

FILE COPY



**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company Number **677346**

The Registrar of Companies for Scotland, hereby certifies that

**BRITTLE BONE SOCIETY (BBS)**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Scotland

Given at Companies House, Edinburgh, on **13th October 2020**



\* NSC6773460 \*



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**Application to register a company**



Received for filing on the: **08/10/2020**

S9F8I35V

*Company Name in full:* **BRITTLE BONE SOCIETY (BBS)**

*I confirm that the above proposed company meets the conditions for exemption from the requirements to have a name ending with 'Limited' or permitted alternatives*

*Company Type:* **Private company limited by guarantee**

*Situation of Registered Office:* **Scotland**

*Proposed Registered Office Address:* **GRANT-PATERSON HOUSE 30 GUTHRIE STREET  
DUNDEE  
DD1 5BS**

*Sic Codes:* **86900**

*Principal activity description:* **Other human health activities**

*I wish to adopt the following model articles with additional and/or amended provisions:* **Public**

## *Proposed Officers*

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### *Company Director*     **1**

*Type:*                                **Person**

*Full Forename(s):*                **JOHN**

*Surname:*                            **PHILLIPS**

*Service Address:*                **recorded as Company's registered office**

*Country/State Usually*        **UNITED KINGDOM**  
*Resident:*

*Date of Birth:*    **\*\*/06/1964**                                *Nationality:*    **BRITISH**

*Occupation:*    **SOLICITOR**

*The subscribers confirm that the person named has consented to act as a director.*

## ***Persons with Significant Control (PSC)***

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### **Statement of initial significant control**

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**On incorporation, there will be someone who will count as a Person with Significant Control (either a registerable person or relevant legal entity (RLE)) in relation to the company**

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*Nature of control*

**The person has the right to exercise, or actually exercises, significant influence or control over the company.**

## ***Statement of Guarantee***

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I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

*Name:*                    **JOHN PHILLIPS**

*Address*                **GRANT-PATERSON HOUSE 30 GUTHRIE STREET  
DUNDEE  
DD1 5BS**

*Amount Guaranteed*    **1.00**

## ***Statement of Compliance***

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*I confirm the requirements of the Companies Act 2006 as to registration have been complied with.*

*memorandum delivered by an agent for the subscriber(s):*      **YES**

*Agent's Name:*                      **JACKIE TUPPEN JONES DAY**

*Agent's Address:*                      **21 TUDOR STREET  
LONDON  
UNITED KINGDOM  
EC4Y ODJ**

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## ***Authorisation***

*Authoriser Designation:*    **agent**

*Authenticated*    **YES**

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**DATED**

**2020**

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**ARTICLES OF ASSOCIATION**

of

Brittle Bone Society (BBS)

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**THE COMPANIES ACT 2006**

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

**ARTICLES OF ASSOCIATION**

**of**

**BRITTLE BONE SOCIETY (BBS)**

**1. CONSTITUTION OF COMPANY**

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

**2. DEFINED TERMS**

- 2.1 In these articles of association, unless the context requires otherwise:

"**Act**" means the Companies Act 2006;

"**charity**" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, the objects of which are limited to a charitable purpose;

"**charitable purpose**" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005;

"**electronic form**" has the meaning given in section 1168 of the Act;

"**OSCR**" means the Office of the Scottish Charity Regulator;

"**Predecessor Charity**" means Brittle Bone Society, Registered Charity Scotland SC010951 and England & Wales 272100;

"**property**" means any property, heritable or moveable, real or personal, wherever situated.

- 2.2 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

**3. OBJECTS**

- 3.1 The company's objects are to:

(A) provide relief to people with osteogenesis imperfecta ("**OI**") including by:

- (1) assisting them, their relatives and their carers (collectively the "**OI Community**") in maintaining contact with each other and exchanging information and experiences;
- (2) assisting the OI Community in obtaining accurate information regarding OI;

- (3) providing information to the OI Community about available care and support, including by raising awareness of welfare and other benefits;
- (4) circulating relevant news and information (including by newsletters and social media channels) to the OI community;
- (B) advance research into the causes, inheritance and management of OI and related disorders and to publish the results of such research;
- (C) assist the OI Community in working alongside the medical profession in the development and delivery of treatments for OI and related disorders;
- (D) assist the OI Community in working alongside the social services profession in developing and providing appropriate support services to the OI Community;
- (E) provide a forum for the OI Community to meet with healthcare and other professionals in order to discuss issues relating to OI and its treatment;
- (F) update the OI Community on the current state of research into OI and provide access to appropriate medical specialists to help resolve specific problems;
- (G) make representations to government departments, agencies, local authorities and voluntary bodies in support to the OI Community;
- (H) assist in the education of government departments, agencies, local authorities, voluntary bodies and other charities to understand the needs of the OI Community;
- (I) source, purchase, develop and provide for the maintenance of equipment for the use of the OI Community; and
- (J) work and coordinate with other organisations (charitable, voluntary, governmental or otherwise) supporting those affected by rare bone disorders.

3.2 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of its objects in article 3; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

#### 4. POWERS

4.1 In pursuance of the objects listed in article 3 (but not otherwise), the company shall have the following powers:

- (A) to carry on any other activities which further any of the above objects; **[D(9)]**
- (B) to promote organisations whose activities may further one or more of the above objects, or may generate income to support the activities of the company (including by way of trading), to acquire and hold shares or other interests in such organisations and to carry out, in relation to any organisation which is a subsidiary of the company (within the meaning of section 1159 of the Act), all such functions as may be associated with a holding company;
- (C) to acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities;

- (D) to purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities;
- (E) to improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company;
- (F) to sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- (G) to lend money and give credit (with or without security) and to grant guarantees and issue indemnities;
- (H) to borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company;
- (I) to employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants;
- (J) to engage such consultants and advisers as are considered appropriate from time to time.
- (K) to effect insurance of all kinds (which may include officers' liability insurance);
- (L) to invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
- (M) to liaise and cooperate with other voluntary sector bodies, charities, government departments, agencies, local authorities and other bodies, all with a view to furthering the company's objects;
- (N) to establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects;
- (O) to take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities;
- (P) to accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- (Q) to oppose, or object to, any application or proceedings which may prejudice the company's interests; and
- (R) to enter into any arrangements with other voluntary sector bodies, charities, government departments, agencies, local authorities and other persons which may be advantageous for the purposes of the activities of the company.

## **5. RESTRICTIONS ON USE OF THE COMPANY'S ASSETS**

- 5.1 The income and property of the company shall be applied solely towards promoting the company's objects.

- 5.2 Except as provided in these articles, no part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
- 5.3 No director of the company shall be appointed as a paid employee of the company and no director shall hold any office in the company for which a salary or fee is payable.
- 5.4 Except as provided in these articles, no benefit (whether in money or in kind) shall be given by the company to any director except repayment of out-of-pocket expenses.
- 5.5 A member, director or connected person may receive a benefit within the company's charitable objects from the company in the capacity of a beneficiary of the company provided that a majority of the directors do not benefit in this way.
- 5.6 A member, director or connected person may enter into a contract for the supply of goods and/or services service to the company where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011 and not otherwise restricted by these articles.
- 5.7 A member, director or connected person may receive interest on money lent to the company at a reasonable and proper rate.
- 5.8 A member, director or connected person may receive rent for premises let by the member, director or connected person to the company. The amount of the rent and the other terms of the lease must be reasonable and proper. Any director concerned must declare a director's interest and withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

## **6. LIABILITY OF MEMBERS**

- 6.1 Each member undertakes that if the company is wound up while they are a member (or within one year after they cease to be a member), they will contribute up to a maximum of £1 to the assets of the company, to be applied towards:
- (A) payment of the company's debts and liabilities contracted before they ceased to be a member;
  - (B) payment of the costs, charges and expenses of winding up; and
  - (C) adjustment of the rights of the contributories among themselves.
- 6.2 If the company has a membership or similar fee of £1 or greater, this obligation shall be satisfied by the first payment of such membership or similar fee by the member.

## **7. GENERAL STRUCTURE**

The structure of the company consists of:

- (A) the members, who have the right to attend the annual general meeting (and any other general meeting), to elect the members to serve as directors and take decisions in relation to changes to the articles themselves; and
- (B) the directors, who hold regular meetings during the period between annual general meetings, and manage, control and supervise the activities of the company; in

particular, the directors are responsible for monitoring the financial position of the company. The directors are the charity trustees of the company.

## **8. QUALIFICATIONS FOR MEMBERSHIP**

8.1 The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 8.2 to 8.4.

8.2 Membership shall be open to:

(A) individuals (over the age of 18 years) who are interested in furthering the work of the company and who have paid any annual subscription laid down from time to time by the directors and agreed at the Annual General Meeting;

(B) all members of the Predecessor Charity who notify the company that they wish to transfer their membership in the Predecessor Charity (such transfer being exempt from the provisions of article 9);

(C) any body corporate or unincorporated association which is interested in furthering the company's work and has paid any annual subscription ("**Member Organisation**"). The membership fee for Member Organisations will be set by the directors.

8.3 Each Member Organisation shall notify the name of the representative appointed by it and of any alternate or replacement to the company. If the representative resigns or otherwise leaves the Member Organisation, the representative shall cease to be a representative of the Member Organisation.

8.4 Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

## **9. APPLICATION FOR MEMBERSHIP**

9.1 Any person who wishes to become a member must sign, and lodge with the company, a written application for membership.

9.2 The directors may, at their discretion, refuse to admit any person to membership.

9.3 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

## **10. REGISTER OF MEMBERS**

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

## **11. WITHDRAWAL FROM MEMBERSHIP**

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

## **12. TERMINATION/TRANSFER**

- 12.1 Membership shall cease on death.
- 12.2 A member may not transfer membership to any other person.
- 12.3 The directors may unanimously and for good reason terminate in writing the membership of any individual or Member Organisation, provided that the individual concerned or the appointed representative of the Member Organisation concerned (as the case may be) shall have the right to be heard by the directors, accompanied by one other person (being a member), before a decision is made.
- 12.4 Any member whose membership has been terminated may appeal in writing to the Secretary within 14 days after notice of the termination of membership. Such member shall be entitled to attend and address the next Annual General Meeting of the company. Such Annual General Meeting shall have power, by simple majority, to confirm the termination or to reinstate the member with or without such conditions as the meeting may see fit to impose. Such decision shall be final. During the period between the meeting of the directors and the Annual General Meeting the member shall be suspended from any activity in the company.
- 12.5 Any person who has had his membership terminated shall cease to be a member. Such terminated member shall have no claim to the repayment of any money paid on admission as a member or by way of subscription.

## **13. GENERAL MEETINGS**

- 13.1 The directors shall convene an annual general meeting in each year; such meeting shall be held not later than 9 months of the end of the previous financial year or as soon as practicable thereafter.
- 13.2 The business of each annual general meeting shall include:
- (A) a report by the Chairperson of the company on the activities of the company;
  - (B) consideration of the annual accounts of the company;
  - (C) the election/re-election of directors. Nominations for election or re-election of directors must be by members of the company in writing and must be received by the company more than 21 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot;
  - (D) the election of a Chairperson, Vice-Chairperson, Secretary and Treasurer, who shall hold office from the conclusion of that meeting for a period of 3 years, each of whom shall be a director. The holders of such offices with the Predecessor Charity shall hold such offices with the company for the remainder of their term of office as established by the Predecessor Charity.
- 13.3 The directors may convene a general meeting at any time.
- 13.4 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

## **14. NOTICE OF GENERAL MEETINGS**

- 14.1 At least 21 days' notice must be given of a general meeting.

- 14.2 A notice calling a meeting shall specify the time and place of the meeting. It shall indicate the general nature of the business to be dealt with at the meeting. If a special or a resolution requiring special notice under the Act is to be proposed, the notice shall also state that fact and include the terms of the resolution.
- 14.3 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 14.4 Notice of every general meeting shall be given in writing:
- (A) in hard copy form;
  - (B) where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication, in electronic form; or
  - (C) subject to the company notifying members of the presence of the notice on the website and complying with the other requirements of section 309 of the Act, by means of a website.

## **15. SPECIAL RESOLUTIONS AND ORDINARY RESOLUTIONS**

- 15.1 For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting of which proper notice has been given.
- 15.2 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting after the giving of proper notice of the meeting and of the intention to propose the resolution. The reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the total number of votes cast in relation to the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 15.3 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution, to
- (A) alter its name; and
  - (B) alter any provision of these articles or adopt new articles of association.

## **16. PROCEDURE AT GENERAL MEETINGS**

- 16.1 No business shall be dealt with at any general meeting unless a quorum is present. The quorum for a general meeting shall be 30 individuals entitled to vote (each being a member, a representative of a Member Organisation or a proxy for a member).
- 16.2 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.
- 16.3 The Chairperson of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting. If the Chairperson of the company is not present and willing to act as chairperson of the general meeting within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

- 16.4 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 16.5 Each member shall have one vote, which may be given either personally or by proxy.
- 16.6 Any member who wishes to appoint a proxy to vote at any meeting (or adjourned meeting) shall:
- (A) lodge with the company, at its registered office, a written instrument of proxy in such form as the directors require; or
  - (B) send by electronic means to the company, at such electronic address as may have been notified by the company for that purpose, an instrument of proxy (in such form as the directors require).

To be valid, the instrument of proxy must be received by the company at the relevant address not less than 6 days before the date set for holding the meeting (or, as the case may be, adjourned meeting). A member may appoint only one proxy in relation to any general meeting. A proxy need not be a member of the company.

- 16.7 A duly appointed proxy shall have the same right as a member to speak at the meeting.
- 16.8 A vote given or ballot demanded by a proxy shall be valid notwithstanding that the authority of the proxy voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company in the manner described in article 16.6 at least 4 days before the commencement of the meeting or adjourned meeting in question.
- 16.9 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson or by at least two persons present in person at the meeting and entitled to vote (including by proxy). 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. 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.
- 16.10 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
- 16.11 The Secretary or another person appointed by the directors shall keep a full record of proceedings at all general meetings of the company.

## **17. BOARD OF DIRECTORS**

- 17.1 Following registration of the company as a charity with OSCR, the board of directors shall consist of not fewer than 9 and not more than 13 directors and shall include the Chairperson, the Vice-Chairperson, the Secretary and the Treasurer. Until such time, the company may have one director.
- 17.2 A director shall be appointed at the annual general meeting in accordance with article 13.2(C) or by a resolution of the board of directors. A director appointed by resolution of the board of directors shall stand for election at the next following annual general meeting and if not so elected shall vacate office.

- 17.3 Each appointment of a director by resolution shall be made at a meeting of the directors and shall take effect from the end of that meeting.
- 17.4 Each director (including those originally appointed by resolution of the board of directors) shall retire from office three years after the annual general meeting in which they were elected or appointed by the company or by the Predecessor Charity. They may at that time be re-nominated for re-election for further three year terms.
- 17.5 The proceedings of the directors shall not be invalidated by any insufficiency in their number or by any defect in the appointment or qualification of any director.
- 17.6 A director shall automatically vacate office if the director:
- (A) ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;
  - (B) becomes debarred under any statutory provision from being a charity trustee;
  - (C) becomes incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months;
  - (D) ceases to be a member of the company;
  - (E) resigns by notice to the company;
  - (F) is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove them from office;
  - (G) is removed from office by resolution of the directors on the grounds that they are considered to have been in serious or persistent breach of their duties under sub-sections 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005 and otherwise in accordance with the Act; or
  - (H) is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

## **18. REGISTER OF DIRECTORS**

The directors shall maintain a register of directors, setting out full details of each director, including the date on which they became a director, and also specifying the date on which any person ceased to hold office as a director.

## **19. POWERS OF DIRECTORS**

- 19.1 Subject to the provisions of the Act, and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.

## **20. PERSONAL INTERESTS**

- 20.1 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into must declare that interest at the beginning of a director meeting at which the transaction or other arrangement is being considered. The director may not vote on the matter in question. A director has a personal interest in a transaction or arrangement if: (a) the director or any partner or other close relative of the director or any business or charity of which the director or any partner or other close relative is associated

would benefit from the company entering into the arrangement; or (b) if the Act stipulates that a director has a personal interest.

- 20.2 If the director has declared an interest and has not voted on the question of whether or not the company should enter into the relevant arrangement, a director will not be debarred from entering into an arrangement with the company in which the director has a personal interest and may retain any personal benefit which the director gains from the director's participation in that arrangement.
- 20.3 The directors shall be entitled, for the purposes of section 175 of the Act, to authorise subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances any conflict situation (as defined for the purposes of 175 of the Act, but not a transaction or arrangement with the company) and to amend or vary any such authorisation such that the duty of the director under section 175 of the Act to avoid conflicts of interest is not infringed.
- 20.4 If a director provides services to the company the director must do so without remuneration.
- 20.5 The directors may be paid travel and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

## **21. PROCEDURE AT DIRECTORS' MEETINGS**

- 21.1 The directors shall hold at least 2 meetings each year.
- 21.2 A meeting of the directors may be called at any time by the Chairperson of the company or by a majority of the directors.
- 21.3 Questions arising at a meeting of the directors shall be decided by a majority of votes of the directors present and attending. If an equality of votes arises, the chairperson of the meeting shall have a casting vote;
- 21.4 No business shall be dealt with at a meeting of the directors unless a quorum of three is present. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 21.5 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining directors may act only for filling vacancies or of calling a general meeting.
- 21.6 Unless unwilling to do so, the Chairperson of the company shall preside as chairperson at every directors' meeting at which the Chairperson is present. If the Chairperson of the company is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 21.7 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak (but not vote) at any meeting of the directors.
- 21.8 The directors may from time to time make additional or may amend the rules set forth herein for the conduct of their business, including the summoning and conduct of their meetings. No rule may be made which is inconsistent with these articles or the Act.

## **22. CONDUCT OF DIRECTORS**

22.1 Each of the directors shall, in exercising their functions as a director of the company, act in the interests of the company; and, in particular, must:

- (A) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects;
- (B) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- (C) in circumstances giving rise to the possibility of a conflict of interest between the company and any other party;
  - (1) put the interests of the company before that of the other party in taking decisions as a director; or
  - (2) disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question;
- (D) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

22.2 The directors shall comply with their obligations under charity laws to produce an annual report and an annual return (or their equivalents) and any other required materials and shall file such materials with the OSCR and any other applicable charity regulator as required and as required under the Act.

## **23. DELEGATION TO SUB-COMMITTEES**

23.1 The directors may delegate on such terms as they may specify to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine. They may also delegate to the Chairperson of the company or the company's other officers such of their powers as they may consider appropriate.

## **24. MINUTES**

The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees. A minute of any meeting shall include the names of those present and (as far as possible) shall be signed or otherwise confirmed by the chairperson of the meeting.

## **25. ACCOUNTING RECORDS AND ANNUAL ACCOUNTS**

25.1 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

25.2 The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

25.3 No member shall (unless they are a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

## **26. NOTICES [T]**

- 26.1 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by them to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 26.2 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting. For the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 26.3 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent. For the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

## **27. WINDING-UP**

- 27.1 If the directors decide that it is necessary or advisable to wind-up the company they shall call a general meeting for that purpose. If the proposal is confirmed by a special resolution the directors shall have power to realise any assets held by or on behalf of the company.
- 27.2 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the company at or before the time of dissolution (or, failing such determination, shall be applied for some other charitable purpose).

## **28. INDEMNITY**

- 28.1 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections the Act) out of the assets of the company against any loss or liability which they may sustain or incur in connection with the execution of the duties of their office, including to the extent permitted by the Act, any liability incurred by them in defending any proceedings (whether civil or criminal) in which judgement is given in their favour or in which they are acquitted or any liability in connection with an application in which relief is granted to them by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
- 28.2 The company shall be entitled (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of their office; and such insurance may (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of BRITTLE BONE SOCIETY (BBS)

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.

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*Name of each subscriber*

*Authentication by each subscriber*

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John Phillips



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Dated 7 Oct 2020