

ABERDEEN ASSOCIATION OF SOCIAL SERVICE
Company No. SC 18487

MINUTES of EXTRAORDINARY GENERAL MEETING of the MEMBERS of ABERDEEN ASSOCIATION OF SOCIAL SERVICE ("the Association") held at 38 Castle Street, Aberdeen on Thursday 30 May 2002.

Present:

Ms F Kennedy (Chairman)
Mr M W Archibald
Miss M Alexander
Mr A Amooore
Mr J Bremner
Mr E Flett
Cllr J Lamond
Mrs E Lyall
Ms J McDonald
Mr I E Maclean
Mrs V Maltin
Rev K Petrie
Mr A Robb
Mrs O Rutherford
Mr H Tocher
Mr M F Watson
Mr R Williamson

In attendance:

Mr W Howie (Company Secretary)
Mrs J M Brown

The following resolutions were passed as Special Resolutions:

(1) That the Memorandum of Association be amended in the manner following:

(a) by deleting in the present Clause 3 the following:

"Provided that in case the Association shall take or hold any property which may be subject to any Trust, the Association shall deal with or invest the same only in such manner as allowed by law having regard to such Trust".

(b) by deleting the present Clause 5 (requirement for approval of Board of Trade to alter the Memorandum of Association).



- (c) by deleting the present Clause 6 (reference to licence granted by the Board of Trade under Section 18 of the Companies Act 1929).
 - (d) by renumbering the present Clauses 7 to 10 (inclusive) as Clauses 5 to 8 (inclusive).
- (2) That, subject to obtaining the necessary consent from the Inland Revenue, the Articles of Association be amended as follows:

By deleting the present Article 36 and adopting a new Article 36, namely:

"Subject to the provisions of the Memorandum of Association, the Directors shall have power to invest the funds belonging to the Association as follows:-

1. *in any manner mentioned in schedule 20 to the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force);*
2. *in the Mortgages, Bonds, Debentures, Preference, Ordinary or Deferred Stocks or Shares of any company provided that such securities are fully paid and that there is at the time of purchase a quotation therefor on a recognised Stock Exchange;*
3. *in Unit Trusts, Investment Trusts and Open-Ended Investment Companies wheresoever situate;*
4. *in any other investment made for the benefit of the Association and not for the avoidance of tax."*

Chairman *Liona Kennedy*

THE COMPANIES ACT, 1929

MEMORANDUM

(amended 30 May, 2002)

and

ARTICLES OF ASSOCIATION

(amended 30 May, 2002)

of

ABERDEEN ASSOCIATION OF SOCIAL SERVICE

operating as

VOLUNTARY SERVICE ABERDEEN

**ASSOCIATION LIMITED BY GUARANTEE,
AND NOT HAVING A SHARE CAPITAL**

COMPANY LIMITED BY GUARANTEE, AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
*** ABERDEEN ASSOCIATION OF SOCIAL SERVICE**

1. The name of the Company [hereinafter called "the Association"] is ABERDEEN ASSOCIATION OF SOCIAL SERVICE.
2. The Registered Office of the Association will be situated in Scotland.
3. The objects for which the Association is established are:-
 - (a) To provide for the general welfare of children, families, the old, the handicapped, the disabled and the needy who are wholly or partially unable to provide for themselves.
 - (b) To establish, take over or administer, either alone or along with others, charitable funds or agencies, either as Trustees or in any other capacity.
 - (c) To establish and operate agencies or bureaux for the purpose of giving advice or assistance on problems of a monetary and/or social nature, to those in need.
 - (d) To provide facilities for training in social service and for advancing the interest of the public in social work.
 - (e) To act in co-operation with the statutory authorities and other organisations, voluntary or otherwise, engaged in the furtherance of any of the above objects.
 - (f) To act by itself or by any other organisation as an agency for the collection, administration and distribution of charitable bequests, donations or subscriptions.
 - (g) To acquire by purchase, feu, lease, excambion, gift, bequest or otherwise, lands, buildings and other heritable property in so far as these may be deemed requisite for any of the objects of the Association, and to sell, feu, convey, excamb, lease or otherwise dispose of all or any of the lands, buildings and other heritable property held from time to time by the Association.
 - (h) To erect, reconstruct, enlarge, alter, repair, or maintain any buildings or works which may be deemed requisite for any of the objects of the Association, and to pull down and remove any buildings from time to time belonging to it.
 - (i) To acquire and provide the furnishing, equipment, apparatus, appliances and others requisite or useful for any of the objects of the Association and to sell or otherwise dispose of such as have become unnecessary.

* By Special Resolution passed 28th February, 1947, name changed to "Aberdeen Association of Social Service."



- (j) To employ with or without payment superintendents, managers, secretaries, treasurers, solicitors, accountants, clerks, medical officers, matrons, nurses, servants, workmen and all other persons whose services may be requisite or useful for any of the objects of the Association.
- (k) To invite and accept gifts, subscriptions, donations, grants, endowments or legacies, and raise funds in any way for the carrying out and furtherance of the objects of the Association, all of which, together with the interest and income thereon, shall be applied so far as lawfully may be in accordance with such directions, conditions or stipulations, to or for the objects of the Association generally or for any of said objects specially as the Directors may determine, or otherwise as the Directors may think fit.
- (l) To invest the monies and funds of the Association in the manner and on the securities specified in the Articles of Association or in such other manner and on such securities as may be determined by the Association, and from time to time to realise and change said investments and securities, 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.
- (m) To borrow money to such an extent and upon such terms as to security and otherwise as may from time to time be determined and to pledge, grant a heritable security, or charge in security of repayment any of the property or assets of the Association, heritable or moveable.
- (n) To undertake and execute any trusts which may be deemed requisite or useful for any of the objects of the Association.
- (o) To make and carry out any arrangement for joint working, co-operation, amalgamation, or affiliation with, or to acquire or take over, either wholly or partially, any society, association, institution, or organisation, whether incorporated or not, having objects similar to any of the objects of the Association and not formed for purposes of profit.
- (p) To aid financially and otherwise, and to receive aid from, any society, association, institution or organisation, whether incorporated or not, having charitable objects similar to, or desirous of promoting any of the objects of the Association provided that the Association shall not render financial assistance to any society, association, institution or organisation which is in receipt of public funds or which carries on business for purposes of profit.
- (q) To provide for persons who have been in the employment of the Association, and their dependents, by making grants of money, providing pensions, establishing a pension fund or pension funds, and supporting associations or funds calculated to benefit such persons, or otherwise.
- (r) To confer upon members, donors, subscribers and others any special rights and privileges as regards naming of shelters or cots or endowment of these or otherwise as may seem expedient.
- (s) To publish such books, pamphlets, journals, and information in order to promote, advance or assist any of the objects of the Association.
- (t) To do all such other acts and things as are, or may be, necessary or expedient for, or incidental or conducive to, the attainment of any of the above objects of the Association.

Provided also that the Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.



Provided also that in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science or any authority exercising corresponding jurisdiction in Scotland the Association shall not sell, grant a heritable security, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Directors or Governing Body of the Association shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Directors or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners, the Secretary of State for Education and Science or of any other Court or authority having jurisdiction in the matter over such Directors or Governing Body but they shall, as regards any such property, be subject jointly and separately to such control or authority, as if the Association were not incorporated.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to the members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer, or servant of the Association, or to any member of the Association in return for any services actually rendered to the Association, or prevent the payment of interest at a rate not exceeding five per cent per annum on money lent, or reasonable and proper rent for premises leased or let by any member to the Association but so that no member of the Board of Directors or governing body of the Association shall be appointed to any salaried office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Board of Directors or governing body except repayment of out-of-pocket expenses and payment of interest at the rate aforesaid on money lent, or reasonable and proper rent for premises leased or let to the Association, provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Directors or governing body may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding one pound sterling.
7. If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of the fourth paragraph of this Memorandum, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by the Secretary of State for Scotland, and if and in so far as effect cannot be given to this provision then to some charitable object for the special benefit of poor persons.
8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association, and, subject to any reasonable restrictions as



to the time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the Association, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

Aberdeen, 27th June 2002.

What is contained in this and the preceding three pages is a print of the Memorandum of Association of the Aberdeen Association of Social Service as amended by Special Resolution passed 30th May 2002.

FIONA KENNEDY
Chairman



THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE, AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
* ABERDEEN ASSOCIATION OF SOCIAL SERVICE

INTERPRETATION

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

| WORDS | MEANINGS |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| The Association | Aberdeen Association of Social Service. |
| The Act | The Companies Act, 1948. |
| These Articles | These Articles of Association as originally framed or as altered from time to time by Special Resolution. |
| The Directors | The whole number of the Directors of the Association for the time being or a quorum of them duly called and assembled in accordance with these Articles. |
| Secretary | Any person appointed to perform the duties of the Secretary of the Association. |
| Treasurer | Any person appointed to perform the duties of the Treasurer of the Association. |
| The Seal | The common seal of the Association. |
| The United Kingdom | Great Britain and Northern Ireland. |

Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form. Words importing the singular number only shall include the plural number, and *vice versa*. Words importing persons include partnerships, companies and corporations. Words importing masculine gender only include the feminine gender. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or in any statutory modification thereof in force at the date at which these Articles become binding on the Association.

- * By Special Resolution passed 28th February, 1947, name changed to "Aberdeen Association of Social Service."



MEMBERS

2. For the purposes of registration the number of members of the Association has been declared to be unlimited.
3. The provisions of section 110 of the Act with regard to keeping a Register of Members shall be complied with by the Association.
4. The members of the Association shall be those persons who are members as at the date of adoption of these Articles and such other persons as shall be admitted to membership in accordance with these Articles, and none other shall be admitted to membership of the Association and shall be entered in the Register of Members accordingly. So long as they continue to be members they shall have the duties, rights and privileges set forth in the Memorandum of Association and these Articles.
5. There shall be two classes of Members, namely Annual Members and Life Members. The subscriptions or other payments in respect of Membership shall be those hereinafter specified or such other amounts as may from time to time be determined by the Directors and confirmed at the next General Meeting of the Association held not sooner than four weeks after the date of the relative meeting of Directors.
6. The following persons shall be qualified to become members and to have their names entered upon the Register of Members as aforesaid, subject to the provisions hereinafter set forth, viz:-

ANNUAL MEMBERS

- (a) Any individual who annually subscribes £1 1s or upwards to the funds of the Association so long as he shall continue to pay it.
- (b) A member of any firm, company, corporation, public body, church, congregation, society, or association of persons (excepting always corporations and statutory and other bodies which are maintained or supported by rates or taxes) which annually subscribes £1 1s or upwards to the funds of the Association after said subscription has been paid in two consecutive years and so long as it shall continue to be paid, provided and so long as said member is duly accredited in writing as the representative of said firm, company, corporation, public body, church, congregation, society or association of persons.
- (c) Any individual who gives a donation of £5, £10 or £15 or upwards at one time to the funds of the Association, shall be qualified for a period of five, ten, or fifteen years respectively from the date of such donation.
- (d) A member of any firm, company, corporation, public body, church, congregation, society or association of persons, which has given such a donation shall be similarly qualified provided and so long as said member is duly accredited as aforesaid.

LIFE MEMBERS

- (a) Any individual who is or has been personally and not *ex officio* a Patron, President, Honorary President or Vice-President of the Association or of the Unincorporated Association aforesaid.
- (b) Any individual who gives £50 or upwards at one time to the funds of the Association or who subscribes £10 annually for five consecutive years.
- (c) A person nominated by any firm, company, corporation, public body, church, congregation, society or association of persons which gives £50 or upwards at one time to the funds of the Association or which subscribes £10 annually for five consecutive years.



- (d) One of the Executors or Trustees of any Testator the provisions of whose Will have resulted in the payment or allocation by said Executors or Trustees at one time, to the funds of the Association, of a sum amounting after deduction of all Government duties and expenses to £50 or upwards, or a person nominated by the Executors or Trustees.
- (e) Any individual whom on the recommendation of the Directors the members assembled in General Meeting may nominate as a recognition of services to the Association or interest in the work in which it is engaged.

(Addendum to Article 6:

The Board of Directors considers adjustments to the Annual and Life Membership fees on an ongoing basis.

On 25 January 1996 the Board of Directors decided that the Annual and Life Membership fees be increased to £10 minimum and £200 respectively with effect from 1 April 1996).

7. When any person qualified as above desires to become a member of the Association he must sign and send to the Secretary, addressed to the Registered Office of the Association, a letter of application on the following terms or such other terms as the Directors may prescribe:

I,

of

desire to become a member of the Aberdeen Association of Social Service and request the Directors to enter my name in the Register of Members accordingly, subject to the provisions of the Memorandum and Articles of Association of the Association.

Signature

Name in full

Address

Occupation

Date

Qualification for Membership

.....

.....

Such application shall be reported to the Directors at their next meeting, and if he be then found by the Directors to be qualified, his name shall forthwith be entered on the Register of Members, and he shall be advised thereof.

8. A member shall cease to be such and his name shall be deleted from the Register of Members (a) upon his decease, (b) if he ceases to be qualified as above provided, (c) if in the case of an Annual Member his qualifying subscription, donation or collection is eighteen months in arrear, (d) upon his giving notice in writing sent to the Secretary at the Registered Office of the Association of his resignation, (e) upon an extraordinary resolution - the intention to move which has been intimated to him in writing twenty-one days at least before the meeting - being carried at a General Meeting (at which he will be entitled to attend and be heard on the matter) to the effect that he cease to be a member in which case he shall not be eligible again to become a member unless and until a resolution to that effect is carried at a General Meeting. Upon the occurrence of any of these events the name of the member concerned shall be deleted from the Register of Members; but the above provisions shall not affect the liability of said person as defined by the eighth paragraph of the Memorandum of Association.



9. The rights and privileges of a Member shall be personal to himself and shall not be transferable or transmissible by his act or by the operation of law.

GENERAL MEETINGS

10. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Directors shall appoint.
11. All general meetings other than the annual general meetings shall be called extraordinary general meetings.
12. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 132 of the Act.

NOTICE OF GENERAL MEETINGS

13. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of a Patron, a President, Honorary Presidents, Vice-Presidents, Directors, Treasurer and other officers in place of those retiring and the appointment of and the fixing of the remuneration of the auditors.
16. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business save as herein otherwise provided, seven members present in person shall be a quorum.
17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, and at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
18. The President, whom failing the Chairman, if any, of the board of Directors, whom failing the Vice-Chairman, whom failing a Director elected by the Directors present, shall preside as chairman at every general meeting of the Association; but it shall always be competent for the Directors to arrange for some other person whose interest has been or may be beneficial to the Association, though not a member, to take the chair and for such person to do so. Such person shall not be entitled to vote, and, in the event of the chairman's casting vote being required as hereinafter provided, it shall be exercised by the person present at the meeting who would have taken the chair had the said arrangement to the contrary not been made.



19. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
20. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.
21. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (a) by the chairman; or
 - (b) by two Directors present; or
 - (c) by at least five members present; or
 - (d) by a member or members present and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

22. Except as provided in Article 24, if a poll is duly demanded it shall be taken in such a manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
24. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
25. Subject to the provision of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.

VOTES OF MEMBERS

26. On a show of hands and upon a poll every member present shall have one vote. Votes may not be given by proxy.
27. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in mental disorder may vote by his curator bonis, tutor, judicial factor, committee, receiver or any person having the powers of a receiver or guardian appointed under the law in force in Scotland, England and Wales or Northern Ireland.

OFFICERS

28. The Patron of the Association shall be appointed by the members at the Annual General Meeting on the recommendation of the Directors.



29. Honorary Presidents of the Association, not exceeding four in number, may be appointed by the members at the Annual General Meeting on the recommendation of the Directors. The office shall be conferred in recognition of services to the Association, or interest in the work in which it is engaged.
30. The President, and Vice-Presidents not exceeding six in number, of the Association shall be appointed by the members at the Annual General Meeting on the recommendation of the Directors. They shall hold office until the next annual general meeting, but shall be eligible for re-election.
31. The Honorary Treasurer of the Association shall be appointed by the members at the Annual General Meeting on the recommendation of the Directors. He shall hold office until the next annual general meeting, but shall be eligible for re-election.
32. Every officer may retire, his office shall be vacated (otherwise than by rotation), he may be removed and his appointment cancelled, and the casual vacancy thereby caused may be filled by the Directors, all as is hereinafter provided, so far as applicable, in the case of a Director.
33. The number of Directors shall be not less than sixteen nor more than thirty-two.
34. Every Director must at the time of his appointment be a member of the Association or become a member within twenty-one days thereafter, failing which his appointment shall lapse.

BORROWING POWERS

35. The Directors may exercise all the powers of the Association to borrow money, and to pledge grant a heritable security over or charge in security of repayment any of the property or assets of the Association in such manner as may be deemed expedient.

INVESTMENT POWERS

36. Subject to the provisions of the Memorandum of Association, the Directors shall have power to invest the funds belonging to the Association as follows:
 1. in any manner mentioned in schedule 20 to the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force);
 2. in the Mortgages, Bonds, Debentures, Preference, Ordinary or Deferred Stocks or Shares of any company provided that such securities are fully paid and that there is at the time of purchase a quotation therefor on a recognised Stock Exchange;
 3. in Unit Trusts, Investment Trusts and Open-Ended Investment Companies wheresoever situate;
 4. in any other investment made for the benefit of the Association and not for the avoidance of tax.

POWERS AND DUTIES OF DIRECTORS

37. The business of the Association shall be managed by the Directors, who may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
38. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Association, for such purposes outside the United Kingdom and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such



conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
40. The Directors shall cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of officers made by, or on the recommendation of the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors;
 - (c) of all resolutions and proceedings at all meetings of the Association, and of the directors and of committees of directors;

and such minutes shall be signed by the Chairman of the meeting or by any director present thereat and appointed by the directors to sign the same in his place, or by the Chairman of the next meeting at which the said minutes shall be submitted for approval.

DISQUALIFICATION OF DIRECTORS

41. The office of Director shall be vacated if the Director:-
 - (a) ceases to be a member of the Association; or
 - (b) has an award of sequestration made against his estate or has made a trust deed for behoof of his creditors or a composition contract; or
 - (c) becomes prohibited from being a Director by reason of any order made under section 188 of the Act; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Association; or
 - (f) fails to observe the provisions of the fourth paragraph of the Memorandum of Association; or
 - (g) ceases to be a Director by virtue of section 185 of the Act; or
 - (h) is requested in writing by all his co-Directors to resign.

ROTATION OF DIRECTORS

42. At each annual general meeting one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest one-third, shall retire from office.
43. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
44. A retiring Director shall be eligible for re-election.
45. The Association at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is



expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

46. No person other than a Director retiring at the meeting shall unless recommended by the Directors be eligible for election to the office of Director at any general meeting unless, not less than fourteen nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in writing, signed by two members duly qualified to attend and vote at the meeting for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
47. The Directors shall have power at any time and from time to time to appoint any member of the Association to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
48. The Association may by ordinary resolution, of which special notice has been given in accordance with section 142 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles.
49. The Association may by ordinary resolution appoint a member of the Association in place of a Director removed from office under the immediately preceding Article. Without prejudice to the powers of the Directors under Article 47 the Association in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. The person appointed to fill such vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

50. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.
51. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be eight.
52. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Association, but for no other purpose.
53. The Directors may elect a Chairman and Vice-chairman and determine the periods for which they are to hold office; but, if no such chairman and vice-chairman are elected, or if at any meeting the chairman and vice-chairman are not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
54. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
55. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.



56. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
57. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
58. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

SECRETARY

59. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
60. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

61. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

62. The Directors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place.
 - (b) all sales and purchases of goods by the Association; and
 - (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

63. The books of account shall be kept at the registered office of the Association or subject to Section 147 (3) of the Act at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
64. Subject to any reasonable conditions, regulations, or restrictions which may from time to time be imposed by the Directors or by the Association in general meeting, the accounts and books of the Association shall be open to the inspection of members during business hours.
65. The Directors shall from time to time in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.
66. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the auditor's report shall not less than twenty-one days before the date of the meeting be sent



to every member of the Association; provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

AUDIT

67. Auditors, either honorary or otherwise, shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES

68. A notice may be given by the Association to any member, either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
69. Notice of every general meeting shall be given in manner hereinbefore authorised to:-
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them.
 - (b) the auditor for the time being of the Association.

No other person shall be entitled to receive notices of general meetings.

DISSOLUTION

70. Clause 9 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Aberdeen, 27th June 2002.

What is contained in this and the preceding nine pages is a print of the Articles of Association of the Aberdeen Association of Social Service as amended by Special Resolution passed 30th May 2002.

FIONA KENNEDY
Chairman

