

Puffin Hydrotherapy Pool

SC133596

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

PUFFIN HYDROTHERAPY POOL

GENERAL

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

WORDS

MEANINGS

The Act

The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

The Articles

These Articles of Association, and the regulations of the Association from time to time in force.

The Association

The above-named Company.

The Council

The Board of Directors for the time being of the Association.

The Office	The registered office of the Association.
The Seal	The common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.
Clear days	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The Association is established for the purposes expressed in the Memorandum of Association.
3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the Articles shall be members of the Association. No person shall be admitted as a member of the Association unless he is approved by the Council. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council require executed by him.
4. A member may at any time withdraw from the Association by giving at least seven clear days' notice to the Association. Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

5. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
6. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
7. The Council may whenever they think fit convene an Extra-ordinary 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 368 of the Act.
8. Twenty one clear days' notice in writing at the least of every Annual General Meeting and on every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under the Articles or under the Act entitled to receive such notices from the Association; but with consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
9. The accidental omission to give notice of a meeting to, or the non receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting 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 Council and of the Auditors, the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
 - 10.1. A "Virtual" attendance is one for which the Council has made arrangements, in advance of any General Meeting (whether Annual General Meeting or Extraordinary General Meeting), or meeting by the Council, to allow members of the Council to participate in the meeting by means of a conference telephone, a video conference facility or similar communications method – so long as all those participating in the meeting can hear each other; a member participating in a members' meeting in this manner shall be deemed to be present in person at the meeting.

11. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business.

Save as herein otherwise provided eight members personally present shall be a quorum.

The quorum for a General Meeting is eight members, whether present in person or “Virtually” (see para 10.1).

12. If within half an hour from the time appointed for the holding of the General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine.
13. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
14. 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
15. 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person or by proxy or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 minute book 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 that resolution. The demand for a poll may be withdrawn.
16. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be resolution of the meeting at which the poll was demanded.
17. No poll shall be demanded on the election of a Chairman of a meeting, or on any questions of adjournment.

18. In the case of an equality of votes, whether on a show or hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.
19. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
20. Subject to the provisions of the Acts a resolute in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) 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

21. Subject as hereinafter provided, every member shall have one vote.

Every member has one vote, which must be given personally or “Virtually”.

22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
24. Votes may be given on poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation by vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member.
25. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer is a corporation under its common seal, if any and, if none, then under the hand of some officer duly authorised in that behalf.
26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or

28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

19 .”

20 .”

COUNCIL OF MANAGEMENT

30. Until otherwise determined by a General Meeting, the number of members of the Council shall not be less than eight nor more than eighteen.
31. The first members of the Council shall be as named in the Statement delivered to the Registrar of Companies pursuant to Section 10 of the Act.
32. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
33. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

POWERS OF THE COUNCIL

34. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts and may be exercised and done by the Association, and as are not done by the Act or by the Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall be invalidate any prior act of the Council which would have been valid if such regulation had not been made.
35. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling p vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

36. Subject to the provisions of the Act the secretary shall be appointed by the Council for such time as such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

37. The seal of the Association shall not be affixed to any instrument except by the authority of resolution of the Council, and in the presence of at least two members of the Council and of a Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

38. The office of a member of the Council shall be vacated:-

- (a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (b) If he becomes of unsound mind.
- (c) If he ceases to be a member of the Association.
- (d) If by notice in writing to the Association he resigns his office.
- (e) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of a Company.

ROTATION OF MEMBERS OF THE COUNCIL

39. At the first Annual General Meeting and at each biennial Annual General Meeting thereafter, one-third of the members of the Council for the time being, or if their number is not multiple of three then the number nearest to one-third, shall retire from office.
40. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
41. The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless as such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put out to the meeting and lost.
42. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the

day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

43. The Association may from time to time in General Meeting increase or reduce the number of members of the Council and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.
44. In addition, and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

45. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, six shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

Unless otherwise determined, the quorum for meetings by the Council shall be six, whether present in person or "Virtually" (see para 10.1).

46. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
47. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
48. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
49. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
50. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards

discovered that there was some defect in the appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Council.

51. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meeting of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
52. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of the meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

53. The Council shall cause accounting records to be kept in accordance with the requirements of the Act.
54. The accounting records shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Association.
55. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be opened to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
56. At the Annual General Meeting in every year the Council shall in accordance with the provisions of the Act lay before the Association an income and expenditure account for the period since the last preceding accounting reference date of the Association together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not be less than twenty-one clear days before the date of the meeting at which they are to be laid, be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General Meeting in accordance with section 240 of the Act in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241(2) of the Act.

AUDIT

57. In accordance with the provisions of the Act once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
58. Auditors shall be appointed, and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated for all purposes as the Directors mentioned in those provisions.

NOTICES

59. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
60. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
61. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

DISSOLUTION

62. If upon the winding up or dissolution of the Association there remains, after the 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 transferred either to some other institution (whether or not a member of the Association) having objects similar to the objects of the Association, such institution to be determined by the member of the Association at or before the time of dissolution.

ADOPTION OF MEMORANDUM CLAUSES

63. The following paragraphs have been adopted from the Association's Memorandum of Association dated 11 July 1991.
64. This clause shall interpreted as if it incorporated an over-riding of qualification to the effect that in any case in which an activity permitted under this clause is in its nature capable of

being carried on for purposes which are not charitable or only partially so as well as for purposes which are wholly charitable, (the word "charitable" having the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re—enactment for the time being in force (which meaning shall be assigned to the word "charitable" wherever it appears in this memorandum of association) the powers of the Association under this clause in respect of the carrying on of such activity shall be deemed to be limited to the carrying on of such activity in such a manner as will not prejudice the charitable status of the Association under the statutory provisions referred to above.

Subject to that over-riding qualification, the Association's objects are:-

- (a) to provide for the welfare of disabled adults and children resident in or visiting the Highlands of Scotland by establishing and providing a hydrotherapy or therapeutic pool in Dingwall, Ross-shire and to provide all necessary equipment and personnel to maintain, run and to staff such pool.
- (b) to provide relief for persons suffering from a mental and/or physical disability or impairment through the provision of therapy within a hydrotherapy environment.
- (c) to arrange and promote lectures and demonstrations and to form classes of instruction so as to bring about a widespread and thorough knowledge of the principles which underlie the art of hydrotherapy.
- (d) To provide in the interests of social welfare, facilities for recreation and other leisure time activities available to the public at large within the Highland Region of Scotland with a view to improving their conditions of life.
- (e) To advance education by the promotion and provision of an audio-visual/training facility.
- (f) The advancement of community development (including rural regeneration).

And the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise namely:

- (A) to raise from charitable donations of all nature the funds required to purchase or lease land for the purpose of building and equipping a hydrotherapy or therapeutic pool.
- (B) to purchase, take on lease or in exchange, hire or otherwise acquire heritable or real, moveable or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (C) to sell, feu, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.

- (D) to undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
- (E) to borrow or raise money on such terms and on such security as may be thought fit.
- (F) to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought 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.
- (G) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (H) to do all such other things as are incidental to the attainment or furtherance of the said objects or any of them.
- (I) to subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body established in the United Kingdom whose objects are similar to those of the Association which by its establishing instrument prohibits the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Association.
- (J) to enter into any arrangements with any hospital, health board, medical practice or any other organisation that may seem conducive to the attainments of the Association's objects.
- (K) to control, manage, finance, any Company or Companies in which the Association has a direct or indirect financial interest, to provide secretarial, administrative technical, commercial and other services and facilities of all kinds for any such Company or Companies and to make payments and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such Company or Companies.
- (L) to promote any other Company for the purpose of acquiring the whole or any part of the property or undertaking or any of the liabilities of the Association, or of undertaking any operations which may appear likely to assist or benefit the Association or to enhance the value of any property of the Association, and to subscribe for, or otherwise acquire all or any part of the shares or securities of any such Society as aforesaid.
- (M) To sell, donate or otherwise dispose of the whole or any part of the property of the Association, either together or in portions, for such consideration as the Association may think fit, and in particular for shares, debentures, or securities of any Association purchasing the same.

- (N) to act as agents or brokers and as trustees for any person, firm or Company.
- (O) to employ and remunerate any person, firm or Company rendering services to the Association.
- (P) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Association, or to contract with any person, firm or Company to pay the same.
- (Q) to conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Association and to solicit and accept subscriptions and donations of any kind and bequests for any of the purposes of the Association.
- (R) to establish and support or aid in the establishment and support of any Charitable Trust, Association or Institution and to donate, subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Association.
- (S) to do all or any of the things or matters aforesaid in any part of the United Kingdom and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

65. The income and property of the Association shall be applied solely towards the promotion of its objects 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 members of the Association and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing herein shall prevent any payment in good faith by the Association:-

- (A) of reasonable and proper remuneration to any member, officer or servant of the Association (not a member of its Council of Management or Governing Body) for any services rendered to the Association;
- (B) of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises let by any member of the Association or of its Council of Management or Governing Body;
- (C) to any member of its Council of Management or Governing Body of out—of—pocket expenses;
- (D) to a Company of which a member of the Association or of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such Company.