

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

**ARTICLES OF ASSOCIATION
SCOTTISH BAKERS**

2015

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of
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OBJECTS & ACTIVITIES

Objects of the Company

1. The objects for which the company is established are to (1) advance education and training to promote the interests and status of the bakery industry and other parts of the food and drink sector and (2) provide relief to those in the Bakery Industry in need by reason of age, ill-health, disability, financial hardship or other disadvantage (the “**Objects**”).

Activities of the Company

2. The company will undertake all activities required to achieve the Objects which shall include:-
 - (a) establishing, administering and maintaining educational facilities and providing training activities;
 - (b) contributing to Government and sector consultations, representing the sector on trade fora and generally promoting the bakery sector; and
 - (c) administering benevolent funds to beneficiaries within the Scottish Bakery Industry.

Powers of the Company

3. The company in carrying out the above Objects and Activities shall have and may exercise (but only to the extent to which the same may lawfully be exercised by a charity on the Scottish Charities Register and in accordance with the Charities and Trustee Investment (Scotland) Act 2005) all or any of the following powers:-
 - (a) to provide training by offering courses and events;
 - (b) to raise funds, solicit, receive and accept financial assistance, subscriptions, donations, endowments, legacies, gifts and loans of money, rents and any other property whatsoever, heritable or moveable, subject or not to any specific charitable trusts or conditions;
 - (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 connection with the purposes of the company or calculated to further its objects;
 - (d) to encourage, provide, support and otherwise facilitate the work of those interested in the objects of the company;
 - (e) 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;
 - (f) to borrow and raise money for the objects of the company and secure or discharge any debt or obligation of or binding on the company 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

company;

- (g) to invest funds of the company not immediately required in such investments, securities or property as may be considered appropriate (and to dispose of any vary, such investments);
- (h) to grant, continue and pay such remuneration and pensions to any person or persons who renders services to the company supervising, organising, carrying on the work of and advising the company 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 company and their dependants;
- (i) 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;
- (j) to promote, arrange, organise and conduct seminars, conferences, lectures, meetings and discussions;
- (k) 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;
- (l) to construct, erect, alter, improve, demolish and maintain any buildings which may from time to time be required for the purposes of the company, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of the same;
- (m) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (n) 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 company 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;
- (o) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (p) 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 company 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 company; and

- (q) to do all such other things as are necessary for the attainment of the Objects.
4. The income and property of the company shall be applied solely towards the promotion of the Objects of the company as set out in Article 1 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 company. Nothing herein shall prevent any payment in good faith by the company:-
- (a) of out-of-pocket expenses incurred in carrying out duties by any member, director, officer or employee of the company;
 - (b) reasonable payment in return for services rendered to the company;
 - (c) director/trustee indemnity insurance; and
 - (d) payment or benefits permitted in terms of the Charities and Trustee Investment (Scotland) Act 2005.

GENERAL STRUCTURE

Company Structure

5. The structure of the company consists of:-
- (a) MEMBERS – who have the right to attend the annual general meeting (and any general meeting) and have important powers under the Articles of Association and the Act; in particular, the members may take decisions in relation to changes to the articles themselves.
 - (b) DIRECTORS – who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company and are charity trustees.

MEMBERS

Registers of members

6. The directors 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.

Classes of membership

7. There shall be two categories of members.

Business Members

- One (A) Primary (Business), comprising sole proprietors, firms, partnerships, companies and co-operative societies engaged in baking including the wholesaling and/or retailing of products that they have produced. Such memberships shall be recorded in the register of members in the trading or registered name and address of the business.

- One (B) Secondary (Business), comprising sole proprietors, firms, partnerships, companies engaged in business that supply and/or support the bakery industry or in business having other connections with the bakery industry. Such memberships shall be recorded in the register of members in the trading or registered name and address of the business.

Individual Members

- (A) Honorary Members – awarded by the company to individuals who have rendered special services to the Scottish Association of Master Bakers, the company or the bakery trade.
- (B) Life Members – awarded for long service and commitment to the Scottish Association of Master Bakers, the company or the bakery trade.
- (C) Individual Members – available to members of the bakery industry and supporters of the bakery industry or in business having connections with the bakery industry.

Subscriptions

8. All members, except Honorary Members and Life Members, shall pay an annual subscription which shall become payable on 1st January each year. The subscription for each category of membership shall be determined by the Board before the commencement of the calendar year to which they relate. Members who fail to give notice of withdrawal by 1st December in any year shall be liable for the next year's subscription.
9. For new members admitted after the Annual General Meeting of the company in any year, only such proportion, as the Board may determine, of the subscription for that year shall be payable. Failure to pay membership subscription within 3 months of the due date for the payment will result in automatic termination of membership.

Withdrawal from membership

10. Any member 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.

Expulsion from membership

11. Any member may be expelled from membership by resolution of the directors, 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, specifying the grounds for the proposed expulsion
- (b) the member concerned shall be entitled to be heard on the resolution at the meeting at which the resolution is proposed.

General meetings (meetings of members)

12. The directors:
- (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 no less than 10% of the members from time to time.

13. The business of each annual general meeting shall include:-
- (a) a report by the President on the activities of the company;
 - (b) consideration of the annual accounts of the company;
 - (c) the election/re-election of directors, as referred to in Article 30; And
 - (d) the appointment of auditors or accountants.

Notice of general meetings

14. 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 (see article 22) (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 company of an address to be used for the purpose of electronic communications), (by way of an electronic communication) to all the members and directors, and (if there are auditors in office at the time) to the auditors.

Procedure at general meetings

15. No business shall be dealt with at any general meeting unless a quorum is present. The quorum for a general meeting shall be fifteen members.
16. The President of the company (who shall be the Chair of the Board) shall (if present and willing to act as chairperson) preside as chairperson of each general meeting;
- (a) if the President is not present and willing to act as chairperson 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; and
 - (b) may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
17. Every Primary Business (Category One (A)) member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or by proxy. A member shall vote through their duly authorised representatives.
18. A resolution may be decided by postal ballot if so decided by the Board.
19. 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 of the Chair has not already voted on the resolution.

20. 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.
21. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the President may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Special resolutions and ordinary resolutions

22. For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with Article 14, 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.
23. In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the company, by special resolution,
 - (a) to alter its name;
 - (b) to alter its Objects or Activities; and
 - (c) to alter any provision of these articles or adopt new articles of association.
24. 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, and (as applicable) the chairperson’s casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with Article 14.

Voting rights of members

25. Only Primary (Business) members (as defined in Article 7) who have paid their annual membership subscription (including those who pay for their subscription in monthly instalments and are up to date with payments) (“Eligible Member”) shall have the right to vote at any General Meeting of the company. Each Eligible Member shall have one vote.

DIRECTORS

Number of directors

26. Unless otherwise determined by ordinary resolution of the company, the number of directors shall be subject to a maximum of twenty.
27. The Board shall consist of the following:-
 - (a) a President;
 - (b) a Vice President; and

- (c) the immediate past President (if he is able and willing to serve as a Director).

There shall be eligible for election as a director, master bakers and other proprietors, partners, directors and persons of managerial status, in each case either holding membership or being in such a position in a business holding Business or Individual membership.

28. As and when necessary, nominations for the offices of President, and Vice President shall be lodged with the Secretary not less than 28 days before the date of the Annual General Meeting at which these offices are to be filled. Nominations may be made by any two members.
29. The Secretary shall have the power to reject any nomination on the grounds that the nominating party has not paid his subscription for the current year.

Eligibility and Maximum period in office for directors

30. At every Annual General Meeting one third of the directors who are subject to retirement by rotation, or of their number is not a multiple of three, the number nearest to one third shall retire from office.
31. Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
32. If the company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the director is put to the meeting and lost.
33. No person other than a director retiring by rotation shall be appointed or re-appointed a director at any general meeting unless:-
- (a) He/she is recommended by the directors; or
 - (b) not less than fourteen or more than twenty eight clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the company of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he/she were so appointed or re-appointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or re-appointed.
34. Subject to the aforesaid, the company may by ordinary resolution appoint a person who is willing to act as a director, either to fill a vacancy or as an additional director.
35. The directors may appoint any person who is willing to act as a director, either to fill a casual vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. A director so appointed shall hold office only until the following Annual General Meeting. If not re-appointed at such Annual General Meeting, he shall vacate office at the conclusion thereof.
36. There shall be no age limit for directors of the company but all directors must be actively involved in their business.

Termination of office

37. A director shall automatically vacate office if:-
- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
 - (b) he/she becomes debarred under any statutory provision from being involved in the management or control of a charity
 - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (d) he/she resigns office by notice to the company
 - (e) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
 - (f) he/she is removed from office by resolution of the directors.

Register of directors/directors interests

38. The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and specifying the date on which any person ceased to hold office as a director and containing details of directors interests.

Office bearers

39. The directors shall appoint a President and such other office bearers (if any) as they consider appropriate.
40. The President shall generally hold office for two years but this period may be reduced or extended by the Board. Otherwise, the office bearers shall hold office without limit of time.
41. A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

42. 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.
43. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Directors Declarations of Interests

44. The directors may authorise any matter proposed to them by any director which would, if not authorised, involve or constitute a director breaching or infringing his duty under section 175 of the Act to avoid conflicts of interest.

Personal interests

45. A director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the company shall declare the nature and extent of his interest to the other directors before the company enters into the transaction or arrangement in accordance with the Act. For the purposes of this article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm

of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.

46. A director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the company shall declare the nature and extent of his interest to the other directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under Article 45.
47. Subject, where applicable, to the disclosures required under Article 45 and Article 46, and to any terms and conditions imposed by the directors in accordance with these Articles 45 to 48, a director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the company 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.
48. A director need not declare an interest under Article 45 and Article 46 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 director is not aware, although for this purpose a director is treated as being aware of matters of which he ought reasonably to be aware;
 - (c) if, or to the extent that, the other directors are already aware of it, and for this purpose the other directors 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 of directors.
49. Provided he/she has declared his/her interest a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

DIRECTORS' MEETINGS

Procedure at directors' meetings

50. Board meetings will be held on a regular basis. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
51. The directors can agree to confirm decisions by telephone or by written resolution as alternatives to confirming decisions at directors meetings.
52. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
53. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be 10. If at any time the number of directors in office falls below the number fixed as the quorum,

the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.

54. Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time 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.
55. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
56. Subject to Article 44, a director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company.
57. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
58. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.
59. The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of Articles 50 to 58.

Delegation to sub-committees

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

ADMINISTRATION

Operation of bank accounts

61. The signatures of two authorised representatives of the company (who need not be directors of the company) shall be required in relation to all operations (other than lodgement of funds) on the bank, building society or other financial institution accounts held by the company.

Secretary

62. The directors may in their sole discretion decide to appoint a company secretary for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the company secretary may be removed and

replaced or not (at the directors sole discretion) by the directors at any time.

Minutes

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

Accounting records and annual accounts

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

Notices

66. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:-
- (a) 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;
 - (b) 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;
 - (c) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - (d) 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
 - (e) 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

67. If the company is dissolved or wound up, the liquidator shall, if 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 company, but shall be paid, given, transferred or distributed to such body or bodies to be determined by the members of the company at the time of the dissolution or winding up :
- (a) being a charitable body or bodies having objects similar to the Objects of the company; 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 company.

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

Indemnity

68. 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 director or other officer of the company (other than any person (whether an officer or not) engaged by the company as auditor) shall be indemnified out of the assets of the company against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the company, 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.

Insurance

69. Subject to the Act, the directors 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 director or former director of the company, any other officer or employee or former officer or employee of the company or its associate (but not the auditors), or any trustee of a pension fund or employee benefits trust of the company;
- 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 company 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 Companies Act 2006).

Liability of Members

70. The liability of the members is limited to ONE POUND (£1.00). Every member of the company undertakes to contribute to the assets of the company 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 company 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.
71. The income, assets and property of the company shall be applied solely towards the promotion of the Objects of the company as set out herein 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 company. Nothing herein shall prevent any payment in good faith by the company:-
- (a) of out-of-pocket expenses incurred in carrying out duties by any member, director, officer or employee of the company;
 - (b) reasonable payment in return for services rendered to the company;
 - (c) director/trustee indemnity insurance; and
 - (d) payment or benefits permitted in terms of the Charities and Trustee Investment (Scotland) Act 2005.

Scottish Bakers Benevolent Fund

72. All monies held by the company that are held for the Scottish Bakers Benevolent Fund shall only be used for benevolent purposes and shall not be used for any other purpose, including the general operations of the company.

Interpretation

73. In these articles the following terms and expressions shall have the following meanings:-

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;
Activities	shall have the meaning given to it in Article 2;
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;

charitable purpose	shall mean a purpose which constitutes a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Act;
electronic communication	shall have the same meaning as is assigned to that expression in the Electronic Communications Act 2000;
Model Articles	means the model articles for private companies limited by Guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (S/2008/3229) as amended prior to the date of adoption of these Articles;
Objects	shall have the meaning given to it in Article 1;
OSCR	shall mean the Office of the Scottish Charity Regulator, 2nd Floor, Quadrant House, 9 Riverside Drive, Dundee, DD1 4NY;
person	means any individual, organisation or body including any authorised representative of any organisation or body; and
Scottish Charity Register	means the register held by OSCR;

74. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles 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) reference in these articles to the singular shall be deemed to include the plural.
- (d) 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.

- (e) the Model Articles shall apply to the company, except in so far as they are modified or excluded by these Articles. Regulations 2, 3, 21, 22, 24, 38, 39 of the Model Articles shall not apply to the company.