ARTICLES OF ASSOCIATION

OF

THE SCOTTISH YOUTH PARLIAMENT

a Company Limited by Guarantee (SC227548)

and

a Registered Scottish Charity (SC032662)

Adopted by special resolution passed on 29 July 2013
# TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>Clause</th>
<th>Page No.</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>DEFINITIONS AND INTERPRETATION</td>
</tr>
<tr>
<td>3</td>
<td>CHARITABLE PURPOSES</td>
</tr>
<tr>
<td>4</td>
<td>CHARITABLE DECLARATION</td>
</tr>
<tr>
<td>5</td>
<td>POWERS</td>
</tr>
<tr>
<td>6</td>
<td>LIMITATION ON PRIVATE BENEFITS</td>
</tr>
<tr>
<td>7</td>
<td>LIMITED LIABILITY</td>
</tr>
<tr>
<td>8</td>
<td>MEMBERS’ OBLIGATIONS</td>
</tr>
<tr>
<td>9</td>
<td>MSYPS</td>
</tr>
<tr>
<td>10</td>
<td>APPLICATIONS FOR MEMBERSHIP</td>
</tr>
<tr>
<td>11</td>
<td>CESSATION OF MEMBERSHIP</td>
</tr>
<tr>
<td>12</td>
<td>SITTINGS</td>
</tr>
<tr>
<td>13</td>
<td>PROCEEDINGS AT SITTINGS</td>
</tr>
<tr>
<td>14</td>
<td>VOTES OF MSYPS</td>
</tr>
<tr>
<td>15</td>
<td>TELEPHONE AND VIDEO CONFERENCE ETC. MEETINGS</td>
</tr>
<tr>
<td>16</td>
<td>TRUSTEES</td>
</tr>
<tr>
<td>17</td>
<td>ALTERNATE TRUSTEES</td>
</tr>
<tr>
<td>18</td>
<td>POWERS OF TRUSTEES</td>
</tr>
<tr>
<td>19</td>
<td>DELEGATION OF TRUSTEES’ POWERS</td>
</tr>
<tr>
<td>22</td>
<td>APPOINTMENT AND RETIREMENT OF TRUSTEES</td>
</tr>
<tr>
<td>23</td>
<td>ASSESSMENT PANEL</td>
</tr>
<tr>
<td>24</td>
<td>DISQUALIFICATION AND REMOVAL OF TRUSTEES</td>
</tr>
<tr>
<td>25</td>
<td>REMUNERATION OF TRUSTEES</td>
</tr>
<tr>
<td>26</td>
<td>TRUSTEES’ EXPENSES</td>
</tr>
<tr>
<td>27</td>
<td>TRUSTEES’ INTERESTS</td>
</tr>
<tr>
<td>28</td>
<td>CONDUCT OF TRUSTEES</td>
</tr>
<tr>
<td>29</td>
<td>PROCEEDINGS OF TRUSTEES</td>
</tr>
<tr>
<td>Page</td>
<td>Section</td>
</tr>
<tr>
<td>------</td>
<td>----------------------------------------</td>
</tr>
<tr>
<td>31</td>
<td>NOTICES</td>
</tr>
<tr>
<td>32</td>
<td>INDEMNITY</td>
</tr>
<tr>
<td>33</td>
<td>DISSOLUTION OR WINDING UP</td>
</tr>
</tbody>
</table>
1. DEFINITIONS AND INTERPRETATION

In these Articles, unless the context otherwise requires the following words and expressions shall bear the following meanings:

“2005 Act” means the Charities and Trustee Investment (Scotland) Act 2005 including any statutory modification or re-enactment thereof for the time being in force;

“Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

“address” in relation to any document or information sent or supplied by electronic means includes any number or address used for the purpose of such communication;

“Applying Organisation” means an organisation which has submitted an application to be a Voluntary Organisation;

“Articles” means these articles of association;

“Assessment Panel” has the meaning in Article 22.1;

“Board” means the board of Trustees of SYP from time to time;

“Candidate” has the meaning in Article 22.1;

“Chair” means the chairperson of the Board from time to time appointed in accordance with Article 22;

“chairperson of the Sitting” has the meaning given in Article 13.3;

“charitable” means charitable for the purposes of the Taxes Acts and also the 2005 Act;

“Chief Executive” means the employee of SYP who has responsibility for the
operational management of SYP on a day-to-day basis;

“clear days” means in relation to the period of a notice that period excluding the day when the notice is served or deemed to be served and the day for which it is given or on which it is to take effect;

“Constituency” means a constituency for the purposes of the Scottish Parliament as determined by the Boundary Commission for Scotland (or such body which is the successor to its powers);

“Conveners Group” has the meaning in Article 20.1;

“Conveners Group Appointee” has the meaning in Article 22.3;

“Election” has the meaning in Article 22.1.3;

“electronic means” has the meaning given in section 1168 of the Act;

“MSYP” means a member of SYP whose name is entered in the Register in respect of such membership;

“Policy” means the official policy (whether national or otherwise) of SYP as determined from time to time by a majority vote of MSYPs at a Sitting;

“Policy Interpretation” means interpretation of existing Policy (such interpretation shall only be made in a manner consistent with the spirit of the Policy);

“Policy Recommendation” means, following a process of discussion and consultation by the Subject Committees and Conveners Group (having regard to the need to be deemed reasonably representative of the opinions of Scotland’s young people), a recommendation for Policy by the Conveners Group for consideration by MSYPs at a Sitting;

“Register” means the register of MSYPs of SYP kept pursuant to the Act;

“Secretary” means any person appointed to perform the duties of the secretary of SYP;

“Sitting” means a general meeting or an annual general meeting of SYP, as the case may be;

“Subject Committees” means the committees established under Article 21;

“Trustees” means the directors of SYP from time to time;

“United Kingdom” means Great Britain and Northern Ireland;

“Vice Chair” means the vice chairperson of the Board from time to time appointed in accordance with Article 22;
“Voluntary Organisation” means an organisation which has applied to the Board and been accepted by the Board under Article 10 and which will then be entitled to elect MSYPs under Article 9; and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 In these Articles, unless the context otherwise requires:

1.2.1 words or expressions shall bear the same meaning as in the Act;

1.2.2 words or expressions importing the singular number only shall include the plural number and vice versa;

1.2.3 words or expressions importing the masculine gender only shall include the feminine gender and vice versa;

1.2.4 words or expressions importing persons shall include partnerships, companies and unincorporated associations; and

1.2.5 the provisions of the Interpretation Act 1978 with respect to interpretation and construction shall apply mutatis mutandis.

1.3 SYP is established for the purposes stated in Article 3.

1.4 These Articles are in substitution for the articles contained in Schedule 2 to The Companies (Model Articles) Regulations 2008 in force on the date of incorporation of SYP, which shall not apply to SYP.

2. STRUCTURE STATEMENT

For assistance in reading these Articles and understanding the structure of SYP, the general constitutional structure of SYP set out in these Articles is as follows:-

There are MSYPs, who have important rights under company law in order to transact certain corporate business, have the right to take part in the elections of Trustees (including the Chair and Vice Chair) and by way of debating and voting at Sittings will set Policy for SYP.

There is a Board consisting of the Trustees (including the Chair and Vice Chair), who hold regular meetings to generally monitor and supervise the activities and financial position of SYP in accordance with company and charity law and other requirements.

There are also Subject Committees and the Conveners Group, which, individually and taken together, have important roles and responsibilities in, amongst other things, debating ideas, formulating potential Policy and coordinating Policy implementation and campaigns.

All parts of the constitutional structure of SYP have an important and interconnected part to play in the success of SYP as an organisation.

These Articles set out in more detail the provisions relating to the structure of SYP.
3. CHARITABLE PURPOSES

The objects for which SYP is established are to advance education and promote the knowledge of young people in Scotland and elsewhere between the ages of 14 to 25 in the social, economic, cultural and legislation systems of Scotland and elsewhere within the context of the parliamentary democratic framework and to encourage young people in Scotland and elsewhere between the ages of 14 to 25 to become active citizens and full MSYPs of their communities for the benefit of the public.

4. CHARITABLE DECLARATION

4.1 It is declared that the assets of SYP shall only be applied for charitable purposes and the Trustees shall:

4.1.1 act in accordance with the 2005 Act; and

4.1.2 do nothing to prevent SYP qualifying and continuing to qualify as charitable.

4.2 Without prejudice to the foregoing, each of the Trustees shall, in exercising his/her powers and duties as a Trustee, act in the interests of SYP. In doing so:

4.2.1 the Trustees must seek, in good faith, to ensure that the Trustees act in a manner which is in accordance with the purposes of SYP and act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person; and

4.2.2 in circumstances giving rise to the possibility of a conflict of interest between SYP and any other party, each Trustee:

(a) must put the interests of SYP before those of the other party; or

(b) where any other duty or interest prevents him/her from doing so, he/she must disclose the conflicting duty or interest to his/her fellow Trustees and refrain from participating in any discussions or decisions with regard to the matter in question.

4.3 Each of the Trustees must ensure that (a) he or she complies, and (b) SYP complies with any direction, requirement or notice imposed in terms of the 2005 Act.

5. POWERS

To promote its purposes but not for any other purpose SYP may:

5.1 accept subscriptions, fees, payments grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the purposes of SYP and take such steps (by way of personal or written appeals, public meetings or otherwise, including for the avoidance of doubt the appointment of professional fundraisers) as may be deemed expedient for procuring contributions to the funds of SYP, whether by way of subscriptions, fees, payments, grants, loans, donations or otherwise including the provisions of services and selling of goods and other products produced or acquired in connection with or ancillary to the purposes of SYP (such subscriptions, fees, payments etc set having regard to section 8(2)(b) of the 2005 Act);

5.2 establish, subsidise, promote, co-operate or federate with, affiliate or become affiliated to, act as trustees or agents for or manage or lend money or other
assistance to any person, company, association, society, institution or other body, corporate or unincorporated, established for charitable purposes only and having primary purposes wholly or partly similar to those of SYP, and for the purpose of promoting the primary purposes of SYP to co-operate with manufacturers, dealers, and other traders and organisations, and with the press and other sources of publicity;

5.3 undertake, execute, establish, promote, or assist any charitable trusts or companies with charitable purposes all or any of which are similar to the purposes of SYP for the purpose of acquiring all or any of the property, rights and liabilities of SYP or for the purpose of carrying on any activity which SYP is authorised to carry on or for any other charitable purpose directly or indirectly calculated to benefit SYP in the furtherance of its purposes;

5.4 print, publish and distribute or procure to be printed, published or distributed (whether gratuitously or not) any newspaper, newsletter, periodical, magazine, book, pamphlet, circular, leaflet or other publication including audio and visual recordings which SYP may consider desirable for the promotion of its purposes;

5.5 hold, sponsor, arrange or organise meetings, conferences, lectures, seminars, film shows, appeals and educational classes and talks in furtherance of the purposes of SYP;

5.6 organise, manage, present, produce and support exhibitions, workshops, press conferences, trade fairs, festivals, advertising campaigns, promotions, displays and assist and advise any person, corporation or organisation in relation thereto;

5.7 advertise SYP, its purposes and activities whether through radio, television or other similar media or through printed advertisement, poster, periodical, article, feature or otherwise in writing;

5.8 purchase, take on lease or in exchange, hire or otherwise acquire and hold, sell, lease or otherwise dispose of any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the purposes of SYP and construct, maintain and alter any buildings or erections necessary or convenient for the work of SYP;

5.9 purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, equipment and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the purposes of SYP;

5.10 take any gift of property, whether subject to any trust or not, for any one or more of the purposes of SYP;

5.11 subject to such consents as may be required by law sell, let, mortgage, dispose of or turn to account all or any of the property or assets of SYP as may be expedient in the promotion of its purposes;

5.12 insure SYP, its property and assets against such risks as the Trustees shall consider it prudent and necessary to insure against;

5.13 subject to Article 6.3, retain or employ staff, professional or technical advisers in connection with the purposes of SYP and pay reasonable and proper salaries, wages and fees for their services;
5.14 establish and support pension and superannuation schemes for the benefit of persons employed by SYP, and make reasonable and necessary provision for payment of pensions, life assurances and/or superannuation and grant pensions or retiring allowances to persons who have been employed by SYP or to their dependants. Enter into any arrangement with any governments or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the attainment of SYP’s purposes or any of them;

5.15 purchase and maintain insurance (including trustee indemnity insurance for the purposes of section 68A of the 2005 Act) for or for the benefit of any persons who are or were at any time Trustees, officers, employees or auditors of SYP or who are or were at any time trustees of any pension or retirement benefit scheme for the benefit of any employees or ex-employees of SYP including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise of their powers or otherwise in connection with their duties, powers or offices in relation to SYP or pension or retirement benefit scheme;

5.16 act as agents in the channelling of funds, grants and any other monies available from any source;

5.17 subject to such consents as may be required by law borrow or raise money for the purposes of SYP on such terms and on such security as may be thought fit, and whether by the creation and issue of debentures or debenture stock or otherwise.

5.18 guarantee and/or give security (either by way of mortgage or charge on all or any part of the property of SYP or otherwise) for the payment of money by or in the performance of obligations of any company being a charitable company;

5.19 advance money on loan with or without security and upon such terms as SYP may deem expedient;

5.20 draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate banking accounts;

5.21 make any charitable donation either in cash or assets in furtherance of the primary purposes of SYP;

5.22 to hold and invest SYP property in any form of investment (whether involving liability or not and whether or not authorised by law for the investment of trust monies) which the Trustees could make if they were absolutely and beneficially entitled to SYP property. In particular but without limitation, the Trustees may invest all or any part of SYP property:

5.22.1 in stocks, shares, debenture stocks, bearer securities or other investments (whether quoted on a stock exchange or not);

5.22.2 in any interest in land or property and/or in the development or redevelopment of land or property; and

5.22.3 by placing the same on deposit or current account with any bank, insurance company, building society, finance company or local authority at such rate of interest (if any) and upon such terms as the Trustees may think fit;
lend any such monies to any other charitable companies, institutions, societies, foundations or associations formed for the said purposes having objects altogether or in part similar to those of SYP or to any individuals or firms for any purpose similar to such objects and that on such terms as to security or otherwise as SYP thinks fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

5.24 purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any one or more of the charitable associations, foundations, institutions, companies, societies or bodies with which SYP is authorised to co-operate or federate;

5.25 pay out of the funds of SYP the costs, charges and expenses of and incidental to the formation and registration of SYP;

5.26 do all such other things as are necessary or incidental to the attainment of the purposes of SYP or any of them; and

5.27 undertake any charitable activity which directly or indirectly promotes any of the purposes of SYP.

6. LIMITATION ON PRIVATE BENEFITS

6.1 The income and property of SYP shall be applied solely towards the promotion of its purposes as set forth in these Articles.

6.2 No part of the income and property of SYP shall be paid or transferred, directly or indirectly, by way of benefit to its MSYPs, and no Trustee of SYP may receive any remuneration, or other benefit of money or money's worth, from SYP (in respect of acting in the capacity as Trustee).

6.3 Subject to Article 5 nothing herein shall prevent any payment in good faith by SYP:

6.3.1 of a reasonable and proper remuneration to any MSYP, officer or servant of SYP including a MSYP of the Board in his capacity as a servant of SYP for any services rendered to SYP in accordance with sections 67 and 68 of the 2005 Act and any amendment or alteration thereto;

6.3.2 of interest on money lent by any MSYP of SYP or its Trustees at a reasonable and proper rate per annum and not exceeding the base lending rate for the time being of SYP's bankers; or reasonable and proper rent for premises let by any MSYP or Trustee to SYP; and

6.3.3 to any MSYP of its Board of out-of-pocket expenses.

7. LIMITED LIABILITY

The liability of MSYPs is in each case limited to the amount, if any, due pursuant to Article 8.

8. MSYPs' OBLIGATIONS

Each MSYP undertakes to contribute such amount as may be required, not exceeding £1 per MSYP, to SYP's assets if it is wound up while he/she is, or within one year of the date on which he/she ceases to be, a MSYP for:
8.1 payment of SYP’s debts and liabilities contracted before he/she ceased to be a MSYP;

8.2 the payment of the costs, charges and expenses of winding up; and

8.3 the adjustment of rights, between themselves, of persons who have contributed to SYP’s assets.

9. **MSYPs**

9.1 In order to become a MSYP an individual (a natural not legal person) must (a) be habitually resident in Scotland (b) be aged 14 years of age or more and less than 26 years of age and (c) be elected as a representative in accordance with Article 9.2.

9.2 The representatives who may be elected as MSYPs in accordance with Article 9.1 are:

9.2.1 For each Constituency two representatives elected in accordance with a democratic process approved by the Board by youth forums or youth councils or similar such bodies of young people convening a relevant local authority area within the Constituency. The maximum number of representatives within this category shall be 146.

9.2.2 Voluntary Organisations shall be entitled to elect two representatives elected in accordance with a democratic process approved by the Board. The maximum number of representatives within this category shall be 54.

9.3 An elected representative shall be an MSYP for a period of two years from the date of their election. A MSYP may at any time withdraw from SYP by giving at least seven clear days' notice to the Board. Membership will cease in respect of any MSYP at the annual Sitting immediately following such MSYP’s twenty sixth birthday. Membership shall not be transferable and shall cease on death or on expiry of the term of election as a representative as provided for in Article 2.

10. **APPLICATIONS FOR MEMBERSHIP**

10.1 The application of a person for Membership of SYP shall be in writing in the form set down by the Board from time to time and shall be signed by the applicant and delivered to the registered office of SYP.

10.1.1 In the case of Voluntary Organisation based Membership applications, an application must show that the Applying Organisation has/meets the following characteristics and criteria:-

(a) *be constituted in a form acceptable to the Board*;

(b) *be a national organisation* - that is to say it has to have a remit for working across Scotland;

(c) *work with young people* – that is to say it should work with young people as part of its core or project work;

(d) *be youth-involving* – that is to say it must involve young people in decision-making within its own structures;

(e) *work with young people who face barriers to participation or who are considered vulnerable, marginalised or disadvantaged*
- this includes young people who are vulnerable, marginalised or disadvantaged because of one or more of disability, sexual orientation, gender reassignment, race, gender, religion and belief; and also includes young people who face barriers to participation because of their status or personal circumstances, in particular young carers, young people with an experience of care, asylum seekers and young people experiencing poverty or hardship;

(f) commit to conducting elections – that is to say it must commit to conducting elections using guidance provided by SYP; and

(g) commit to supporting MSYPs – that is to say it must commit to providing support for MSYPs including financial support to attend events and sittings, a named support worker, regular support sessions and access to policy and decision-making networks.

10.2 The Trustees shall place an application for Membership before the Board at the next meeting thereof to be held after receipt of the said application.

10.3 No person shall become a MSYP of SYP unless he is approved by the Board.

10.4 The Board, at the first available board meeting, shall require to approve such a person as suitable to become a MSYP, but such approval will be given unless such person is in the opinion of the Board manifestly not suitable to be a MSYP taking into account SYP’s charitable purposes.

10.5 The Trustees shall within seven days of the decision of the or MSYPs (as is the case) in relation to an application for Membership notify their decision to the applicant in writing and if that decision is to admit him/her to Membership shall enter the name of that person in the Register whereupon that person shall become a MSYP.

10.6 The rights of MSYPs shall not be transferable or transmissible. For the avoidance of doubt, Membership shall cease on the death of a MSYP.

11. CESSATION OF MEMBERSHIP

11.1 A MSYP shall cease to be a MSYP of SYP upon:

11.1.1 his/her name being removed from the Register following the receipt by SYP of a notice in writing intimating that he/she resigns his/her Membership which, if the MSYP is a Trustee, shall constitute also that MSYP’s resignation as a Trustee;

11.1.2 the Voluntary Organisation which has elected the MSYP not possessing/meeting the characteristics and criteria contained in Article 10;

11.1.3 failure on the part of the MSYP to pay to SYP the annual subscription fixed by the Board from time to time with the consent of SYP in a Sitting within twenty one days of the demand for payment thereof being made to the last notified address of the MSYP;

11.1.4 if, at a meeting of the Trustees at which a majority of the Trustees are present, a resolution is passed resolving that the MSYP be expelled on the ground that his/her continued Membership is harmful to, or is likely to become harmful to, the interests of SYP. Such a resolution shall not be
passed unless the MSYP has been given at least fourteen clear days' written notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by, or of making written representations, to the Trustees. A MSYP expelled by such a resolution shall nevertheless remain liable to pay to SYP any sum owed by him/her and the Secretary shall notify him in writing of such expulsion and he shall not be eligible for re-admission as a MSYP unless otherwise determined by resolution of the Board passed by not less than three-fourths of the Board present at the meeting called to consider his re-admission;

11.1.5 (if an individual) his/her dying, becoming of unsound mind, or bankrupt or compounding with his/her creditors or his/her estate being sequestrated.

12. **SITTINGS**

12.1 SYP shall hold a Sitting in every calendar year as its annual Sitting at such time and place as may be determined by the Board provided every annual Sitting shall be held not more than fifteen months after the holding of the last preceding annual Sitting.

12.2 All business shall be deemed special that is transacted at a Sitting which is not an annual Sitting and all that is transacted at an annual Sitting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of SYP's auditors, the election of MSYPs of the Board in place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors.

12.3 The Trustees may call Sittings from time to time and, on the requisition of MSYPs pursuant to the provisions of the Act, shall forthwith proceed to convene a Sitting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Trustees to call a Sitting, any Trustee or any MSYP may call a Sitting.

12.4 Sittings (including annual Sittings) shall be called by at least fourteen clear days' notice but a Sitting may be called by shorter notice if is so agreed by a majority in number of MSYPs having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the Sitting of all MSYPs.

12.5 The notice shall specify the time, place and date of the Sitting and the general nature of the business to be transacted.

12.6 The notice shall be given to all MSYPs and to the Trustees and auditors of SYP.

12.7 The accidental omission to give notice of a Sitting to, or the non-receipt of notice of a Sitting by, any person entitled to receive notice shall not invalidate the proceedings at that Sitting.

13. **PROCEEDINGS AT SITTINGS**

13.1 No business shall be transacted at any Sitting unless a quorum is present. One-third of those MSYPs is entitled to vote upon the business to be transacted shall be a quorum.
13.2 If such a quorum is not present within half an hour from the time appointed for the Sitting, or if during a Sitting such a quorum ceases to be present, the Sitting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at such adjourned Sitting a quorum is not present within half an hour from the time appointed for holding the Sitting MSYPs present shall be a quorum.

13.3 The Chair shall (if present and willing to act) preside as chairperson of the Sitting; or; if the Chair is not present and willing to act as chairperson of the Sitting within 15 minutes after the time appointed for holding the Sitting, the Trustees present shall elect the Vice Chair (if present and willing to act), or failing that, one of their number to act as chairperson of the Sitting or, if there is only one Trustee present and willing to act, he/she shall be chairperson of the Sitting.

13.4 If no Trustee is willing to act as chairperson of the Sitting, or if no Trustee is present within fifteen minutes after the time appointed for holding the Sitting, MSYPs present and entitled to vote shall choose one of their number to be chairperson of the Sitting.

13.5 A Trustee, notwithstanding that he/she is not a MSYP, shall be entitled to attend and speak at any Sitting.

13.6 The chairperson of the Sitting may, with the consent of a Sitting at which a quorum is present (and shall if so directed by the Sitting), adjourn the Sitting from time to time and from place to place, but no business shall be transacted at an adjourned Sitting other than business which might properly have been transacted at the Sitting had the adjournment not taken place. When a Sitting is adjourned for fourteen days or more, at least seven clear days’ notice shall be given specifying the time and place of the adjourned Sitting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

13.7 A resolution put to the vote of a Sitting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

13.7.1 by the chairperson of the Sitting; or
13.7.2 by at least five MSYPs having the right to vote at the Sitting; or
13.7.3 by a MSYP or MSYPs representing not less than one-tenth of the total voting rights of all MSYPs having the right to vote at the Sitting; and
13.7.4 a demand by a person as proxy for a MSYP shall be the same as a demand by the MSYP.

13.8 Unless a poll is duly demanded a declaration by the chairperson of the Sitting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the Sitting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. Such proof may be provided in the form of records of electronic voting.

13.9 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson of the Sitting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
13.10 A poll shall be taken as the chairperson of the Sitting directs and he/she may appoint scrutineers (who need not be MSYPs) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the Sitting at which the poll was demanded.

13.11 A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairperson of the Sitting directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a Sitting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the Sitting shall continue as if the demand had not been made.

13.12 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the Sitting at which it is demanded. In any other case at least seven clear days’ notice shall be given specifying the time and place at which the poll is to be taken.

14. VOTES OF MSYPS

14.1 On a show of hands every MSYP present in person or by proxy shall have one vote.

14.2 On a poll every MSYP present in person or by proxy shall have one vote.

14.3 A MSYP in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, guardian or other person authorised in that behalf appointed by that court, and any such receiver, guardian or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at SYP’s registered office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, before the commencement of the Sitting or adjourned Sitting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

14.4 No objection shall be raised to the qualification of any voter except at the Sitting or adjourned Sitting at which the vote objected to is tendered, and every vote not disallowed at the Sitting shall be valid. Any objection made in due time shall be referred to the chairperson of the Sitting whose decision shall be final and conclusive.

14.5 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):

"The Scottish Youth Parliament

I/We, ............, of ............, being a MSYP/MSYPs 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 Sitting 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....”

Unless otherwise instructed, the proxy may vote as he/she thinks fit or abstain from voting.

14.6 The appointment of a proxy shall be invalid unless it is received (together with such evidence as the Trustees may require in relation to any authority under which it is executed by SYP) before the commencement of the Sitting or adjourned Sitting which the proxy is to attend or the time appointed for taking the poll in which the proxy is to vote.

14.7 A vote given or poll demanded by shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by SYP at its registered office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic form, at the address at which such appointment was duly received before the commencement of the Sitting or adjourned Sitting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the Sitting or adjourned Sitting) the time appointed for taking the poll.

14.8 The proceedings at any Sitting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present, or voting, or by reason of any business being considered which is not specified in the notice, unless such specification is a requirement of the Act.

15. TELEPHONE AND VIDEO CONFERENCE ETC. SITTINGS

Subject to the provisions of these Articles and with the authorisation of the Chief Executive, a MSYP may participate in a Sitting of SYP by means of conference telephone, video conferencing facilities or similar communications equipment whereby all MSYPs participating in the Sitting can hear each other and MSYPs participating in a Sitting in this manner shall be deemed to be present in person at such a Sitting.

16. TRUSTEES

16.1 The number of Trustees shall be not fewer than four and shall include a Chair and a Vice Chair. As at the date of adoption of these Articles, the number of Trustees is seven. The maximum number of Trustees may be determined from time to time by an ordinary resolution of SYP.

16.2 A Trustee must be an MSYP.

16.3 The Trustees may be entitled to appoint up to four other individuals (who need not be MSYPs and need not meet the criteria to be a MSYP) to provide assistance to the Trustees in areas such as law, governance, media and communications, accountancy, fundraising, local and central government (each an “External
Adviser”). External advisers shall not be Trustees nor have any of the powers of Trustees.

17. ALTERNATE TRUSTEES

The Trustees may not appoint alternate Trustees.

18. POWERS OF TRUSTEES

18.1 Subject to the provisions of the Act, these Articles and to any directions given by special resolution, the business of SYP shall be managed by the Trustees who may exercise all the powers of SYP. No alteration of these Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

18.2 The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of SYP for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

18.3 All powers and actings by the Trustees shall be restricted by and subject to Article 5 of these Articles.

19. DELEGATION OF TRUSTEES’ POWERS

19.1 Subject to the provisions of these Articles, the Trustees may delegate any of their powers to (1) any committee consisting of three or more Trustees or (2) any other person(s). Any such delegation may be made subject to any conditions the Trustees may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

20. CONVENERS GROUP

20.1 There shall be established a committee of SYP which coordinates SYP’s Policy and campaigning primarily by way of Policy Interpretation and Policy Recommendation (“Conveners Group”).

20.2 The Conveners Group shall be comprised of:

20.2.1 those individuals elected by Subject Committees as Convenors in terms of Article 21.4.1; and

20.2.2 the Vice Chair who shall act as a non-voting facilitator.

20.3 The Conveners Group shall meet no less than four times per year. Article 15 shall apply to the holding of Conveners Group meetings.

20.4 The Conveners Group shall act with due regard to the best interests of SYP in the furtherance of SYP’s charitable purposes in accordance with the terms of these Articles.

21. SUBJECT COMMITTEES
21.1 There shall be established discussion forums of MSYPs ("Subject Committees"), the number, form and subject matter of which shall be determined by the Conveners Group from time to time.

21.2 The role of each Subject Committee shall be to facilitate discussion and debate amongst its members on policy and issues relevant to the particular Subject Committee.

21.3 Subject to terms of a process determined by the Trustees, each Subject Committee shall be comprised of any willing MSYPs (provided, that a MSYP can only become a member of one Subject Committee at a time), a Convener and a Deputy Convener.

21.4 Each Subject Committee shall elect (subject to such terms and criteria as the Trustees may determine) at the annual Sitting of SYP:

21.4.1 a Convener, whose role shall include, without limitation, facilitating meetings of his/her Subject Committee, reporting to the Conveners Group on matters discussed by his/her Subject Committee, and generally co-ordinating the work of his/her Subject Committee as required and directed by the Conveners Group, acting, as required, as a media spokesperson on issues covered by his/her Subject Committee and representing SYP at conferences and events; and

21.4.2 a Deputy Convener, whose role shall be to assist or stand in for the Convener from time to time (including automatically in the event of the Convener being absent, without permission of the relevant Subject Committee, from substantive Subject Committee work for a period of three months).

21.5 Each Subject Committee shall hold a meeting of its members at or around the time of a Sitting as determined by the Conveners Group from time to time. The Conveners Group shall decide in advance of each Sitting the matters to be discussed by each Subject Committee. There shall be no formal Subject Committee activity between Sittings unless specifically requested by the Conveners Group. In between Sittings, members of each Subject Committee may communicate with each other by email to discuss topical issues related to their subject area if appropriate, but may not take any formal Subject Committee decisions unless specifically requested by the Conveners Group.

21.6 Each Subject Committee (and each member of a Subject Committee) shall act with due regard to the best interests of SYP in the furtherance of SYP’s charitable purposes in accordance with the terms of these Articles.

22. APPOINTMENT AND RETIREMENT OF TRUSTEES

22.1 Subject to these Articles, any MSYP who is willing to act as a Trustee (including as Chair or Vice Chair) of SYP, and is permitted by law to do so ("Candidate"), may be appointed as a Trustee (or as Chair or Vice Chair) of SYP if he/she is elected in accordance with the following procedure:

Application

22.1.1 Each Candidate shall submit an application in a form and in accordance with any timetable from time to time prescribed by the Board, indicating whether they wish to be appointed as Trustee, Chair or Vice Chair of
SYP. A Candidate may apply for all or a combination of these offices, but shall only be eligible to be elected to one office.

Assessment Panel

22.1.2 The Assessment Panel will assess each application in accordance with the principles detailed in Article 23 below and in accordance with any timetable from time to time prescribed by the Board. If the Candidate is successful, he or she will be eligible to take part in the Election. If a Candidate is unsuccessful, the Assessment Panel shall notify the Candidate and, if requested to do so by the Candidate, will endeavour to provide reasons for its decision.

Election

22.1.3 An election of MSYPs shall be held, in accordance with the procedure set out on SYP’s website, www.syp.org.uk from time to time, to decide, on the basis of most votes cast on a single transferrable voting system, which Candidates are to be appointed as Trustees, Chair and Vice Chair of SYP (as the case may be) (the “Election”).

Subject to these Articles, each of the Trustees shall vacate office with effect from the conclusion of the Sitting following the first anniversary of the retiring Trustee’s appointment or reappointment (or, if applicable, the Sitting on the first anniversary of the retiring Trustee’s appointment or reappointment) ("a Term"), but shall be eligible to apply in advance of the expiry of their office for re-appointment under Article 22.1 above. An MSYP may be elected for a maximum of two Terms (successively or collectively) to each of the Chair and Vice Chair. For the avoidance this means that an MSYP could be Vice Chair for two Terms and then Chair for two terms; four years in total.

Subject to Article 22.4, the Conveners Group shall by notice in writing, signed on their behalf by one of the Conveners be entitled to appoint one MSYP, who is willing to act, as a Trustee (but not as Chair or Vice Chair) (the “Conveners Group Appointee”). Any appointment or removal of the Conveners Group Appointee shall have effect from the date determined by the Conveners Group, but the Conveners Group shall endeavour, so far as reasonably practicable, that the Conveners Group Appointee is appointed and/or removed on or around the same date as the Trustees are elected under Article 22.1 above.

The Conveners Group shall exercise its power of appointment pursuant to Article 22.3 with due regard to the best interests of SYP in the furtherance of SYP’s charitable purposes in accordance with the terms of these Articles.

A Trustee may on giving one month’s notice in writing to the Board resign his office as a Trustee of SYP.

In respect of any vacancies in the number of Trustees that may arise from time to time, the Board may:

22.6.1 appoint such further MSYPs as Trustees (or as Chair or Vice Chair if these offices have been vacated) until the next Election as it considers appropriate from to time, which person(s) shall be selected on the basis of most votes casts at the previous Election; or

22.6.2 resolve not to fill the vacancy.
23. **ASSESSMENT PANEL**

23.1 The Trustees shall establish a committee (referred to in these Articles as the “Assessment Panel”) to assist in the selection of appropriate Candidates for appointment as Trustees (and Chair and Vice Chair as the case may be).

23.2 The Assessment Panel shall comprise two External Advisers, the Chief Executive and one other young individual (such individual ordinarily having been a former MSYP within the last five years).

23.3 Subject to Article 23.2 the composition and proceedings of the Assessment Panel shall be governed by such standing orders as may be issued by the Board from time to time. Such standing orders shall be issued, varied or amended no later than three months before the Election.

23.4 In carrying out its functions, the Assessment Panel shall have regard to the following:

23.4.1 the democratic processes and ethos of SYP;

23.4.2 all expressions of interest should be considered by the Assessment Panel;

23.4.3 the Assessment Panel may interview Candidates as it considers appropriate from time to time;

23.4.4 the Assessment Panel should set an appropriate skills and other attributes matrix to guide it in selecting and evaluating appropriate Candidates and should review and adjust that skills matrix from time to time; and

23.4.5 the Assessment Panel may consider the suitability of the office(s) applied for by the Candidate and, if thought fit, may direct that the Candidate applies for or is excluded from a particular office.

23.5 Any decision of the Assessment Panel shall be made in its sole discretion and shall be final and binding on the Candidate.

24. **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

24.1 The office of a Trustee shall be vacated if:

24.1.1 he/she ceases to be a Trustee by virtue of any provision of the Act or he/she becomes prohibited by law from being a Trustee or a charity trustee (within the meaning of the 2005 Act); or

24.1.2 he/she ceases to be a fit and proper person for the purposes of the Taxes Acts; or

24.1.3 he/she becomes bankrupt or is sequestrated or makes any arrangement or composition with his creditors generally; or

24.1.4 in the case of a Conveners Group Appointee, the Conveners Group has notified the Board that he/she should be removed from office; or

24.1.5 he/she ceases to be a MSYP; or

24.1.6 a registered medical practitioner who is treating him/her gives a written opinion to SYP stating that he/she has become physically or mentally...
incapable of acting as a Trustee and may remain so for more than three months; or

24.1.7 by reason of his/her mental health, a court makes an order which wholly or partly prevents him/her from personally exercising any powers or rights which he/she would otherwise have; or

24.1.8 he/she resigns his office by notice to SYP in accordance with Article 22.5; or

24.1.9 he/she has been absent (without permission of the Trustees) from three consecutive meetings of Trustees during that period and the Trustees resolve that his/her office be vacated; or

24.1.10 he/she is removed from office by resolution of the Trustees on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the 2005 Act; or

24.1.11 he/she is removed from office by an ordinary resolution passed in accordance with the Act.

24.2 A resolution under Article 24.1.10 shall be valid only if:

24.2.1 the Trustee who is the subject of the resolution is given reasonable prior written notice by the Trustees of the grounds upon which the resolution for his/her removal is to be proposed;

24.2.2 the Trustee concerned is given the opportunity to address the meeting of Trustees at which the resolution is proposed, prior to the resolution being put to the vote; and

24.2.3 at least two thirds (to the nearest round number) of the Trustees (excluding for this purpose the Trustee who is the subject matter of the resolution) vote in favour of the resolution.

REMUNERATION OF TRUSTEES

Except as provided for in Article 6.3, the Trustees shall not be entitled to receive any remuneration in respect of their office as Trustees and shall not be employees of SYP.

TRUSTEES' EXPENSES

The Trustees may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or Sittings of SYP.

TRUSTEES' INTERESTS

Subject always to the Act, the 2005 Act, and these Articles, and provided that the matter has been disclosed to and authorised by the Trustees in accordance with section 175 of the Act or by resolution of MSYPs, a Trustee may be in any situation in which he/she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of SYP and which he/she would otherwise be under a duty to avoid pursuant to section 175 of the Act ("authorised conflict situation").
27.2 A Trustee shall not be accountable to SYP for any profit, remuneration or benefit realised by or accruing to him/her on consequence of any authorised conflict situation, and no transaction or arrangement shall be liable to be avoided, by reason of his/her office or of the fiduciary relationship thereby established.

27.3 Any authorisation pursuant to Article 27.1 shall be for such duration and subject to such terms and conditions as Trustees or MSYPs (as the case may be) shall determine and may be varied or terminated at any time. In particular, but without limitation, any such authorisation may (but need not) provide that:

27.3.1 if the Trustee has obtained any information in relation to the matter which has been authorised, otherwise than as a Trustee of SYP, in respect of which he/she owes a duty of confidentiality to another person, the Trustee is under no obligation to disclose such information to SYP or to use or apply such information in performing his/her duties as a Trustee of SYP where to do so would be a breach of that duty of confidentiality; and/or

27.3.2 the Trustee shall not be given any information relating to the matter which has been authorised; and/or

27.3.3 if a proposed decision of the Trustees is concerned with the matter which has been authorised, the Trustee is not to be counted as participating in the decision-making process for quorum or voting purposes.

27.4 A Trustee shall not be counted in the quorum present nor shall he/she be entitled to deliberate and vote at any meeting of the Trustees:

27.4.1 in respect of any decision of the Trustees to authorise a matter in accordance with section 175 of the Act pursuant to Article 27.1; or

27.4.2 in respect of any decision relating to an authorised conflict situation where the terms of the authorisation do not permit this; or

27.4.3 in respect of any decision, other than a decision of the Trustees to authorise a matter in accordance with section 175 of the Act or which relates to an authorised conflict situation, in which he has an interest unless:

(a) his/her interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or

(b) he/she has disclosed the nature and extent of his interest to the other Trustees (to the extent that they are not already aware of it).

27.5 For the avoidance of doubt, Article 27.1 shall not apply to a conflict of interest arising in relation to a transaction or arrangement with SYP.

27.6 SYP may (subject to the 2005 Act) by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of Article 27.3.2.

27.7 Subject to Article 27.1, if a question arises in relation to a proposed decision of the Trustees or of a committee of Trustees as to the right of a Trustee to participate in the decision-making process for voting or quorum purposes, the question may be referred to the Chair (or other Trustee chairing the relevant meeting) whose ruling in relation to any Trustee other than himself is to be final and conclusive.
27.8 If a question arises in relation to a proposed decision of the Trustees or of a committee of Trustees as to the right of the Chair (or other Trustee chairing the relevant meeting) to participate in the decision-making process for voting or quorum purposes, the question is to be decided by a decision of the Trustees excluding the Chair or such other Trustee (as the case may be).

27.9 Any reference in these Articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

28. **CONDUCT OF TRUSTEES**

It is the duty of each Trustee of SYP to take decisions (and exercise his/her powers and responsibilities as a Trustee) in such a way as he/she considers, in good faith, will be most likely to promote the success of SYP in achieving its purposes (as set out in Article 3 of these Articles) and be in the interests of SYP, irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question.

29. **PROCEEDINGS OF TRUSTEES**

29.1 Subject to the provisions of these Articles and the Act, the Trustees may regulate their proceedings as they think fit. A Trustee may call a meeting of the Trustees. Notice of meetings shall be given to each Trustee, but need not be in writing. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.

29.2 The quorum for the transaction of the business of the Trustees may be fixed by the Trustees and unless so fixed at any other number shall be three, one of whom must be the Chair or Vice Chair.

29.3 The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a Sitting or of admitting persons to Membership.

29.4 The Chair shall preside at every meeting of Trustees at which he/she is present. If there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be Chair of the meeting.

29.5 All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.

29.6 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as it if had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees; but a resolution signed by an alternate Trustee need not also be signed by his/her appointor and, if it is signed by a Trustee
who has appointed an alternate Trustee, it need not be signed by the alternate Trustee in that capacity.

29.7 If a question arises at a meeting of Trustees or of a committee of Trustees as to the right of a Trustee to vote, the question may, before the conclusion of the meeting, be referred to the Chair of the meeting and his/her ruling in relation to any Trustee other than himself/herself shall be final and conclusive.

29.8 Subject to the provisions of these Articles, a Trustee may participate in a meeting of the Board or a committee of the Board by means of conference telephone or similar communications equipment whereby all the Trustees participating in the meeting can hear each other and the Trustees participating in a meeting in this manner shall be deemed to be present in person at such meeting.

30. ACCOUNTS AND INDEPENDENT EXAMINATION/AUDIT

30.1 No MSYP (not being a Trustee) shall (as such) have any right of inspecting any accounting records or other book or document of SYP except as conferred by statute or authorised by the Trustees or by ordinary resolution of SYP.

30.2 The Trustees shall comply with the provisions of the Charities Accounts (Scotland) Regulations 2006 (or any statutory modification or re-enactment of them). No Chartered Accountant (or firm) or Independent Examiner shall be considered ineligible for appointment as auditors or Independent Examiner of SYP by reason only of the fact that one of the Trustees may be a principal, partner, MSYP or Trustee of the partnership, limited liability partnership or company as the case may be. The Chartered Accountant (or firm) or Independent Examiner shall have access to all papers, books, vouchers, accounts and documents relating to SYP.

31. NOTICES

31.1 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Trustees) shall be in writing, or shall be given using electronic means to an address for the time being notified for that purpose to the person giving the notice, or where applicable by means of a website.

31.2 SYP may give any notice to a MSYP either personally or by sending it by post in a prepaid envelope addressed to the MSYP at his/her registered address, or by leaving it at that address, or by giving it using electronic means to an address for the time being notified to SYP by the MSYP, or by making it available on SYP's website. A MSYP whose registered address is not within the United Kingdom and who gives to SYP an address within the United Kingdom at which notices may be given to him/her, or an address to which notices may be sent using electronic means, or has agreed to receive notices by means of a website, shall be entitled to have notices given to him/her at that address, but otherwise no such MSYP shall be entitled to receive any notice from SYP.

31.3 A MSYP present, either in person or by proxy, at any Sitting of SYP shall be deemed to have received notice of the Sitting and, where requisite, of the purposes for which it was called.

31.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that that the notice was given. Proof that a notice sent or applied by electronic means was transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted or,
in the case of a notice sent or supplied by electronic means, at the expiration of 24 hours after the time it was sent, or in the case of a notice 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 deemed to have received) notice of the fact that the material is available on the website.

32. INDEMNITY

Subject to the provisions of the Act, but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer of SYP shall be indemnified out of the assets of SYP against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto, provided that this Article shall not operate to provide an indemnity against any liability attaching to a Trustee in connection with any negligence, default, breach of duty or breach of trust in relation to SYP except as permitted by the Act.

33. DISSOLUTION OR WINDING UP

If SYP is to be wound up or dissolved or if at any time it appears to MSYPs that the property of SYP is of such size that there is no reasonable prospect of the company property or some part of it being required, either as source of income or for payment or application as capital, in any future year or years for the purposes of SYP, or it appears to MSYPs that SYP cannot continue to serve a useful purpose or that its property could be more suitably and effectively applied, MSYPs may decide that SYP property or such part of it, shall be transferred or made over to such charitable institution(s), trust(s), fund(s) or other recipient(s) (having purposes which are charitable only) as MSYPs shall decide, subject to the satisfaction of debts and liabilities and to the provisions of articles 3 and 4. For the avoidance of doubt, a resolution to dissolve or wind-up shall be subject to any requirement to seek consent under the 2005 Act.