



# Articles of Association Of The Action Group

Agreed on the 28<sup>th</sup> October 2017



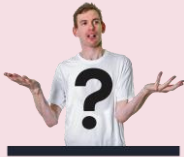
**This document explains what Articles of Association are and how they are used at The Action Group.**



# What you will find in this document



**Section 1:** Good to know



**Section 2:** What does The Action Group do?



**Section 3:** What we will do as a charity



**Section 4:** Things The Action Group can do



**Section 5:** Rules on giving things to people involved at TAG



**Section 6:** Money members have to pay



**Section 7:** Things members must do



**Section 8:** Members





# What you will find in this document



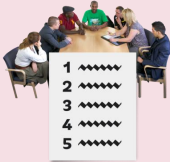
**Section 9:** Applying to be a member



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**Section 13:** Members votes



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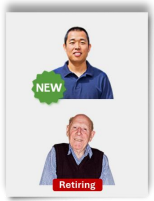
# What you will find in this document



**Section 17:** Powers of directors



**Section 18:** How Directors can use their powers



**Section 19:** New and retiring directors



**Section 20.1 .....** : Stopping someone from being a Director



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**Section 22.1 .....** : Directors working inside and outside of TAG



**Section 23:** How Directors behave



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# What you will find in this document



**Section 25:** Action group accounts and checks needed



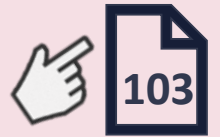
**Section 26 :** Invites



**Section 27:** Protecting Directors



**Section 28:** Making changes to the Articles of Association



**Section 29:** Closing The Action Group





# Section 1

## Good to know

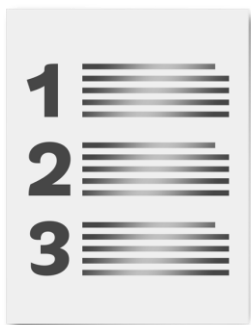


You may find some words in this easy read that you do not understand.

### Companies Act 2006



There are also some words that have been shortened. This is to make it quicker to say but the meaning stays the same.



We have added some of these words and what they mean on the following pages.



If for any reason, there are changes to their meaning the easy read will tell you.

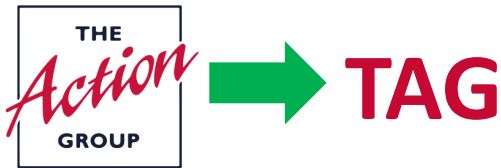


# Section 1 Good to know



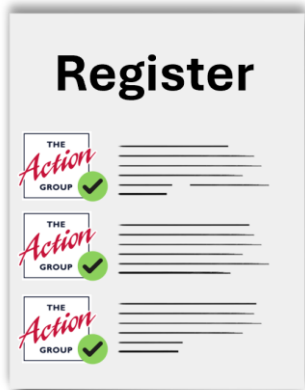
**Articles of Association** are rules about how a company or organisation must be run.

These are decided by the board of directors, members, senior staff and outside organisations who oversee Charities etc.



**TAG** is a quick way to say The Action Group. In this easy read it also means TAG is registered as

- a company limited by guarantee - Registered Number SC105634
- having their Office at The Prentice Centre, 1 Granton Mains Avenue, Edinburgh, EH4 4GA.
- a Scottish Charity - Registration Number SC005964



**Board:** There are a group of directors at TAG. They are called the Board of Directors. A quick way to say this is to just say the Board.





# Section 1 Good to know



**Directors** volunteer at TAG. Their job includes things like:

- Deciding how TAG works.
- Making sure TAG follows the rules
- Helping to look after TAG.



**Volunteer:** Means someone who works at TAG but does not get paid for doing this.



**Secretary:** A board member acts as the secretary. Their role is to make sure the Board and TAG follow Board and Charity rules.



**Member:** Means someone who has been allowed to join TAG as a member. Their names are added to a list called a register.

Members can do things like vote or ask questions at TAG's Annual General Meeting. Everyone on the Board is a member.





# Section 1 Good to know



**Register:** means we are talking about the list that has all the TAG members names on it.

The register follows the rules found in the Companies Act 2006.



**2005 Act:** means we are talking about the Charities and Trustee Investment (Scotland) Act 2005. This includes any changes or things that are added over time.

**Act:** means the Companies Act 2006 This includes any changes or things that are added over time.



These acts show how things should be run. They are also laws. You can get into trouble if you don't follow the law.



**Charitable:** means supporting those in need and following the rules found in Part 1 of Schedule 6 to the Finance Act 2010 and the 2005 Act.



# Section 1 Good to know



**Address:** this means sending or giving information through a digital device for example an email or by post if Members do not have an email address.



Council



Workplace



Office

There can be lots of different addresses. This is because we share information with lots of different people and organisations.

**Clear days:** means the number of days given to read or do something. This helps make sure everyone is given enough time.

Clear days do not include the day something was sent or given to a person or the day something is supposed to start.



5 days



**United Kingdom:** means Great Britain and Northern Ireland.



# Section 1 Good to know



**A Proxy:** is a person who is allowed to speak up for a person or an organisation when they are unable to do this themselves.

A proxy is chosen by the person or organisation who needs help. Sometimes they can be chosen for them if they can't do this themselves.



**Quorum:** means the amount of people that you must have to hold a meeting and make decisions.



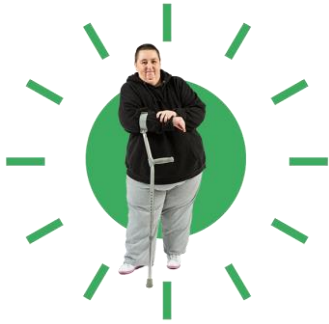
**Debt:** means money that you owe to someone else.



**Bankrupt:** means you have run out of money and that a court has decided you don't have enough money to pay your debts.



# Section 1 Good to know



**Charitable work:** Means supporting and caring for people so they can live the life they want.



**Written:** means information that is written down and sent to someone. This could be in a letter or through a digital device including things like email.



**Conflict of Interest:** Is when two things clash and do not work well together. For example, a Director can or may have things they like to do outside of TAG but they do not work well with the things TAG does.



## Section 2

# What does The Action Group do?



The Action Group provides support to people who need it.

This includes children and adults with learning disabilities or other support needs and carers in Scotland. Things like:



**Support to live in your own home.**

Things like being in control as much as is possible and being safe and well.



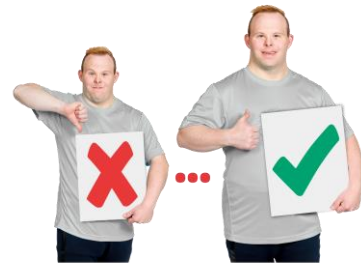
**Support to do what is important to you.**

Things like work, volunteering, learning and looking after your health.



**Offering advice**

Things like welfare rights, benefits, housing and black and ethnic minorities advice and support.



**Making change happen**

Things like working with others including organisations and charities to make things better.



# Section 3

## What we will do as a charity



### 1 Rules include

The money and things owned by TAG can only be used for charitable work. This means supporting people to live the life they want.



The people in charge of The Action Group are called directors and they must:



- Make sure The Action Group follows the rules. Things like the 2005 Act.



An act is a law which means anything written in it must happen. You can get into trouble if you do not follow the law.



- Make sure The Action Group stays a charity.



## Section 3

# What we will do as a charity

## 2 Rules Include

Directors must:

- Do what is best for TAG.
- Make decisions and plans that support our work and take good care of TAG.
- Must put TAG first.



If they cannot do this, they must tell other directors and should not take part in decisions and plans.

## 3 Rules include

Directors must make sure the rules in the 2005 Act are followed by themselves and by TAG.





The things TAG does must help us with our work in supporting others.

There is a long list of things TAG can do. These are called **powers** and include:



### 1 Rules include

TAG can accept money or things from different places.

We can get this in different ways

- Being offered it
- Asking for it
- Selling goods or services and charging people for these



We must follow the rules found in Section 8 – 2b of the 2005 Act. This makes sure things are done fairly.





### 2 Rules include

TAG can work with other people or groups that are charities and have similar goals to us. Things like:

- Helping to spread the word about groups that do things like us.
- Working together or join them
- Setting up or helping to run groups
- Offering money or other types of help.



### 3 Rules include

TAG can help people learn about us by working with others. Things like

- Working with makers or organisations that buy and sell things
- Using newspapers, radio or social media to tell people about our work.





## Section 4

# Things The Action Group can do

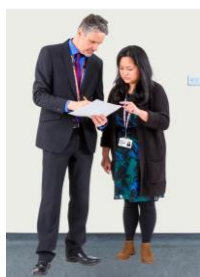


### 4 Rules include

If it helps The Action Group, we can do things with other organisations or charities who do similar work to us.

It must be something we are allowed to do and can include things like

- Setting up, running or offering support
- Getting a building to use
- Getting things, they need
- Being responsible for certain things



### 5 Rules include

We can choose to share information about our work. This can include written words, audio, photographs and video recordings.



We can get others to help us with this and can use things like email's, websites, leaflets or newspaper articles.

### 6 Rules include

We can run or support educational events that allow others to learn about our work. Things like meetings, classes or lectures.





### 7 Rules include

We can help plan, run or take part in lots of different things including workshops, festivals, campaigns or displays.

This can include working with or supporting other people or groups.



### 8 Rules include

We can get people interested in TAG by sharing information in different ways. Including things like TV, radio social media, posters or leaflets.

### 9 Rules include

We can use different ways to get the things we need



- like buying or renting an office
- selling or getting rid of things we own.
- building, fixing or changing buildings we own



### 10 Rules include

We can get anything that is normally used to run an organisation like TAG. This can include things like machines, furniture, and tools.



### 11 Rules include

We can accept a gift of property that helps our work. It does not matter if it is or isn't looked after by a trust.



### 12 Rules include

If the law allows it, we can use things we have to help us further our work. Things like



- Sell or rent things we own
- Borrow money using things we own or our income as a way to promise we will pay money back.
- Get rid of things we no longer need
- Use things we have or do to make money

### 13 Rules include

We can protect buildings or items we have by insuring them. The directors will decide what needs insured and what doesn't.

Insuring something means you can get money back if something goes wrong.

### 14 Rules include

We can hire staff or experts that can help us with our work. We must pay these workers fairly and follow the rules.

### 15 Rules include

Supporting staff and their families where possible. Things like

- Offering pensions that will give money to people to live on when they get older and stop working.
- Work with people, organisations and the government if it helps us to look after our staff.





### 16 Rules include



We can get insurance for people who work or worked for us.

This includes directors, officers, employees, and auditors.

Insurance helps pay for any help needed if these people face problems or complaints about their work.

### 17 Rules include



We can support others with money they receive and how to spend it in the best way.

### 18 Rules include

If the law allows, we can borrow or raise money that helps our work.

When borrowing money, we will:

- Choose the best ways to do this.
- check that we are following all the rules





### 19 Rules include

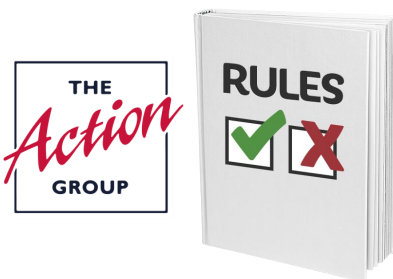
We can promise to pay for the things that a charity needs.

We can use money from buildings we own to show that we will always be able to pay what we say we will.



### 20 Rules include

The Action Group can give money to people as a loan. We can do this with or without something valuable as promise to pay it back.



We decide the rules for giving out the loans and must make sure these are fair.



### 21 Rules include

We can use money in different ways including to pay for items, take money off items or promising to pay for items.

We can use things like cheques, or bank accounts to help us do this.



### 22 Rules include

We can give money to causes that help us with our work.



### 23 Rules include

Part of looking after The Action Group includes looking at ways, we can make money by using the things that we have. This helps The Action Group to continue its works.



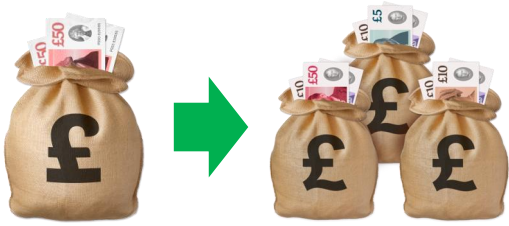
One-way Directors can do this is by using the buildings that we own. They can use a little or a lot and should pick the best ways to make them worth more. This is called making an investment.



These investments can

- have risks or be safe
- be used even if it is not usually allowed by law
- be made without directors needing to ask anyone else.





Directors can make more money by doing things like:



We can buy into other companies through things called stocks and shares. We can choose to buy and sell these at any time. These are called investments.



Buying land or buildings. This includes being able to change the way the land or buildings are used.



Earn money from a bank account, insurance company, building society, or finance company. This is because we have chosen to store our money with them.

When this happens, it is called earning interest.



### 24 Rules include

We can lend money to other charities or businesses with similar aims to us.

We will carefully decide how the money is loaned. We must follow the law when lending money.



### 25 Rules include

We can buy, get, and share things with other groups that we are allowed to work with.

Taking on things like

- promises they said they would do
- pay money that they owe
- Get property, land, things we need or money.



### 26 Rules include

We can use Action Group money to pay for anything needed when we are getting started. Including things like registering TAG.



## Section 4

# Things The Action Group can do



### 27 Rules include

Being able to do things that help us to complete our work.



### 28 Rules include

We can take part in any charitable activity that helps others to learn about our work.



## Section 5 Rules on giving things to people involved at TAG



### 1 Rules include

TAG money and property can only be used to further our work and must follow the rules in these articles of association.



In this case property means things that belong to TAG. Things like digital devices, buildings or equipment.



### 2 Rules include

TAG members cannot get money or property from TAG.

This includes directors and means TAG cannot pay them for doing this type of work.



There are sometimes when this is ok. The rules on the next page explain how and when this can happen.



## Section 5

# Rules on giving things to people involved at TAG



As long as **Section 4** rules are followed at the same time TAG can:

(Section 4 rules starts on page 16.)

### 3 Rules include

Paying people fairly, this includes

- Members
- Senior staff
- Staff
- Board members if they also work for TAG in a different way.



This must also follow the rules found in sections 67 and 68 of the 2005 Act.

This includes any changes or things that are added over time.



## Section 5

# Rules on giving things to people involved at TAG



### 3 Rules include

If TAG borrows money from its members or directors, they can give them extra money as a way to pay them for doing this.

This is called interest and must

- be a fair amount
- not be more than the banks charge when they lend someone money.



TAG can also pay fair rent for property owned by members or directors.



Board members can get money back from expenses they pay out of their own pocket.



These payments must be made honestly and fairly and follow **Section 21 rules** on page 83.



## Section 6 Money members may have to pay



Members may or may not have to pay money when certain things happen at TAG. The rules in Section 7 below explain why this is and how much it costs.



## Section 7 Things members must do



Each member promises to pay up to £1 if TAG closes

- whilst they are a member
- up to 1 year after they stopped being a member.

**This money helps to:**



- 1** Pay TAG's debts that were made whilst they were a member.

Debts mean money we owe other people or organisations.



## Section 7 Things members must do



**2** Pay any costs needed to close TAG.



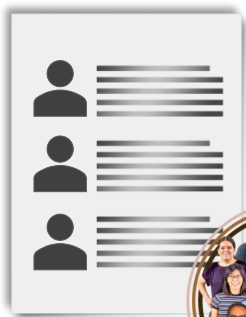
**3** To work out who gets what when TAG gets rid of what's left.





## 1 Rules include

TAG can have as many members as it wants.



## 2 Rules include

Members of TAG are people we allow to join from time to time. Their names must be added to the Register.

## 3 Rules include

Directors at TAG must also be a member of TAG.





## Section 9

### Applying to be a member



#### 1 Rules include

To apply to be a member at TAG you must fill out an application form. It must be signed and handed into the main TAG Office or emailed in.



#### 2 Rules include

Directors must show applications to the Board. This must be done at the next meeting TAG has after getting the application.



#### 3 Rules include

You can only be a member if the Board says you can.



#### 4 Rules include

The board decide who can and cannot be a member. The board do not have to give a reason for their decision.



## Section 9 Applying to be a member



### 5 Rules include

The Directors must tell someone they can or cannot be a member within 7 days of making their decision. This must be done in writing, by email or post.



Names of anyone who has been allowed to become a member must be added to the register.

You are not a member until this has been done.



### 6 Rules include

You cannot pass your membership to anyone else.



If a member dies their membership stops.



# Section 10 Stopping a membership



A member will stop being a member of TAG when:

## 1 Rules include



They write to TAG to tell them they want to stop being a member.



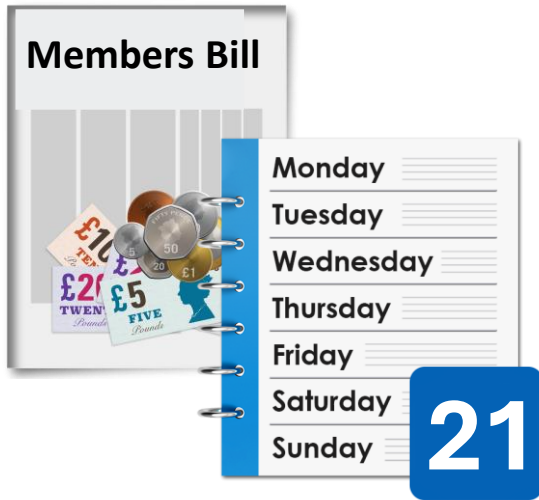
They will stop being a member as soon as their name is taken off the Register.



If the member is a Director, it means they will have to stop being a director too.



## Section 10 Stopping a membership



### 2 Rules include

You stop being a member if you do not pay your yearly membership bill within 21 days of getting it.

Where TAG decides there should be a yearly bill.



The board decide how much the yearly membership bill costs, if anything.



TAG must send the bill to the last address the member gave to TAG.



# Section 10 Stopping a membership



### 3 Rules include

If most Directors agree that a Member could harm or has harmed TAG, they can stop them from being a member. This helps keep TAG safe.

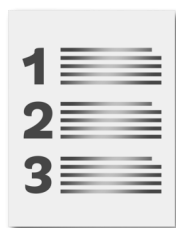


This can only happen if the member is given 14 clear days' notice that their membership is being looked into and may be stopped.

This must be done in writing and include:



- a reason why this is happening.



- a chance to share their side of the story. This can be in person or in writing.



## Section 10 Stopping a membership



### 3 Rules include

If someone is stopped from being a member, they must still pay any money they owe TAG.



The secretary will let the person know in writing that their membership has been stopped.



The person cannot reapply to be a member unless:



- The board talk about it and then vote on whether the person can reapply or not.



- When voting at least three fourths (almost all) of the board must agree.



## Section 10 Stopping a membership



### 4 Rules include

A person will stop being a member if they :



- Have died



- Are of unsound mind. This means they can no longer think for themselves and need support from others.



- Are bankrupt. This means the person has run out of money and the law says they do not have any money to pay their debts.

Debt is a quick way to say you owe someone money.



- Have run out of money and are having to make a deal with people they owe money to. This could include having things they own taken away to help pay their debts.





## Section 10 Stopping a membership



### 5 Rules include

When working together in a partnership with another organisation, membership will stop if



- The organisation decides to close.



- The organisation is bankrupt.



- The organisation has run out of money and are having to make a deal with people they owe money to. This could include having things they own taken away to help pay their debts.



## Section 10 Stopping a membership



### 6 Rules include

When working with a company membership will stop if

- The company decides to close.
- If someone asks the court to close the company and nothing is done in 28 days to stop this from happening.
- The company is not doing well and a person has to come and look after the company. They are called a receiver or a liquidator.



Their job is to find the best way to close the company and take care of any debts.



## Section 10 Stopping a membership



### 7 Rules include

When working with a group that is set up by law or royal permission, membership will end if the group



- decide to close or have to because the group has run out of money. This means they are bankrupt.



- have to make a deal with people they owe money to. This could include agreeing to have things they own taken away to help pay their debts.



- have to use a receiver or liquidator to find the best way to close the company and take care of any debts.



# Section 11 General Meetings



## 1 Rules include

TAG will hold a general meeting each year. This is called an Annual General Meeting or AGM for short.

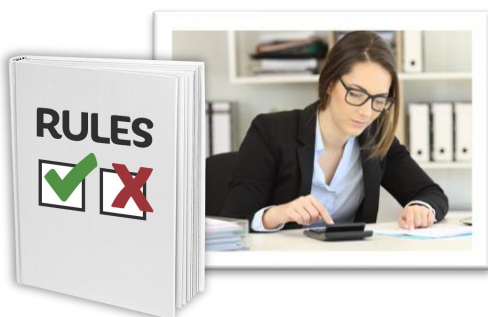
It must be held within 15 months of the last one. The time and place will be decided by the board.



## 2 Rules include

A general meeting is for talking about special things. An annual general meeting is for talking about special things and some things that are not. Things like

- Looking at TAG money that comes in and goes out
- Looking at reports
- Choosing new board members
- Picking and paying auditors. Auditors check to make sure our money is being recorded correctly and follows the rules.





# Section 11 General Meetings



### 3 Rules include

The directors can call meetings when needed and if Members ask for one.



They must follow the rules of the Act.



Sometimes there may not be enough Directors available to call a general meeting.

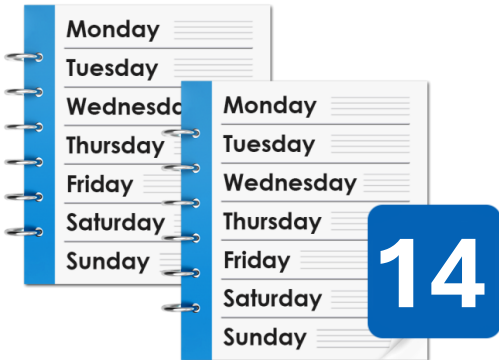


When this happens any Director or Member of TAG can call a general meeting.



# Section 11 General Meetings

## 4 Rules include



People must be told at least 14 clear days before general meetings or annual general meetings are held.



A general meeting can sometimes be called with less time to get ready.



This can only happen if most members who have the right to attend, vote to agree this.



This means that almost all of the members must be at the meeting and almost all of those who can vote agree that this can happen. Almost all means 90%.



# Section 11 General Meetings



## 5 Rules include

The meeting invite must say the date, time, and place of the meeting. It must also say what topics will be talked about.



## 6 Rules include

The meeting invite must be given to all the Members and to the Directors and Auditors of TAG



## 7 Rules include

The meeting can still go ahead as planned even if anyone who should have got an invite

- is missed by accident
- does not receive it



## Section 12

# What should happen at a general meeting



### 1 Rules include

Meetings cannot start if there is not enough people. Votes to make decisions can only happen if 15 people who are allowed to vote are there. This is called a **quorum**.



These people can be Members or someone who is there to speak up on behalf of members or a company or organisation.



If, however, there is only one member, that person can act as a quorum and vote to make decisions.



This person must be able to vote. They can be a Member or someone who is there to speak up on behalf of members or a company or organisation.





## Section 12

# What should happen at a general meeting



## 2 Rules include

A quorum for a meeting must be there within 30 minutes of the meeting starting.

They must also be there for the whole of the meeting.



If this does not happen the meeting must stop. A new meeting time must be made and can be:



Held on the same day the following week and at the same time and place.

Or

The Directors can decide a new meeting time, place and date.



If there is not a quorum at this meeting within half an hour of it starting the members who are there will act as the quorum.



## Section 12

# What should happen at a general meeting



### 3 Rules include

The chairman of the board will run the meeting.



If the chairman is not there another Director can be chosen to act as the Chairman.



If neither have arrived after 15 minutes or are not willing to run the meeting, the following should happen:



Directors who are there will vote to choose a Director to act as chairman.

Or



If there is only 1 director there and they are willing to act as chairman, they will do it.



## Section 12

# What should happen at a general meeting



### 4 Rules include

If no Director is willing to run the meeting or no Director is there within 15 minutes of the meeting starting then:



The members present and who are allowed to vote can then choose someone to be the chairman.



### 5 Rules include

A Director, even if they are not a member can join any general meeting. They may speak and share their views.



## Section 12

# What should happen at a general meeting



### 6 Rules include

The chairman can stop and rearrange the meeting as long as a quorum agrees.

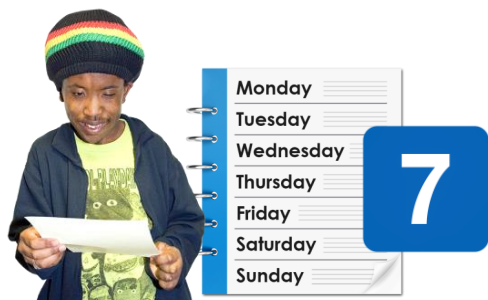
This includes moving the meeting to a different time and place.



The new meeting can only talk about the topics that would have been talked about at the stopped meeting.



A new meeting that takes longer than 14 days to happen must send out a meeting invite. This must include the date, time, place and meeting topics.



This must be sent, so people have at least 7 clear days to get ready. An invite does not have to be sent if the meeting takes less than 14 days to happen.



## Section 12

# What should happen at a general meeting



### 7 Rules include

When people vote at a meeting, they usually raise their hands.

Sometimes they might need to count the votes in a different way. This is called a poll.

This happens when it is asked for before the vote takes place or as the decision of the vote is announced.

A poll can only be held if the rules in the Act say so. Including:

- If the person running the meeting wants it
- If at least 3 people who can vote want it.
- By a Member or Members who have a few (at least one-tenth) of the total votes at the meeting.

If a member has a proxy voting for them the vote counts as if they had voted themselves.



Proxy	
Labour	<input type="checkbox"/>
Lib Dems	<input type="checkbox"/>
Conservative	<input type="checkbox"/>
Green	<input checked="" type="checkbox"/>
Reform	<input type="checkbox"/>
Independent	<input type="checkbox"/>



## Section 12

# What should happen at a general meeting



### 8 Rules include

If no one asks for a poll the person running the meeting can tell everyone the result of the vote. This could be that



enough people voted for something to go ahead



enough people voted for something not to go ahead



Or it was not possible to make a decision.



The result will be written down in the meeting minutes. This does not need to include the number of votes.

This way there is proof of what was decided.



## Section 12

# What should happen at a general meeting



### 9 Rules include

If people ask for a poll, they can change their mind. But the chairman must agree.

If they change their mind about having a poll, it means the result of the earlier vote by hands still stands.

### 10 Rules include

The chairman decides how the poll will work and when the result will be announced.

The result of the poll is the final decision of the meeting.

The chairman can ask for scrutineers, who can help make sure the poll is run properly. They do not have to be members.





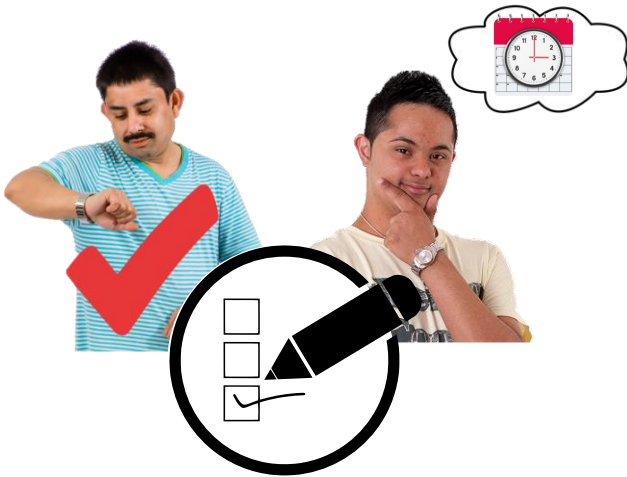
## Section 12

# What should happen at a general meeting



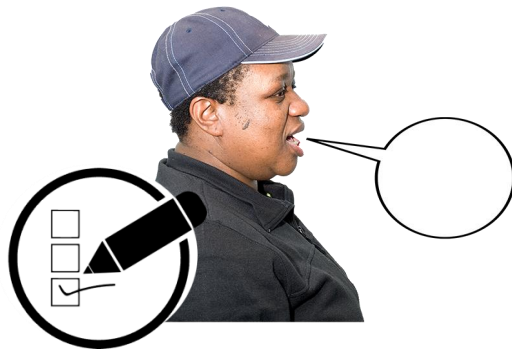
### 11 Rules include

A poll will be taken straight away if choosing a chairman or if deciding whether a meeting needs to be stopped and held at another time.

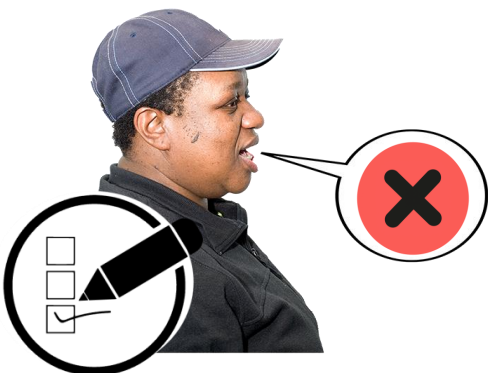


A poll for any other questions, can happen straight away or at a time and place chosen by the chairman of the meeting.

If later this must be held within 30 days of being asked for a poll.



Asking for a poll does not stop the meeting from doing other things.



If a request for a poll is taken back before the results of the vote have been given, then the meeting continues as normal.





## Section 12

# What should happen at a general meeting



### 12 Rules include

If a poll is asked for the chairman can tell everyone straight away when and where the poll will take place.



If the chairman does not do this an invite must be sent. This is so everyone knows what is happening.



The invite must allow people to have 7 clear days to get ready before the poll takes place.



## Section 13 Members votes



### 1 Rules include

When a vote is held, every member gets 1 vote only.



Members who cannot make the meeting can ask someone to vote for them.

This is called a proxy vote.



### 2 Rules include

When a poll is held every member gets 1 chance only.



Members who cannot make the meeting can ask someone to do the poll for them.



## Section 13 Members votes



### 3 Rules include

If a court says someone has a mental health problem they can still vote or take part in a poll.



They can do this with help from a guardian or someone else who has been chosen by a court.

This helper can vote for them in person or by proxy.



The helper must show the Directors proof that they are allowed to do this. This proof should be sent to TAG's office, or another place mentioned in the rules.



This must happen before the poll takes place. If not, the person cannot take part.



## Section 13 Members votes

### 4 Rules include

You can only question if someone can vote at the meeting or at the next meeting if it is stopped for some reason.



If someone questions a vote on time, it goes to the chairman.



The chairman will decide if they can vote or not. The chairman's decision is final. No one can change it.



Every vote that is not questioned or is allowed by the chairman counts.





# Section 13 Members votes

## 5 Rules include



A proxy is someone who can speak up for you if you are unable to do this yourself.



A proxy is chosen by the person needing help or can be chosen for them if needed.



A form must be filled in to show you have a proxy. Please use the form on the next page or one like it.



The Directors must agree with the form you use.



Unless they have been told otherwise the proxy can vote as they like, or they can decide not to vote.



**5** Where possible please use this proxy form

“The Action Group

I/We, ....., of ....., being a Member/Members of the above-named company, hereby appoint ..... of ....., or failing him/her, ..... of ....., as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the Company to be held on ..... 20...., and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 [***Insert brief details of resolution***] \*for \*against

Resolution No. 2 [***Insert brief details of resolution***] \*for \*against

\*Delete as appropriate

Signed on ..... 20....”



# Section 13 Members votes

## 6 Rules include

To use a proxy at any meeting or at a poll, you must send proof to the Directors.

This includes meetings that have been stopped and planned in for another time.

This is so the Directors have proof that you have chosen a proxy to speak up for you.

The Directors need to see this proof before any meeting or poll starts.

If this does not happen, the proxy will not be allowed to speak up for you.





# Section 13 Members votes

## 7 Rules include



It is ok for a vote or a request for a poll to come from a proxy. The proxy can be speaking up for a person or a company.



A proxy's vote or a request for a poll still stands even if they later decide to stop being a proxy for one reason or another.



The only time this would not happen is if TAG was told about the change before the vote or request for a poll was made.

Information about the change must be sent to the TAG office or another place where the proxy form was given.



If sending by email the right email address must be used.





## Section 13 Members votes



### 7 Rules include

The information must be received before the meeting starts. If the meeting is moved to another day, the information must still arrive before the meeting starts.



Sometimes a poll is not held on the same day as the meeting. When this happens, the information must be received before the time of the poll.



This rule makes sure that votes and polls are counted properly, even if there are changes in who can vote.



# Section 13 Members votes



## 8 Rules include

What happens at a general meeting or poll will not change even if there are small mistakes. Things like:



- Forgetting to tell someone about the meeting or if someone does not get the invite.



- If someone at the meeting is not qualified.



- If the meeting talks or votes about something that was not included on the invite.



The only time this is not true is if the Act says it should not happen.



## Section 14 Different types of meetings



A member can join a meeting in different ways. Things like by phone or video call.



This helps members take part even if they are far away.



They can also use other tools that let everyone hear each other.



Everyone will be treated the same regardless of how they join a meeting.



This rule is part of the Articles of Associations.



## Section 15 Number of Directors



**7 or more**

There must be at least 7 Directors.  
TAG can then have as many  
Directors as they want.



## Section 16 Choosing different Directors



Directors cannot choose someone  
else to take their place.



# Section 17 Powers of Directors



## 1 Rules include

The Directors will run TAG.



They must follow the rules in the Articles of Association, in the Act and any special decisions that are made.



If the rules change it will not affect what the Directors did before. They will stay the same.



Directors can use all their powers in meetings if enough Directors are there. This is called a quorum.



## Section 17 Powers of Directors



### 2 Rules include

The Directors can choose someone to help TAG if they feel it is needed.



The helper can share their tasks with others or ask them to do the tasks for them.



### 3 Rules include

The Directors must follow the rules found in **Section 4**.

Section 4 rules start on page 16.



## Section 18

# How Directors can use their powers



As long as the rules in the Article's of Association are followed Directors can do the following:

The Directors can share the jobs that they have to do. These jobs are called powers and can be shared with

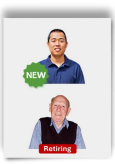
- a group of 3 or more Directors. This group is called a committee.
- any managing Director or Director with an important role. People like senior directors.



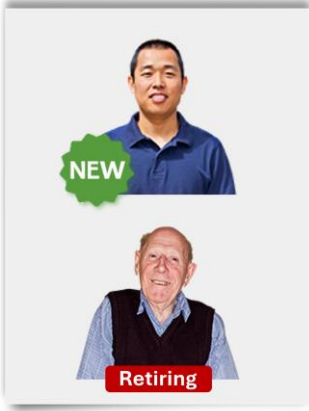
The Directors can share their powers while keeping their own. They can also take back, change or set rules on the powers that they share.



The Directors have the final say on how their tasks/powers are used and who can use them.



# Section 19 New and retiring directors



## 1 Rules include

The Board can choose new Directors. They can pick someone from inside or outside of TAG.

This can happen at any time.



New Directors can take the place of someone who has left or join the Directors we already have.



They will stay as a Director until the next annual general meeting.

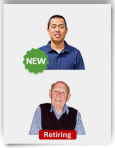
They can then decide to leave or ask to be chosen again. They can stay if people vote for them.



They must follow the rules in **Section 15** and in other parts of these Article of Associations that refer to this.

Section 15 can be found on page 68.





# Section 19 New and retiring directors

## 2 Rules include



TAG can choose a new Director as long as the rules found in **Section 15** and the rest of this section are followed.

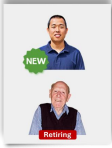
Section 15 can be found on page 68.



This can happen if there are spaces to fill or to add an extra Director.



This will be decided by a vote and the new Director must agree to take the job.



## Section 19

# Appointment and retirement of directors

### 3 Rules include



Each year, some (one third) Directors must resign. This means they say they want to stop being a Director.

This happens at the end of the annual general meeting.



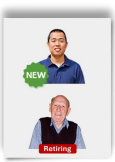
The Directors who have been in their role as a Director longest will leave first.



If 2 Directors started on the same day, they will decide who leaves by picking lots.



The Articles of Association and the Companies Act 2006 rules must be followed.



# Section 19 New and retiring directors

## 4 Rules include

A Director who is due to retire and who is following the rules on page 74 can be re-elected as a Director.



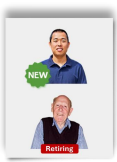
They will be re-elected if no one takes their spot at the annual general meeting.



There may be times when a retiring director cannot rejoin. Things like

- It has been decided that a retiring Directors spot will not be replaced.
- It has been decided that a person should not be allowed to re join
- because no one voted for them to rejoin as a Director.





## Section 19 New and retiring directors



### 5 Rules include

The Board of Directors will check how well they work together.



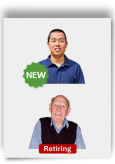
This includes looking at the skills and knowledge they have. It is important to have the right mix.



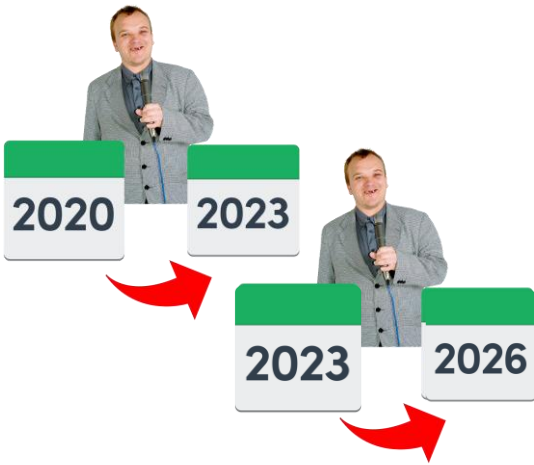
They will also think about the skills they are missing and how they can add these in the future. For example, looking for new members with these skills.



This type of planning is important as it keeps the board strong and working well now and in the future.



# Section 19 New and retiring directors



## 6 Rules include

The board can choose a Director to be the Chairman for 3 years. This can happen again for another 3 years.

The Director can be chosen again at any time during their service.

This must follow **Section 24.4** rules found on page 93.

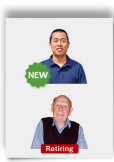


## 7 Rules include

Someone can stop being a Director at any time.



They must tell TAG in writing and tell them 1 month before they leave.



# Section 19 New and retiring directors



## 8 Rules include

To be selected to become a Director at an annual general meeting you must:

Be a retiring Director or someone that a member has recommended to the Secretary in writing. This member must be allowed to attend and vote at meetings.

The person being suggested must also write to say they want to become a Director.

Both letters must be sent in. This should be done

- with at least 4 clear days before the meeting.
- no earlier than 28 clear days before the meeting.

This way, everyone knows who wants to join the Board and has time to think about it.





## Section 20.1

# Stopping someone from being a director



There can be times when a person might have to stop being a Director. This includes.



### 1 Rules include

A person stops being a Director if the Act or any law says they cannot be a Charity Trustee.



### 2 Rules include

A person stops being a Director if they have not followed the rules in the Taxes Act.



### 3 Rules include

A person stops being a Director if they become bankrupt. This means they have run out of money and cannot pay their bills.



A person stops being a Director if they need to make a deal with people, they owe money to.



**4 Rules include**

A doctor says in writing that a person cannot be a director because they are too ill, and this might last longer than 3 months.



**5 Rules include**

They tell TAG they no longer want to be a Director. They must follow the rules on page 76.



**6 Rules include**

Directors can decide a person can no longer be a Director because they have missed more than 4 meetings in a row and without permission from the other Directors.



**7 Rules include**

A person can be removed if the Directors decide they have not done their duties properly. This is based on **rules 66(1) or (2) of the 2005 Act.**







## Section 20.1 Stopping someone from being a director



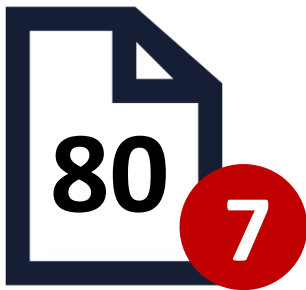
### 8 Rules include

If a vote is passed, the person will be asked to leave. This is called an ordinary resolution.

This vote must follow the rules of the Act.



## Section 20.2 Stopping someone from being a director



Rule number 7 on page 80 says: A person can be removed if the Directors decide they have not done their duties properly. This only works if the next 3 rules are followed.



### 1 Rules include

The Director who might be removed must get this information in writing. This should explain what is happening and why.



### 2 Rules include

The Director must be allowed to speak at the meeting before the vote happens.



## Section 20.2

### Stopping someone from being a director



**3** Over half (at least two thirds) of the Directors must take part in a vote when deciding if a person needs to stop being a Director.

The Director being removed cannot vote.



These steps help make sure things happen in the right way and it is fair for everyone.



## Section 21 Returning money to Directors



From time-to-time Directors may have to pay for things when attending TAG meetings.

Things like train tickets, lunch or hotels.



Directors can get this money back from TAG.



## Section 22.1 Directors working inside and outside of TAG



Directors can do things inside and outside of TAG. Things like being a TAG Director at the same time as being a member of a group outside TAG.



These are called interests for short.



## Section 22.1

# Directors working inside and outside of TAG



A Director can or may have their own interests that do not work well with TAG's interests. This is called a **conflict of interest**.



This is allowed as long as:



The Director tells everyone about these interests.



The Directors or Members vote to say it is ok and they follow **Section 175 of the Act**



The rules of the ACT, the 2005 Act and the Articles of Association are followed



## Section 22.1

### Directors working inside and outside of TAG



The Director does not have to give any profit or benefit they get from these interests to TAG. They can keep them.



Any deal or arrangement outside of TAG can continue.



## Section 22.2

### Directors working inside and outside of TAG



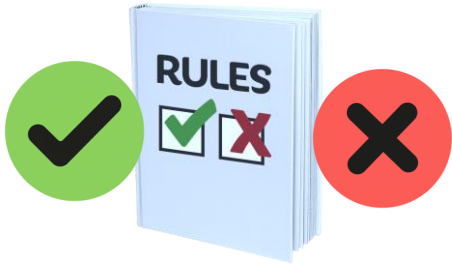
The permission given in Section 22.1 which starts on page 83, will last for as long as the Directors or Members decide. They can change it or stop it at any time.



The Directors or Members will decide what the rules are. These rules can stop, change or be added to if needed.



## Section 22.2 Directors working inside and outside of TAG



The permission might include the following special rules, but it doesn't have to.

### 1 Rules include

A Director might know something secret from another job they have. They must keep this secret safe and cannot share this with TAG.

The Director should not use the secret information when working for TAG.



### 2 Rules include

A Director will not be given information about a certain topic if they have a conflict of interest.



### 3 Rules include

If a Director has a conflict of interest, they will not join in meetings about the matter. They cannot vote on it either.



This helps keep secrets safe and makes sure the Director does the right thing.



## Directors Meetings

A Director cannot be counted in a quorum or be allowed to discuss or vote on a topic if certain rules apply.

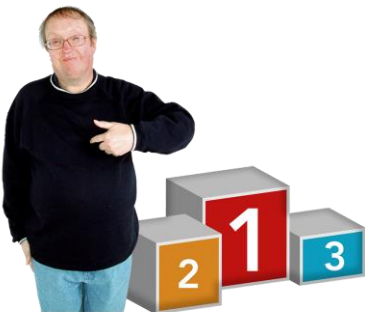


### 1 Rules include

If we need to agree something found in Section 22.1 that starts on page 83.



2 If we have already agreed on something found in Section 22.1. but the rules actually say it is not allowed.



3 If a Director has an interest in any other decision, they might not be able to take part unless:

- Their interest is not likely to cause a problem.
- A Director has told the other Directors about their interest. They must explain what their interest is and how much it means to them.





## Section 22.4 Directors working inside and outside of TAG



Section 22.1 that starts on page 83, will not count if the Directors interest and activities are with TAG.



## Section 22.5 Directors working inside and outside of TAG



TAG can change or pause the rules in Section 22.3 that are found on page number 87. This can be done by a vote and for any reason.



The **2005 Act** must be followed.





## Section 22.6 Directors working inside and outside of TAG



If there is a question about a Directors right to vote at a meeting, it can be asked before the meeting ends.



The chairman of the meeting will decide what happens. This decision is final and cannot be changed.



## Section 22.7 Directors working inside and outside of TAG



A conflict of interest means having 2 things that do not work well together.

- It can be when your work and life outside of TAG clash.
- It can also be when 2 parts of your job don't fit.



## Section 23 How Directors behave



Each Director at TAG must make choices that help TAG do well. They must use their powers and duties wisely.



They should always be fair and think about what is best for TAG.



Directors must follow the goals written in Section 2 which can be found on page 13.



They should not let other jobs or connections affect their decisions at TAG. Their main focus should always be making TAG the best it can be.



The Directors can decide how to run their meetings, and any Director can call a meeting.



They must tell all Directors about the meeting, but it doesn't have to be in writing.



At meetings they will vote on questions. The most votes wins. If the votes are equal, the chairman gets an extra vote to decide.



Meetings help Directors make decisions together. They talk and vote to find the best answers.



Everyone gets a chance to share their thoughts.



The chairman runs the meeting, and the rules help Directors to work well together.

## Section 24.2 How Directors run things



To make decisions at least one third of the board members must be there.

## Section 24.3 How Directors run things



If there are not enough Directors, the ones left can still work. They can only do things like:



- work to find more Directors



- Call a meeting



- Let new people join as members.



The Directors can remove the Chairman from their job at any time.



If the chairman is there and willing ,they will lead every meeting.



If there is no chairman, or they do want to lead, or they are late, the Directors can choose someone else to lead the meeting.



Directors or a group of Directors can make decisions.



These decisions stay the same even if later we find out there was a problem with how a Director was chosen.



**Things like:**

A Director was not allowed to be in the role.



A Director was not allowed to vote.



If all the Directors sign a written decision, it is as good as if they had a meeting.



Each Director can sign a separate piece of paper. All these papers together make one decision.



This way, they do not need to meet in person.



If there is a question at a Directors' meeting about a Director's right to vote, it can be asked before the meeting ends.



The question should be given to the chairman of the meeting.



The chairman will decide if the Director can vote.



The chairman's decision about any Director, except about themselves is final.

No one can change the chairman's decision once it is made.





A Director can join a Board meeting using a phone or similar device.



This means they do not have to be there in person.



All Directors must be able to hear each other clearly. If they can hear each other, it counts as being there.



This rules must follow the Articles of Associations.



## Section 25

# Accounts and independent examination/audit



### 1 Rules include

Members who are not Directors cannot look at the accounting records or other books or documents of TAG.

This rule can only change if

- the law says so.
- Directors give permission for this.
- a TAG vote decides it is allowed to happen.



### 2 Rules include

The Directors must follow the Charities Accounts ( Scotland) Regulations 2006. These rules might change in the future.

A Chartered Accountant or independent Examiner can still be chosen even if they know a Director.

It does not matter if the Accountant or Examiner works with a Director in the same company.





## Section 25 Action Group accounts and checks needed



They can see all papers, books, vouchers, accounts and documents about TAG.



The rules make sure the charity accounts are checked correctly.



## Section 26 Invites



### 1 Rules include

If you need to give an invite to someone, it must be in writing.

You can also send it by email or electronic ways.



Make sure you send it to the address that the person has told you to use.



## Section 26 Invites

### 2 Rules include

TAG can give an invite to a Member in different ways. They can give it in person or send it by the post. The notice can also be left at the Member's registered address.

If the Member has given an email address, TAG can send the notice by email.

If the members address is not in the UK, they can give a UK address for invites. If they do not give a UK address or email, they will not get invites.

It is important for Members to keep their address details up to date. This way they will always get important notices from TAG.

Members should check their post and email regularly for any invites.





## Section 26 Invites



### 3 Rules include

If you go to a meeting of TAG, it means you

- have received the invite. This is true even if you are there in person or someone else goes for you.
- know and understand why the meeting was called.



It does not matter if you got the notice yourself or someone else told you. You still have all the important details that help you take part in meetings.



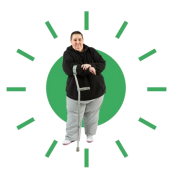
### 4 Rules include

If you send a letter with an invite and it has the right address and stamp, it counts as given.

If you send an invite by email to the right address, it also counts as given.

An invite in a letter is given 24 hours after you post it. An invite sent by email is given after you send it.





## Section 27

# Protecting Directors from losses or problems



A Director or officer of TAG will be protected from losses or problems. This protection comes from TAG. This helps them whilst doing their job.



This protection is called indemnity. It means they won't have to pay for certain losses themselves.



But this protection has limits. It does not cover problems caused by their own mistakes or bad actions.



The law decides what kind of protection they can get. They must follow the rules of the Act.



## Section 28

# Making changes to the Articles of Association



TAG can change these rules if needed.



To make a change most members (75%) must agree.



Members can vote in person or by proxy. A special meeting is held for this purpose.



New rules can also be added.



If TAG needs to close down, there are certain things that must happen.



Members will decide what to do with the things that TAG owns. This includes checking how it might be needed in the future.



If Members think TAG cannot continue to be useful, they may decide to give the things they own to charity. Any debts must be paid off before this happens.



The Members must also follow the 2005 Act. This means they might need to get special permission.