

Scottish Charity Regulator (OSCR)

Inquiry report made under Section 33 of the Charities and Trustee Investment (Scotland) Act 2005

Suspension of Norman Armstrong as a charity trustee of Free Wheel North (Scottish charity number SC039789)

1. Introduction

The Office of the Scottish Charity Regulator (OSCR) is making inquiries into Free Wheel North (the charity) under section 28 of the Charities and Trustee Investment (Scotland) Act 2005.

As a result of our inquiries, it appears to OSCR that Norman Armstrong, being concerned in the management and control of the charity, has been responsible for and contributed to the misconduct in the administration of the charity.

OSCR has suspended Mr Armstrong as a trustee of the charity because of this misconduct and, in addition, that it is necessary and desirable to act for the purposes of protecting the property of the charity and securing the proper application of such property for its purposes.

2. The reasons for Norman Armstrong's suspension

a) Inappropriate use of charity funds

- Between 23 November 2022 and 31 January 2024, Mr Armstrong, as sole signatory, made five payments from the charity's bank account for personal expenses.
- These payments were a misuse of charitable assets.

b) Ongoing disputes with other charity trustees

- OSCR identified a breakdown in governance and ongoing disputes between Mr Armstrong and other charity trustees.
- Despite repeated recommendations from OSCR, and requests from fellow charity trustees to seek professional mediation, Mr Armstrong refused to participate in mediation.
- The unresolved dispute prevented the board from meeting, delayed the approval of accounts, and obstructed the holding of the charity's Annual General Meeting (AGM).

c) Decision to proceed with the AGM on 1 May 2025

- On 30 April a charity trustee sent an email to members cancelling the AGM which was scheduled for 1 May 2025. OSCR advised Mr Armstrong (who was not a charity trustee at this time) that the AGM should be postponed. Mr Armstrong emailed members to advise that the AGM was proceeding.
- The AGM went ahead with no charity trustees in attendance. There was uncertainty regarding the procedures followed at the meeting and subsequently the validity of trustee appointments made at this meeting.
- OSCR ultimately had to direct the charity to hold a properly convened EGM to ensure valid appointments. This would not have been required if Mr Armstrong had not proceeded with the AGM on 1 May 2025.

Taking into account the actions detailed above, OSCR has concluded that Mr Armstrong breached his trustee duties under section 66 of the 2005 Act by:

- Failing to act in the interests of the charity.
- Failing to act with the care and diligence expected of a person managing another's affairs.

In addition, in proceeding to hold the AGM on 1 May 2025 his actions contributed to the misconduct in the administration of this charity. OSCR has therefore determined that there has been misconduct in the administration of the charity and that it is necessary and desirable to act to protect the charity's property and ensure its proper application.

Accordingly, on 21 October 2025, OSCR suspended Mr Armstrong under section 31(4) of the 2005 Act from being concerned in the management or control of Free Wheel North for a period of six months.

As a result of this suspension, Mr Armstrong must immediately stop acting as a signatory to the charity's bank accounts, including authorising, initiating, or approving any financial transactions on behalf of the charity.

OSCR's inquiries into the charity are ongoing.