

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

MEMORANDUM AND ARTICLES of ASSOCIATION

of

SCOTTISH SOLAR ENERGY GROUP

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Preamble

The Scottish Solar Energy Group (SSEG) was formed to promote solar energy and its applications in Scotland. It is a voluntary not-for-profit membership organisation; that is to say, it is run on behalf of its members on a volunteer basis by a committee elected by the membership, and any profits or surpluses are used to further the aims of the organisation.

As a registered limited private company, SSEG is subject to the Companies Act, and any reference to 'the Act' in the following Memorandum and Articles of Association refers to the Companies Act 2006 (or its successors or statutory modifications, as applicable). If there are any conflicts between the Memorandum and Articles of Association and the Companies Act, the requirements of the Companies Act must prevail.

Amendments to the Memorandum and Articles of Association may be made only if passed as an ordinary resolution at a General Meeting of members, with at least 21 days' notice given of the proposed changes and of the meeting at which the proposed changes are to be discussed.

Name

1. The company's name is Scottish Solar Energy Group (hereinafter referred to as SSEG).

Registered Office

2. The company's registered office is to be situated in Scotland.

Aims and Objectives

3. The company's aim is to promote research, development, knowledge about and application of solar energy in Scotland.

In pursuance of this aim SSEG shall have the following objects and powers:

- a. To commission and conduct and advise in relation to research projects and programmes relating to solar energy, and to publish and promote the findings of such research.
- b. To organise, support, monitor, conduct and advise in relation to educational and training courses, programmes, conferences, seminars, events and initiatives of all kinds directed towards developing greater knowledge and awareness of solar energy and related issues.
- c. To develop and maintain membership schemes aimed at supporting and encouraging membership in SSEG, and to focus services to individuals and any membership groups developed by SSEG.
- d. To design, prepare publish and distribute reports, books, bulletins, newsletters and other publications, audio and video recordings, multimedia products and display

materials, and to create and maintain a website or websites and a presence on other social media platforms.

- e. To enter into discussions with, liaise with and advise government authorities and agencies, educational establishments, private sector, charitable and voluntary sector organisations and other bodies.
- f. To enter into any arrangement with government authorities and agencies, educational establishments, private sector, charitable and voluntary sector organisations and other bodies for co-operation and mutual assistance and to obtain from any such organisation, government or authority any right, privilege or concession.
- g. To seek out and apply for grants and other funding from government authorities and agencies, the private sector and other bodies to carry out activities in pursuance of its aims.
- h. To charge fees for membership, publications, events and other initiatives.
- i. To oppose or object to any application or proceedings which may prejudice SSEG's interests.
- j. To promote companies whose activities may further one or more of the above objects or any associated purpose or may generate income to support the activities of SSEG.
- k. To carry on any other activity which may be appropriately carried on in connection with the aim of SSEG.

Organisation

4. SSEG is a voluntary non-for-profit membership organisation (see Article 9).
5. The company is run by a Committee elected annually at the Annual General Meeting by the membership (see Articles 65 to 71); the elected Committee may co-opt other members to the Committee to assist in running the company (see Article 72);
6. The Directors of the company are office bearers elected annually at the Annual General Meeting by the membership (see Article 70); the Directors are members of the Committee that runs the company.
7. Directors, elected Committee members and co-opted Committee members are individual Members of SSEG or representatives of Corporate Members.
8. The Committee may form sub-committees and working groups to assist in specific tasks (see Article 79).

Income and property

9. SSEG is a non-for-profit organisation:
 - a. All income and property of SSEG shall be applied solely towards promoting SSEG's objects (as set out in Article 3 of this Memorandum and Articles of Association);

- b. None of the income or property of SSEG may be paid or transferred directly by way of dividend bonus or otherwise by way of profit to any Director or Member of SSEG.

Liability and winding up

10. The liability of the members is limited.
11. In the event of the company being wound up, every Member at the time of winding up undertakes to contribute to the assets of the company for the payment of debts and liabilities contracted up to one calendar year before the winding up, and for the costs, charges and expenses of winding up; such amount as may be required not exceeding the amounts as follows:
 - Directors £1
 - Members £0
12. If SSEG is wound up, any property that remains after satisfaction of all SSEG's debts and liabilities shall be transferred to some other charitable body or bodies whose objects are similar to the objects of SSEG and whose constitution restricts the distribution of income and assets among Members to an extent at least as great as does Article 9 of this Memorandum of Association.
13. If it is deemed impossible or impractical to comply with Article 9, the relevant property shall be applied to some other charitable object or objects.
14. The body or bodies to which property is transferred under Articles 12 or 13 shall be determined at a General Meeting by the Members of SSEG at or before the time of dissolution or, failing such determination, by such court as may have or may acquire jurisdiction.

Membership

15. Individuals and organisations who can demonstrate a commitment in principle to the aims of SSEG, as outlined in Article 3, are eligible for membership.
16. Members of SSEG are deemed to subscribe to and are required to abide by this Memorandum and Articles of Association.
17. The Directors must keep a register of names and addresses of Members.
18. Membership shall cease on dissolution, winding-up, striking-off or receivership of SSEG.

Classes of membership

19. There are two classes of membership as follows:
 - a. Individual membership which shall be open to individuals meeting eligibility criteria ('Individual Members'), subdivided into ordinary, student and unwaged divisions; for the purposes of voting, committee membership, directorship and office bearers, individual Members are considered as individual people;
 - b. Corporate membership which shall be open to organisations meeting eligibility criteria ('Corporate Members'), subdivided into small and large divisions; for the

purposes of voting, committee membership, directorship and office bearers, a Corporate Member may appoint an individual person to represent it).

20. The Committee assigns new Members to the relevant class and subdivision.

Benefits and obligations of membership

21. Members are obliged to pay membership fees at a level and on a date as determined by the committee.

22. Benefits for Individual Members include:

- a. Where a fee is charged for activities organised solely or jointly by or on behalf of SSEG, or publications or other works created solely or jointly by or on behalf of SSEG, Individual Members will normally be charged a reduced fee compared with fees charged for non-members.
- b. Eligibility to vote on resolutions at General Meetings, to elect Directors and Committee members, and to stand for election as Directors and Committee members.

23. Benefits for Corporate Members include:

- a. Where a fee is charged for publications or other works created solely or jointly by or on behalf of SSEG, Corporate Members will normally be charged a reduced fee compared with fees charged for non-members.
- b. Where a fee is charged for activities organised solely or jointly by or on behalf of SSEG, and a reduced fee applies for Members compared with fees charged for non-members, Corporate Members are entitled to send more than one delegate to the activity at the reduced rate; large Corporate Members may send more delegates than small Corporate Members at the reduced rate, the numbers being determined by the Committee from time to time.
- c. Entitlement to appoint a representative to attend General Meetings to vote on resolutions, to elect Directors and Committee members and to stand for election as a Director or Committee member; such a representative may also hold an individual membership.

24. Members are obliged not to commit any actions which may bring the company into disrepute.

25. Other rights and obligations associated with the different classes and divisions of membership may be determined by the Committee.

Application for membership

26. Any individual or organisation eligible for membership under Article 19 and wishing to become a Member shall submit an application for membership in such form as the Committee requires; in the case of an organisation the application for corporate membership must be signed on the organisation's behalf by an authorised officer of that organisation

27. The Committee may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of SSEG to refuse the application; the Committee's decision is final.

Terminating membership

28. Any Member wishing to withdraw from membership shall lodge with SSEG a written notice of withdrawal, signed by the individual or, in the case of a corporate member, by an authorised officer of the organisation; on receipt of the notice by SSEG, that Member shall cease to be a Member of SSEG.
29. A membership is deemed to have lapsed if a Member has not paid the requisite membership fee, provided that a written reminder was sent to the Member and at least two months have elapsed from the due date for payment of such fees;
30. A Member may be suspended or expelled from membership if the Member has been deemed to bring the company into disrepute or for any other reason, in which case:
 - a. Any Member may propose a resolution for the expulsion of any person or organisation from membership, specifying the grounds for the proposed expulsion.
 - b. The Committee shall call a General Meeting to consider the resolution, or put the notice for consideration at a forthcoming General Meeting;
 - c. SSEG shall, on receipt of a notice under Article 30 (a), forthwith send a copy of the resolution to the Member or organisation concerned not less than three weeks before the meeting, and the Member or organisation concerned shall be entitled to make written and other representations to SSEG with regard to the notice; any representations in relation to the resolution must be made available to the General Meeting.
 - d. The Member shall be suspended for a specified period or expelled with immediate effect by a majority of those Members at the General Meeting voting for the resolution to expel.
31. Members who have withdrawn from membership, and lapsed, suspended and expelled Members, are not allowed to vote at meetings or stand for election to the Committee or office.

Indemnity

32. Subject to the provisions of the Act but without prejudice to any indemnity to which a Committee member or Director or office-bearer or auditor may otherwise be entitled, every Committee member or Director or office-bearer or auditor of SSEG shall be indemnified out of the assets of SSEG against any loss or liability which he or she may sustain or incur in connection with the execution of the duties of his or her office; other members of SSEG shall be indemnified in the same way provided that they are acting on behalf of SSEG with the written consent of an SSEG office-bearer.
33. For the avoidance of doubt, SSEG may, but is not obliged to, purchase and maintain insurance against any loss or liability which any Committee member or other Member of SSEG may sustain or incur in connection with activities on behalf of SSEG.

Remuneration, expenses and payment for goods and services

34. No Member is entitled to remuneration for carrying out duties as Committee member or Director or office holder or in any other respect of his or her membership (see also Article 9).

35. No Committee member or Director or other Member is entitled to be reimbursed by SSEG any expenses incurred when acting on behalf of SSEG, except in exceptional circumstances; such exceptions shall be agreed by a meeting of the Committee on a case-by-case basis and be recorded in the minutes of the meeting.
36. Notwithstanding the not-for-profit status of SSEG, Members may bid or be commissioned to undertake tasks or to supply goods and services and receive reasonable remuneration, subject to the provisions of the Act in relation to conflicts of interest; any such bid must be discussed at a meeting of the Committee and recorded in the minutes of the meeting.
37. For the avoidance of doubt, the preceding Articles relating to remuneration, expenses and payment for goods and services apply to Individual Members, Corporate Members and their representatives, and also to Committee members and Directors.

General meetings

38. Meetings to which the membership is invited to discuss SSEG business are called General Meetings; the Committee may convene a General Meeting whenever it thinks fit.
39. The Committee must convene a General Meeting if there is a valid request by a Member (under section 303 of the Act), which must state the nature of the business to be dealt with at the meeting.
40. The Committee must convene a General Meeting if there is a valid requisition by a resigning auditor (under section 518 of the Act).
41. The Committee must convene an Annual General Meeting once per calendar year, at which Committee members, Directors and office bearers are elected.

Notice of general meetings

42. Notice of every General Meeting and Annual General Meeting shall be given to all Members and Committee members and (if there are auditors in office at the time) to the auditors; any matters normally for consideration at a General Meeting may also be considered at an Annual General Meeting:
 - a. A notice convening an Annual General Meeting shall specify that the meeting is to be an Annual General Meeting; at least twenty-one days' notice must be given of an Annual General Meeting.
 - b. At least twenty-one days' notice must be given of any General Meeting at which any changes to the Memorandum and Articles of Association are to be discussed;
 - c. All other General Meetings shall be called by at least fourteen days' notice;
43. A notice calling a meeting:
 - a. shall specify the time and place of the meeting;
 - b. shall indicate the general nature of any business to be dealt with at the meeting;
 - c. if any change to the Memorandum and Articles of Association is proposed and to be discussed at a meeting, the notice will give the exact terms of the proposed change;

- d. if a special resolution (see Article 57) (or a resolution requiring special notice under the Act) is to be proposed, it shall also state that fact, giving the exact terms of the resolution.

44. Notice may be given by hard copy or electronically (see Article 115).

Proceedings at general meetings

- 45. For the purposes of establishing a quorum or voting, attendees who are proxies or representatives of Corporate Members should be counted and have votes according to the number of Members they represent, in addition to (if appropriate) their Individual membership.
- 46. No business shall be transacted at any General Meeting unless a quorum is present (see Article 52).
- 47. The Chairperson shall normally preside as chairperson of the meeting;
 - a. The Chairperson may appoint another member of the Committee to chair any meeting in his or her place;
 - b. If the Chairperson is not present, the members of the Committee present may elect one of their number to act as Chair of the meeting.
- 48. An individual Member may appoint a proxy to attend on his or her behalf at any meeting:
 - a. A notification of appointment of a proxy must be lodged by the Member with the Chair of the meeting or the Secretary prior to the time of holding the meeting; by default, the notification is valid for the one meeting only unless the notification specifically indicates otherwise.
 - b. A proxy may but need not be a Member of SSEG.
 - c. A proxy shall have the same right as the Member that appointed him or her to speak and vote at the meeting.
 - d. A Member shall not be entitled to appoint more than one proxy to attend for any one meeting.
 - e. A proxy's authority may be terminated at any time by the appointing Member, by notifying the Chair of the meeting or the Secretary or by the Member's attendance at the meeting.
- 49. A Corporate Member's representative is authorised to speak and vote on its behalf at any general meeting of SSEG; nevertheless, a Corporate Member may appoint a different representative with the right to speak and vote for any specific meeting providing the particulars are received by the Chair of the meeting or the Secretary prior to the commencement of the meeting.
- 50. Non-members may attend meetings by invitation; they may be allowed to speak as determined by the Chairperson but not allowed to vote unless they are appointed proxies for Members.
- 51. An attendee at any meeting may be ejected if he or she is considered disruptive; the Chairperson must seek a majority of Members present on a show of hands not counting

abstentions but including the attendee in question if he or she is entitled to vote, with the Chair having a casting vote if required.

Quorum and adjourned meetings

52. A quorum shall be the fewer of one-third of the membership or ten of the Members (or their representatives or proxies), present in person.
53. A meeting must be adjourned if:
 - a. The quorum required under Article 52 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present;
 - b. The Chairperson is not present within half an hour after the time appointed for holding the meeting and there are no Committee members present the meeting;
 - c. Any Member present requests an adjournment and is supported by a majority vote of Members present at the meeting.
54. The Chair of a meeting may adjourn the meeting for any reason.
55. Meetings must not be adjourned for more than thirty days, with due notice given of the date, time and venue for the meeting to re-convene:
 - a. If the period of adjournment is less than seven days it is sufficient for notice to be given orally at the time of adjournment to those Members present at the meeting;
 - b. If the period of adjournment is more than seven days, notice must be given to all Members either by hard copy or electronically as soon as practically possible;
 - c. For the avoidance of doubt, if the date, time and venue cannot be determined at the time of adjournment, the period of adjournment must be more than seven days and notice given by hard copy or electronically.

Ordinary resolutions and special resolutions

56. An ordinary resolution is one that may be passed by majority vote at an Annual General Meeting or General Meeting providing proper notice of the meeting has been given in accordance with Articles 42 to 44;
57. A special resolution is one that requires 75% or more of the votes cast in favour at an Annual General Meeting or General Meeting to be passed; a resolution is 'special':
 - a. If it is deemed so by the committee, provided that proper notice of the meeting and of the intention to propose the resolution has been given in accordance with Article 43(d), or
 - b. If required by the Act.

Votes of members

58. Every Member present at a meeting shall have one vote, except when voting for Committee members (see Article 71); where an individual Member is acting as a representative of a Corporate Member or as a proxy, that Member shall have an additional vote for each representation and proxy.

59. A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by any Member present at the meeting; such a ballot shall be taken at once and the result of the ballot be declared immediately at the meeting.
60. Where a simple majority is required, in the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting shall be entitled to a casting vote.
61. A resolution may be passed in the absence of a meeting and shall be as effectual as if it had been passed at a General Meeting duly convened and held, provided that it is signed by or on behalf of all the Members of SSEG who, at the date of the resolution, would have been entitled to attend and vote at a General Meeting; the signatures need not be on a single document, provided each signature is on a document which accurately states the terms of the resolution.
62. For the avoidance of doubt, the reference to votes cast is to the number of votes cast by Members (and proxies and representatives) with no account taken of abstentions or absences from the meeting.

Committee and Directors

63. The maximum number of Committee members shall be ten.
64. The Directors shall be Committee members elected by the membership at an Annual General Meeting to hold the offices of Chairperson, Secretary, Treasurer and any other offices which the Committee may consider appropriate

Eligibility for and election of committee members and directors

65. Any individual Member of SSEG is eligible to be a Committee member or office bearer; office bearers must not be disqualified by law to be company directors.
66. A representative of a Corporate Member is eligible to be a Committee member or office bearer of SSEG and, if elected, is eligible to act as a member of the Committee or office bearer until he or she is no longer a representative of the Corporate Member.
67. No individual person may be a member of the Committee as an Individual Member and also as a representative of a Corporate Member; no individual person may be a Committee member as a representative of more than one Corporate Member.
68. Any Member may nominate any Individual Member or representative of a Corporate Member to be elected as a member of the Committee or office bearer:
 - a. A nomination must be made and seconded by Members,
 - b. Nominees must confirm that they are willing to act as committee members or office bearers;
 - c. for office bearers, nominations must be made at least seven days prior to the day of the meeting,
 - d. for other Committee members, nominations may be made at any time prior to the vote taking place.

69. Members present (or their proxies and representatives) at the Annual General Meeting will elect office bearers followed by Committee members, subject to the terms of Article 633.
70. If there is more than one candidate for any office of Chairperson, Secretary, Treasurer and any other office as agreed by the meeting, the Members (or their proxies or representatives of Corporate Members) present will elect members to the offices:
- a. Each member (or proxy or representative of a corporate member) will have one vote for each office
 - b. Members will cast votes for each candidate in turn by a show of hands or, if deemed appropriate by the Chair of the meeting, by secret ballot
 - c. Candidates may vote for themselves
 - d. In the event of a tie between two or more candidates for any office, the Chair will decide how to resolve the tie, which may involve another ballot to decide between the tied candidates.
71. If there are more candidates than vacancies for the remaining places on the Committee, as stipulated by Article 63, elections will be conducted as follows:
- a. Each Member (or proxy or representative of a Corporate Member) will have a number of votes equal to the number of vacancies
 - b. Members will cast votes for each candidate in turn by a show of hands or, if deemed appropriate by the Chair of the meeting, by secret ballot
 - c. Candidates may vote for themselves
 - d. No Member may cast more than one vote for any one candidate
 - e. The candidates with the most votes will be duly elected to fill the vacant Committee places, subject to Article 63.
 - f. In the event of a tie between two or more candidates, the Chair will decide how to resolve the tie, which may involve another ballot to decide between the tied candidates.
72. The Committee may at any time appoint an Individual Member or a representative of a Corporate Member to act as a Committee member (a 'co-opted Committee member'), subject to Article 63 and provided the appointee is willing to act as a member of the Committee; a co-opted Committee member shall have all the rights and responsibilities of elected Committee members.
73. Non-Members may be appointed as advisers to the Committee if they have specific skills for identified specific roles; they will be entitled to attend and speak at Committee meetings but not be allowed to vote on any matters.
74. Committee members and office Bearers will take up their positions at the end of the Annual General Meeting at which they were elected and vacate office at the Annual General Meeting following their election; for the avoidance of doubt, the outgoing Chairperson retains office until the end of the Annual General Meeting for the purposes of chairing the meeting.

75. All Committee members and office-bearers are eligible for re-election at any Annual General Meeting.

Duties and powers of Committee members

76. Subject to the provisions of the Act, the Memorandum and Articles of Association, and to any directions given by special resolution, the business of SSEG shall be managed by the Committee on behalf the Members to meet the Aims and Objectives as set out in Article 3 of this Memorandum and Articles of Association.

77. No alteration of these Articles and no direction given by any resolution shall invalidate any prior act of the directors or the members of the Committee which was valid at the time of the act.

78. A meeting of Committee members at which a quorum is present (see Article 88) may exercise all powers exercisable by the Committee.

79. The Committee may organise sub-committees, working parties and other groups within SSEG for specific purposes; such groupings must be chaired by a Committee member who is required to report to the Committee on their proceedings.

Conflict of interest

80. Subject to the provisions of the Act and provided that he or she has disclosed to the Committee the nature and extent of any personal interest, a Committee member may be a director or secretary of, employed by, have an interest in any transaction or arrangement, or have some other personal interest in any other company pertinent to the Aims and Objectives of SSEG; in such a case, he or she shall not be accountable to SSEG for any benefit which he or she derives from any such interests;

81. Committee members may supply goods and services to SSEG in return for reasonable remuneration, subject to Article 36.

Disqualification and removal of committee members and directors

82. A Committee member or co-opted committee member shall cease to be a member of the Committee if:

- a. he or she resigns office by notice to SSEG;
- b. in the case of individual members, he or she ceases to be a Member of SSEG
- c. in the case of representatives of Corporate Members, the Corporate Member ceases to be a member of SSEG or the Corporate Member appoints a different representative unless he or she is also an Individual member of SSEG; the new representative is not automatically entitled to be a Committee member, but the Committee may decide to appoint him or her as a co-opted member.
- d. he or she becomes incapable for medical reasons of fulfilling the duties of his or her office and the remaining Committee members resolve to remove him or her from office;
- e. he or she is absent (without permission of the Committee members) from more than three consecutive Committee meetings and the remaining Committee members resolve to remove him or her from office;

- f. he or she is removed from office by an ordinary resolution passed by the membership (special notice having been given).
83. A Director shall vacate office as Director if he or she becomes ineligible to be a Director by any provision of the Act or any other statutory requirement; in this case the Director vacating his or her position may, with the agreement of a majority of the remaining Committee members, remain a member of the Committee.
84. If a Director vacates office for any reason the Committee shall decide how his or her duties should be carried out; the Committee may appoint another Committee member to the office and directorship until the next AGM.

Proceedings of committee meetings

85. Subject to the provisions of these Articles, the Committee members may regulate their proceedings as they think fit.
86. Any Committee member may call a meeting of the Committee or request the Secretary to call a meeting of the Committee.
87. The Secretary must give at least fourteen days' notice of a Committee meeting, issued to all members of the Committee including co-opted members stating the date, time and venue of the meeting.
88. No business shall be transacted at any committee meeting unless a quorum is present; the quorum for the transaction of the business of the Committee members shall be two-thirds of the Committee members at the time of the meeting;
89. The Chairperson shall normally preside as chairperson of the meeting;
- a. the Chairperson may appoint another member of the Committee to chair any meeting in his or her place.
 - b. if the Chairperson is unwilling to act as chair of a committee meeting or is not present, the Committee members present shall appoint one of their number to be chair of the meeting.
90. Committee members may not appoint proxies to represent them at Committee meetings.
91. Committee members may take part in discussions and voting via telephone or similar methods, by which they may be heard by all those present in person and any others taking part in this way; Committee members taking part in this way are considered as present at the meeting.
92. The members of the Committee may invite any person to attend and speak (but not vote) at any Committee meeting; such a person shall not be deemed to constitute a Committee member or Director for the purposes of the Act or any provision of these Articles.
93. A committee meeting must be adjourned if:
- a. The quorum required under Article 88 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present;

- b. Any Committee member present requests an adjournment and is supported by a majority vote of members present at the meeting.
94. The Chair of a meeting may adjourn the meeting for any reason.
95. Meetings must not be adjourned for more than thirty days, with due notice given of the date, time and venue for the meeting to re-convene:
- a. If the period of adjournment is less than seven days it is sufficient for notice to be given orally at the time of adjournment to those Committee members present at the meeting;
 - b. If the period of adjournment is more than seven days, notice must be given to all Committee members either by hard copy or electronically as soon as practically possible;
 - c. For the avoidance of doubt, if the date, time and venue cannot be determined at the time of adjournment, the period of adjournment must be more than seven days and notice given by hard copy or electronically.
96. Questions arising at any meeting of the Committee shall be decided by a majority of votes of those present not counting abstentions; in the case of an equality of votes, the Chairperson of the meeting shall have a casting vote.
97. A Committee member may speak but not vote on any resolution concerning a matter in which he or she (or in the case of a Corporate Member, the organisation that he or she represents) has directly or indirectly an interest or duty which conflicts or may conflict with the interests of SSEG;
- a. A Committee member shall be deemed to have an interest in a particular matter if a body of which he or she is an employee, director, member, officer or elected representative has an interest in that matter.
 - b. An interest of a person who is taken to be connected with a Committee member shall be treated as an interest of the member
 - c. A Committee member shall not be counted as part of the quorum requirement in relation to a resolution on which he or she is not entitled to vote.
 - d. The Chairperson of the meeting may require the member to withdraw from the meeting while an item of that nature is being dealt with.
98. If a question arises at a Committee meeting as to the right of a member to vote, this will be resolved by a majority show of hands, with the member in question ineligible to vote; in the event of a tie the Chairperson of the meeting has the casting vote.
99. All acts done by a Committee meeting or by a person acting in good faith as a Committee member shall be as valid, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any Committee member or Director, or that any of them was disqualified from holding office or had vacated office or was not entitled to vote.
100. A resolution may be passed in the absence of a meeting of the Committee and shall be as effectual as if it had been passed at a meeting duly convened and held, provided that it is signed by or on behalf of all the Committee members of SSEG who, at the date

of the resolution, would have been entitled to attend and vote at a general meeting; the signatures need not be on a single document, provided each signature is on a document which accurately states the terms of the resolution.

Chairperson

101. The Chairperson is a Committee member and Director elected to office by the Members (or their proxies and representatives) at an Annual General Meeting;
102. The Chairperson's responsibilities include:
 - a. Chairing General Meetings of Members and Committee meetings
 - b. Representing SSEG to external organisations
 - c. Developing policy and strategy for SSEG activities

Secretary and minutes

103. The Secretary is a Committee member and Director elected and office by the Members (or their proxies and representatives) at an Annual General Meeting;
104. The Secretary's responsibilities include:
 - a. Maintaining minutes and other records of meetings
 - b. Correspondence with Companies House regarding statutory and other requirements
105. Minutes shall be kept of all proceedings at general meetings, meetings of the Committee, any sub-committees, working groups and any other groupings of SSEG; a minute of a meeting shall include the names of the Committee members present, and the minutes of each meeting shall be signed by the Chairperson of that meeting.

Treasurer and accounts

106. The Treasurer is a Committee member and Director elected and appointed to office by the Members of their proxies and representatives at an Annual General Meeting;
107. The Treasurer's responsibilities include:
 - a. Maintaining records of income and expenditure
 - b. Corresponding with the appointed auditor
 - c. Ensuring that statutory reporting requirements are met
 - d. Presenting abbreviated financial information to the AGM
 - e. Presenting accounting records to the Committee as requested.
108. Accounting records shall be kept in accordance with statutory requirements; these shall include records of day to day receipts and expenditure and also of assets and liabilities of SSEG;
109. No Member other than Committee members shall have any right of inspecting any accounting records of SSEG except as presented to the Annual General Meeting, or as authorised by the Committee, or otherwise conferred by statute.
110. Full access to bank accounts will be available to the Chairperson, Secretary and Treasurer, and also to any other Committee member as agreed by the Committee.

Membership Secretary

111. The Membership Secretary is a Committee member elected and appointed to office by the Members of their proxies and representatives at the Annual General Meeting; the Membership Secretary may be a Director if agreed by the Committee.
112. The Membership Secretary's responsibilities include:
 - a. Maintaining records of members and their contact details
 - b. Issuing membership renewal notices and reminders
 - c. Ensuring compliance with legislation relating to data protection, privacy and related matters.

Notices

113. A Member present or represented at any meeting of SSEG shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
114. Notice may be given orally in the case of a meeting adjourned for up to seven days (see Articles 55(a) and 95(a)); any other notice to be given in pursuance of these Articles shall be in writing.
115. SSEG may give any notice to a Member:
 - a. In person, or
 - b. by sending it by post to the Member's address as notified to SSEG, or
 - c. by leaving it at that address, or
 - d. by email sent to that Member's email address as notified to SSEG.
116. A Member may give any notice to SSEG:
 - a. In person to the Secretary, or
 - b. by sending it by post addressed to the Secretary at the registered office of SSEG, or
 - c. by email sent to the Secretary at the Secretary's email address.
117. For the purpose of proving that any notice was given:
 - a. A notice delivered in person or left at a Member's address, the delivery shall be witnessed by another person and shall be effective immediately
 - b. If sent by mail, the notice should be sent with the reasonable expectation of next-day delivery; it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted, and shall be effective on the next working day
 - c. If sent by email, an electronic record showing a correctly-addressed email shall be sufficient, and shall be effective immediately.