not have any right to vote thereat. The Secretary shall maintain an accurate register of any such Supporter of the Society from time to time.

### **MEMBERS**

#### **Registers of members**

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

#### **Membership**

8. Members shall be entitled to receive the Society's newsletter and shall have access to the "Members" section of the Society's website and all documents and information contained therein. After the expiry of an initial period of six months' membership of the Society, members shall acquire the following additional rights:
  - (a) to speak or vote at any Annual General Meeting or general meeting of the Society;

- (b) to stand for office as a Trustee or an Office Bearer of the Society; and
- (c) to apply to become an HSS Registered Celebrant (as defined in Article 99).

#### **Qualifications and Applications for membership**

- 9. Membership shall be open to individuals and organisations who support the Objects of the Society and who agree to abide by the terms of these Articles and any rules or codes of conduct relating to membership of the Society, as may be prescribed by the Trustees from time to time.
- 10. Any person or organisation who wishes to become a member must sign, and lodge with the Society, a written application for membership and the Trustees may, at their discretion, refuse to admit any person to membership.
- 11. Employees of the Society shall be eligible for membership.
- 12. Members shall require to pay an annual subscription, the amount of which shall be fixed from time to time by decision of the Trustees. If the membership subscription payable by any member remains outstanding for more than 13 weeks after the date on which it fell due, that member will automatically cease to be a member of the Society.

#### **Withdrawal from membership**

- 13. Any member who wishes to withdraw from membership shall sign, and lodge with the Society, a written notice to that effect; on receipt of the notice by the Society, they shall cease to be a member.

#### **Removal from membership**

- 14. Any member may be removed from membership by resolution of the Trustees, providing the following procedures have been observed:-
  - (a) at least 14 days' notice of the intention to propose the resolution must be given to the member concerned or sent to their last known address, specifying the grounds for the proposed removal; and
  - (b) the member concerned shall be entitled to be heard on the resolution by at least two Trustees at a mutually convenient time and place.

#### **Termination/Transfer of Membership**

- 15. Membership shall cease:
  - (a) on death;
  - (b) if a member resigns in accordance with Article 13 or if a member is removed in accordance with Article 14;
  - (c) in the case of a corporate body or other organisation, on receivership, liquidation, dissolution or striking-off of the body which constituted the member.
- 16. A member may not transfer his membership to any other person.

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

- 17. The Trustees:
  - (a) shall convene an Annual General Meeting in each year;
  - (b) shall ensure that not more than 15 months shall elapse between one Annual General Meeting and the next;
  - (c) may convene a general meeting at any time; and

- (d) must convene a general meeting if there is a valid requisition by either (a) 10% of the members from time to time; or (b) by 100 members, whichever is the lower.
18. The business of each Annual General Meeting shall include:-
- (a) a report by the Chairperson on the activities of the Society;
  - (b) consideration and thereafter, approval, of the annual accounts of the Society;
  - (c) election/re-election of the Trustees and the Office Bearers of the Society as referred to in Articles 39 and 63.

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

19. At least 14 clear days' notice must be given of an Annual General Meeting or general meeting. Where:-
- (a) the term "**clear days**" in this Article shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice contained in an electronic communication, the day after the time when it was sent) and also the day of the meeting, should be excluded;
  - (b) any notice calling a meeting shall specify the time and place of the meeting; it shall:-
    - i. indicate the general nature of the business to be dealt with at the meeting; and
    - ii. if a special resolution (as defined in Article 32) or a resolution requiring special notice under the Act is to be proposed, shall also state that fact, giving the exact terms of the resolution.
  - (c) a notice convening an Annual General Meeting shall specify that the meeting is to be an Annual General Meeting; any other general meeting shall be called a general meeting; and
  - (d) notice of every general meeting shall be given either in writing or, (where the party to whom notice is given has notified the Society of an address to be used for the purpose of electronic communications), by way of an electronic communication to all the members and Trustees, and (if there are auditors in office at the time) to the auditors.

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

20. No business shall be dealt with at any general meeting unless a quorum is present and where:
- (a) the quorum for a general meeting shall be thirty-five members, each being a member or a proxy for a member; and
  - (b) if a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the Chairperson of the meeting.
21. The Chairperson of the Society shall (if present and willing to act as Chairperson) preside as Chairperson of each general meeting;
- (a) if the Chairperson is unable to attend the meeting or is not willing to act as Chairperson or is not present within 15 minutes after the time at which the meeting was due to commence, the Trustees present at the

meeting shall elect from among themselves the person who will act as Chairperson of that meeting; and

- (b) may, with the consent of the meeting, adjourn the meeting to such time and place as the Chairperson may determine.
- 22. Subject to the terms of Article 8 above, every Member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or by proxy. Any votes cast by proxy shall only be valid where the terms of Articles 27 to 31 below are complied with in full. Organisations or corporations who are members shall vote through their authorised representatives.
- 23. A resolution may be decided by postal ballot if so decided by the Board.
- 24. If there is an equal number of votes for and against any resolution, the Chairperson of the meeting shall be entitled to a casting vote.
- 25. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the Chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 26. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

#### **Proxies**

- 27. A proxy appointed to attend and vote at any meeting in place of a member shall have the same right as the member who appointed him/her to speak at the meeting.
- 28. An instrument appointing a proxy shall be in writing and shall be signed by the appointer or his attorney where applicable. The Trustees may, but shall not be required to, require evidence of the authority of any such attorney. The instrument appointing a proxy does not require to be witnessed.
- 29. An instrument appointing a proxy must be left at the Society's registered office or such other place (if any) specified for that purpose in the notice convening the meeting not less than forty-eight hours before the start time of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for taking the poll) at which it is to be used, and in default it shall not be treated as valid.
- 30. An instrument appointing a proxy shall be deemed to confer authority to demand, or join in demanding, a poll. The instrument appointing a proxy is also valid for any adjournment of the meeting to which it relates.
- 31. A vote given by a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Society at the registered office before the commencement of the meeting or the adjourned meeting or poll at which the vote is given.

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

- 32. For the purposes of these Articles, a "**special resolution**" means a resolution which can only be passed by 75% or more of the votes cast on the resolution at an Annual General Meeting or general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with Article 19, for the avoidance of doubt, the reference to a 75%

majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

33. In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the Society, by special resolution,
  - (a) to alter its name;
  - (b) to alter its Objects or Activities; and
  - (c) to alter any provision of these Articles or adopt new Articles of Association.
34. For the purposes of these Articles, an “**ordinary resolution**” means a resolution which can be passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the Chairperson’s casting vote, at an Annual General Meeting or general meeting, providing proper notice of the meeting has been given in accordance with Article 19.

## **TRUSTEES**

### **Number of Trustees**

35. The maximum number of Trustees shall be ten.
36. There must be a majority of unpaid Trustees on the Board at all times.

### **Eligibility and Maximum period in office for Trustees**

37. A person shall not be eligible for election/appointment as a Trustee unless he/she is a member of the Society and has been a member for a period of at least six months prior to the date of election/appointment in accordance with the terms of Article 8(b) above. The founding Trustees shall be those persons occupying the office of Trustee at the date of incorporation of the Society.
38. HSS Registered Celebrants shall be entitled to elect one Trustee of the Society from amongst their number and the members shall be entitled to elect up to a further eight Trustees of the Society. The election of Trustees by the members shall take place at the Society’s Annual General Meeting. The election of a Trustee by the HSS Registered Celebrants shall take place at a meeting of HSS Registered Celebrants convened for that purpose and at a time and place to be determined by the Board.
39. Trustees shall be entitled to serve as Trustees for a term of three years, after which point they shall stand down. Every Trustee is eligible to serve a second three-year term subject to re-election at the Annual General Meeting. Trustees shall not be entitled to serve any more than two three-year terms (whether consecutive or otherwise) except with the prior consent of the Board, who, in its sole discretion, may disapply the maximum limit of two terms of office in exceptional circumstances.
40. In addition to the Trustees so elected in terms of Article 38 above, the Trustees shall be entitled to appoint one further Trustee who shall serve as the Executive Secretary of the Society. A person shall not be eligible for appointment as Executive Secretary unless he/she is a member of the Society and has been a member for a period of at least six months prior to the date of election/appointment in accordance with the terms of Article 8(b)

above. The Trustees shall appoint a suitably qualified member of the Society to the office of Executive Secretary and shall have discretion to determine:-

- (a) the process of appointing the Executive Secretary;
- (b) the scope of the Executive Secretary's duties and responsibilities; and
- (c) the Executive Secretary's term of office.

41. In addition to the Trustees so elected and appointed in terms of Articles 38 and 40 above, the Board may co-opt up to four further Trustees of the Society for such period as the Board shall determine. Co-opted Trustees may be, but are not required to be, members of the Society, providing that the period for which they are co-opted does not exceed 6 months. Thereafter, any such Co-opted Trustee shall apply to become a member of the Society. In such cases, the Board shall have discretion to disapply the usual requirements in relation to membership of the Society and to grant such Co-opted Trustee(s) the right to vote notwithstanding that the Co-opted Trustee(s) concerned may not have served the requisite initial six month period of membership of the Society.
42. Any casual vacancy on the Board may be filled by the Board and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Society and shall be eligible for election at that meeting.

#### **Remuneration of Trustees**

43. The Society may remunerate any Trustee in respect of work carried out by him for the Society, provided always that the Society complies with the conditions for remuneration set out in section 67 of the 2005 Act and the terms of any Remuneration Policies as may be prescribed from time to time by the Board.

#### **Termination of office**

44. A Trustee shall automatically vacate office if:-
- (a) he ceases to be a Trustee through the operation of any provision of the Act or becomes prohibited by law from being a Trustee;
  - (b) he becomes debarred under any statutory provision from being involved in the management or control of a charity;
  - (c) 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;
  - (d) he ceases to be a member of the Society;
  - (e) he resigns office by notice to the Society;
  - (f) he is absent (without permission of the Trustees) from more than three consecutive meetings of the Trustees, and the Trustees resolve to remove him from office; or
  - (g) he is removed from office by resolution of the Trustees.

#### **Register of Trustees/Trustees interests**

45. The Trustees shall maintain a register of Trustees, setting out full details of each Trustee, including the date on which he became a Trustee, and specifying the date on which any person ceased to hold office as a Trustee and containing details of Trustees' interests.

#### **Duties of Trustees**

46. The Trustees shall carry out their duties and exercise their powers always in the best interests of the Society in pursuance of the Society's Objects and, in particular, in accordance with the terms of the Act and the 2005 Act in relation to duties of company directors and charity trustees respectively.
47. The Trustees shall observe any Codes of Conduct or such other internal regulations as the Society may from time to time prescribe and, in particular, shall:
  - (a) promote the practice of good governance;
  - (b) provide leadership of the Society within a framework of prudent and effective controls which enable risk to be assessed and managed;
  - (c) set the Society's strategic aims, ensure that the necessary financial and human resources are in place for the Society to meet its objectives, and review performance;
  - (d) develop and promote a collective vision of the Society's purpose, culture, values and the behaviours it wishes to promote;
  - (e) work effectively with other Trustees and be open and accountable to the Society's members; and
  - (f) behave at all times with integrity and avoid any conflicts between personal interests and those of the Society.

#### **Powers of Trustees**

48. Subject to the provisions of the Act, the Memorandum and these Articles, and subject to any directions given by special resolution, the Society and its assets and undertaking shall be managed by the Trustees, who may exercise all the powers of the Society.
49. A meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

#### **Trustees Declarations of Interests**

50. The Trustees may, in accordance with the requirements set out in Articles 50 to 55, authorise any matter proposed to them by any Trustee which would, if not authorised, involve or constitute a Trustee (an "**Interested Trustee**") breaching or infringing his duty under section 175 of the Act to avoid conflicts of interest (the "**Conflict**").
51. Any authorisation under Articles 50 to 55 will be effective only if:
  - (a) the matter in question, to the extent permitted by the Act, shall have been proposed by any Trustee for consideration at a meeting of the Board in the same way that any other matter may be proposed to the Trustees under the provisions of these Articles or in such other manner as the Trustees may determine;
  - (b) any requirement as to the quorum at the meeting of the Trustees at which the matter is considered is met without counting the Interested Trustee; and
  - (c) the matter was agreed to without the Interested Trustee voting or would have been agreed to if the Interested Trustee had not been counted in the vote.
52. Any authorisation of a matter under Articles 50 to 55 may (whether at the time of giving the authority or subsequently):

- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
- (b) be subject to such terms and for such duration, or impose such limits or conditions as the Trustees may determine on the Interested Trustee; or
- (c) be terminated or varied by the Trustees at any time.

This will not affect anything done by the Trustee prior to such termination or variation in accordance with the terms of the authorisation.

53. Where the Trustees authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the Trustee:
- (a) is excluded from discussions (whether at meetings of the Board otherwise) related to the Conflict;
  - (b) is not given any documents or other information relating to the Conflict; or
  - (c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of Trustees in relation to any resolution relating to the Conflict.

Notwithstanding the fact that the Trustees have made provisions (or otherwise) under this Article 53, the Interested Trustee whose Conflict has been authorised shall not be in breach of his duties to the Society where the Interested Trustee, of his own accord, does not attend any discussions, refuses to receive any documents or information relating to the Conflict or refuses to vote on any resolution relating to the Conflict (or refuses to do or does any similar action).

54. Where the Trustees authorise a Conflict:
- (a) the Interested Trustee will be obliged to conduct himself in accordance with any terms imposed by the Trustees in relation to the Conflict;
  - (b) the Interested Trustee will not breach or infringe any duty he owes to the Society by virtue of sections 171 to 177 of the Act provided he acts in accordance with such terms, limits and conditions (if any) as the Trustees may impose in respect of its authorisation; and
  - (c) the Trustees may decide (whether at the time of giving the authority or subsequently) that, if a Trustee has obtained any information through his involvement in the Conflict otherwise than as a Trustee of the Society and in respect of which he owes a duty of confidentiality to another person, the Trustees is under no obligation to:
    - i. disclose such information to the Trustees or to any Trustee or other officer or employee of the Society;
    - ii. use or apply any such information in performing his duties as a Trustee;

where to do so would amount to a breach of that confidence and, accordingly, by not disclosing, using or applying such information, the Trustee shall not be in breach or infringe his duties to the Society in terms of Sections 171 to 177 of the Act.

55. A Trustee is not required, by reason of being a Trustee (or because of the fiduciary relationship established by reason of being a Trustee), to account to the Society for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Trustees or by the Society (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract, agreement or arrangement relating to a Conflict that has been authorised by the Board shall be liable to be avoided on such grounds.

### **Personal interests**

56. A Trustee who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Society shall declare the nature and extent of his interest to the other Trustees before the Society enters into the transaction or arrangement in accordance with the Act. For the purposes of this Article, a Trustee shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his or any firm of which he is a partner or any limited company of which he is a substantial shareholder or Trustee (or any other party who/which is deemed to be connected with him for the purposes of the Act), has a personal interest in that arrangement.
57. A Trustee who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Society shall declare the nature and extent of his interest to the other Trustees as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under Article 56.
58. Subject, where applicable, to the disclosures required under Article 55 and Article 56, and to any terms and conditions imposed by the Trustees in accordance with these Articles 56 to 60, a Trustee shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Society in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.
59. A Trustee need not declare an interest under Article 56 and Article 57 as the case may be:
- (a) if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
  - (b) of which the Trustee is not aware, although for this purpose a Trustee is treated as being aware of matters of which he ought reasonably to be aware;
  - (c) if, or to the extent that, the other Trustees are already aware of it, and for this purpose the other Trustees are treated as aware of anything of which they ought reasonably to be aware; or
  - (d) if, or to the extent that, it concerns the terms of his service contract

that have been, or are to be, considered at a meeting of the Board.

60. Provided he has declared his interest, a Trustee will not be debarred from entering into an arrangement with the Society in which he has a personal interest and may retain any personal benefit which he gains from his participation in that arrangement.

### **OFFICE BEARERS**

61. Following each Annual General Meeting, the Trustees shall appoint from among themselves a Chairperson who shall hold office as Chairperson until the end of the next Annual General Meeting. If, during his term of office, the Chairperson ceases to be a Trustee, or resigns from that office by written notice to that effect, or if he is removed from office by resolution of the Trustees, the Trustees shall appoint another from among their number to serve as Chairperson until the end of the next Annual General Meeting.
62. There shall be a Vice Chair and such other office bearers of the Society as the Board may from time to time determine.
63. Office bearers shall be elected by the Board annually following each Annual General Meeting and shall hold office until the end of the next Annual General Meeting. Office bearers shall be eligible for re-election without limit as to the number of terms of office they may serve.
64. Office bearers must be members of the Society.
65. A person elected to any office shall cease to hold that office if he ceases to be a member, or resigns from that office by written notice to that effect, or if he is removed from office by resolution of the Trustees. Any casual vacancy arising in the office of any office bearer shall be filled by decision of the Trustees.
66. The Trustees shall determine the role, responsibilities and duties of each office bearer and shall provide each office bearer with such information as is reasonably necessary to enable them to execute their duties effectively.

### **TRUSTEES' MEETINGS**

#### **Procedure at Trustees' meetings**

67. Board meetings will be held on a regular basis. Any Trustee may call a meeting of the Trustees or request the Secretary (if any) to call a meeting of the Trustees.
68. The Trustees can agree to confirm decisions by telephone or by written resolution as alternatives to confirming decisions at Trustees' meetings.
69. A Trustee may participate in a meeting of the Trustees (or of a committee of Trustees) by means of electronic communication provided that throughout the meeting all persons participating in the meeting are able to communicate interactively with all other parties participating in the meeting. Participation in this manner is deemed to constitute presence in person at the meeting.
70. Questions arising at a meeting of the Trustees shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

71. No business shall be dealt with at a meeting of the Trustees unless a quorum is present; the quorum for meetings of the Trustees shall be one-third of the Trustees, from time to time. If at any time the number of Trustees in office falls below the number required to constitute a quorum, the remaining Trustees(s) may act only for the purpose of filling vacancies or of calling a general meeting.
72. Unless he is unwilling to do so, the Chairperson of the Society shall preside as Chairperson at every Trustees' meeting at which he is present; if the Chairperson is unable to attend a Trustees' meeting or is unwilling to act as Chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Trustees present shall elect from among themselves the person who will act as Chairperson of the meeting.
73. The Trustees may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Trustees; for the avoidance of doubt, any such person who is invited to attend a Trustees' meeting shall not be entitled to vote.
74. A Trustee shall not vote at a Trustees' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he has a personal interest which conflicts (or may conflict) with the interests of the Society unless authorised to do so by the other Trustees in accordance with procedures set out in these Articles.
75. A Trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
76. The Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Trustees, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.
77. The Society may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of Articles 67 to 76.

### **Local Groups**

78. The Board may agree, by majority vote, to establish and support any local group it believes necessary in order to carry out activities, including, but not limited to:
  - (a) providing a local focus for the practice of Humanist activity and an outlet for members of the Society in the same local area to meet socially;
  - (b) promoting Humanist values at a local level and attracting new members to the Society; and
  - (c) promoting and supporting national campaigns;

hereinafter referred to as “**Local Groups**”.

79. The Board shall have sole discretion to take all decisions relating to Local Groups, including, amongst others, establishment, management, activities, funding, investment and membership. The Board shall have the power to delegate any of its functions and powers in relation to Local Groups to such other person or persons as it may deem appropriate and any such person or persons shall be fully accountable to the Board in relation to thereto. Local Groups may put in place their own constitutions, which shall be subject to prior approval of the Board and to any terms of the Society's own Articles, in force from time to time.

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

80. The Trustees may delegate any of their powers to any sub-committee consisting of one or more Trustees and such other persons (if any) as the Trustees may determine; they may also delegate to the Chairperson of the Society (or the holder of any other post) such of their powers as they may consider appropriate. Any delegation of powers under this Article may be made subject to:-
- (a) such conditions as the Trustees may impose and may be revoked or altered; and
  - (b) such rules of procedure for any sub-committee shall be as prescribed by the Trustees.

### **Ceremonies Sub-Committee**

81. There shall be a sub-committee which shall be known as the Ceremonies Sub-Committee ("**CSC**").
82. The CSC shall be made up of HSS Registered Celebrants and shall consist of:
- (a) the Chair of the CSC, who must be a Trustee of the Society;
  - (b) up to six elected HSS Registered Celebrants.
83. Members of the CSC shall be elected annually by HSS Registered Celebrants following each Annual General Meeting and shall hold office until the end of the next Annual General Meeting. Members of the CSC shall be eligible for re-election without limit as to the number of terms of office they may serve.
84. The CSC shall be responsible for overseeing all strategic and operational matters relating to Humanist ceremonies and any other matter as may be determined by the Board from time to time.

## **ADMINISTRATION**

### **Operation of bank accounts**

85. Only Trustees authorised to do so by the Society may carry out operations (other than lodgement of funds) on the bank, building society or other financial institution accounts held by the company. Any Trustees authorised for these purposes must carry out operations in accordance with any requirements prescribed from time to time by the Society's bankers or investment managers or such as persons as may be dealing with the Society's accounts or funds.

### **Secretary**

86. The Trustees may in their sole discretion decide to appoint a Secretary for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the Secretary may be removed and replaced or not (at the Trustees' sole discretion) by the Trustees at any time.

### **Minutes**

87. The Trustees shall ensure that minutes are made of all proceedings at general meetings, Trustees' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be agreed at the next meeting of the Trustees.

### **Accounting records and annual accounts**

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

### **Notices**

90. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:-
  - (a) if handed to them in person;
  - (b) if properly addressed and sent by pre-paid UK first class post to an address (last intimated by him/her/them) to the company in the UK 48 hours after it is posted;
  - (c) a member whose registered address is not within the United Kingdom shall be entitled to receive notices at such address and such notices shall be sent to the member by airmail. Notices sent overseas shall be deemed to be given at the expiry of a period of 5 days after the envelope containing it was posted. Sections 1143 to 1148 together with schedule 4 and 5 of the Act shall apply;
  - (d) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
  - (e) if properly addressed and sent or supplied by electronic mail (e-mail) (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) one hour after the e-mail was sent or supplied; and
  - (f) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is so deemed to have received) notice of the fact that the material is on the website.

For the purposes of this Article, no account will be taken of any part of a day that is not a business day (where a “**business day**” means any day (other than a Saturday, Sunday or public holiday in Scotland) on which clearing banks in Edinburgh are generally open for business). In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purposes of the Act.

## MISCELLANEOUS

### Winding-up

91. If, upon dissolution or winding up of the company there remains , after the satisfaction of all its debts and liabilities, any property whatsoever, then the property shall not be paid to or distributed among the members of the Society, but shall be paid, given, transferred or distributed to such body or bodies to be determined by the members of the Society at the time of the dissolution or winding up :
- (a) being a charitable body or bodies having objects similar to the Objects of the Society; and
  - (b) being a charitable body or bodies which shall prohibit the distribution of its or their assets, income and property among its or their members to an extent at least as great as is imposed on the Society.

or failing which such other charitable body or bodies as are willing to take the property of the Society.

### Indemnity

92. Without prejudice to Articles 93 and 96 and subject to the provisions of and to the extent permitted by the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Trustee or other officer of the Society (other than any person (whether an officer or not) engaged by the Society as auditor) shall be indemnified out of the assets of the Society against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.
93. Subject to the Act and any agreement made between a Trustee and the Society in accordance with the Act, a Trustee shall be indemnified out of the Society's assets against any expenses which that Trustee incurs in connection with:
- (a) civil proceedings in relation to the Society (unless judgment is given against the Trustee and the judgment is final);
  - (b) criminal proceedings in relation to the Society (unless the Trustee is convicted and the conviction is final); or
  - (c) any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the Society (unless the court refuses to grant the Trustee relief, and the refusal is final).
94. For the purposes of Article 93 judgment, conviction or refusal of relief becomes final if:
- (a) the period for bringing an appeal (or any further appeal) has ended; and
  - (b) any appeal brought is determined, abandoned or otherwise ceases to have effect.

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

### **Insurance**

97. Subject to the Act, the Trustees may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss.

In this Article:-

- (a) a “**relevant officer**” means any Trustee or former Trustee of the Society, any other officer or employee or former officer or employee of the Society or its associate (but not the auditors), or any trustee of a pension fund or employee benefits trust of the Society;
- (b) a “**relevant loss**” means any loss or expenditure which has been or may be incurred by a relevant officer in connection with that relevant officer’s duties, powers or responsibilities in relation to the Society or an associate or its pension fund or employee benefits trust; and
- (c) an “**associate**” means any subsidiary or subsidiary undertaking or holding company of such company and any other subsidiary or subsidiary undertaking of any holding company of such company (“holding company” and “subsidiary company” having the meanings set out in section 1159 and Schedule 6 of the Act).

### **Liability of Members**

98. The liability of the members is limited to ONE POUND (£1.00). Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the:-

- (a) debts and liabilities of the Society contracted before he ceases to be a member;
- (b) costs, charges and expenses of winding up,

and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ONE POUND.

### **Interpretation**

99. In these Articles

“**Act**” means the Companies Act 2006 and any reference in these Articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;

“**Articles**” means these Articles of Association and any reference to “**Article**” shall be a reference to a specific article therein;

“**Board**” means the Boards of Trustees of the Society from time to time;

“**electronic communication**” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000;

“**HSS Registered Celebrant**” shall include Registered Humanist Celebrants, Authorised Humanist Celebrants and any members otherwise registered with the Society as Celebrants who are entitled to perform humanist ceremonies and activities for members of the public;

“**Memorandum**” means the Memorandum of Association of the Society; and

“**person**” means any individual, organisation or body including any authorised representative of any organisation or body.

100. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles for private companies limited by guarantee (as set out in The Companies (Model Articles) Regulations 2008) shall have the same meanings in these Articles. Unless the context requires otherwise, words or expressions used in these articles bear the same meaning as in the Act (as said Act is in force at the date of adoption of these articles). For the avoidance of doubt:-

- (a) headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- (b) unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
  - i. any subordinate legislation from time to time made under it; and
  - ii. any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- (c) words importing any gender shall include all other genders;
- (d) reference in these articles to the singular shall be deemed to include the plural; and
- (e) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

**COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**HUMANIST SOCIETY SCOTLAND**

Each subscriber to this Memorandum of Association wishes to form a Company under the Companies Act 2006 and agrees to become a member of the Company.

Name of each subscriber

..... (signature)

Date:                    2011

..... (signature)

Date:                    2011

..... (signature)

Date:                    2011