



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number

143210

The Registrar of Companies for Scotland hereby certifies that

**EMPLOYERS' ASSOCIATION FOR SCOTTISH
FURTHER EDUCATION COLLEGES**

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the

12 MARCH 1993

J. HENDERSON

Registrar of Companies



Statutory Declaration of compliance with requirements on application for registration of a company

Please do not
write in
this margin

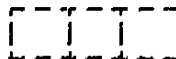
Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

For official use



Name of company

* EMPLOYERS' ASSOCIATION FOR SCOTTISH FURTHER EDUCATION COLLEGES

* insert full
name of Company

I, William Alexander Finlayson

of Bird Semple Fyfe Ireland W.S.,

Orchard Brae House, 30 Queensferry Road,

Edinburgh, EH4 2HG

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~(Solicitor engaged in the formation of the company)~~
~~(person named as director or secretary of the company in the statement delivered to the registrar under section 10(2))~~ and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at Edinburgh

Declarant to sign below

the Second day of February

One thousand nine hundred and Ninety three

before me A.S.J. Kinnear

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):

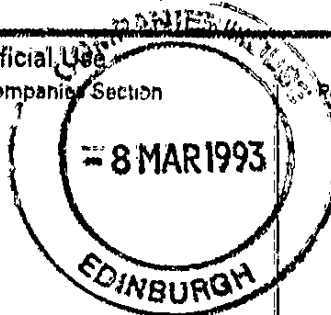
Bird Semple Fyfe Ireland W.S.
Orchard Brae House,
30 Queensferry Road,
Edinburgh, EH4 2HG

ReF: WAF/AGAW/TB

For official use

New Companies Section

Post room



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

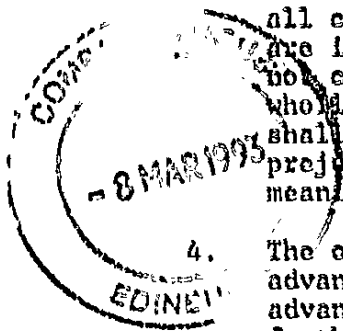
MEMORANDUM OF ASSOCIATION

of

148216

EMPLOYERS' ASSOCIATION
FOR
SCOTTISH FURTHER EDUCATION COLLEGES

1. The name of the Company (hereinafter referred to as "the Company") is "Employers' Association for Scottish Further Education Colleges".
2. The registered office of the Company will be situated in Scotland.
3. Each and every clause (including this clause) both of the Memorandum and of the Articles of Association of the Company shall be read and interpreted as if there were embodied therein an over-riding qualification to the effect that no expenditure of income by the Company shall be permitted for the purpose of carrying out any activities which are not wholly charitable within the meaning of Section 506 of the Income and Corporation Taxes Act 1988, or of any amending act or regulation thereunder (which meaning shall be ascribed to the word "charitable" wherever used in this Memorandum) and that in all cases in which activities permitted by the objects of the Company are in their nature capable of being exercised for purposes which are not charitable or only partially so, as well as for purposes which are wholly charitable, the powers contained in the objects of the Company shall be held to limit such activities to those which will not prejudice the charitable state of the Company within the statutory meaning beforementioned.
4. The objects for which the Company is established are to promote the advancement of further education for the public benefit and thereby to advance and promote the Scottish Further Education Colleges, and in furtherance of that object, but not otherwise, the Company shall have the following powers:-
 - (1) (i) to provide a forum within which representatives of college institutions in the further education sector in Scotland ("colleges") can discuss and negotiate a national framework of salaries and conditions of service for staff and employees of colleges and more generally within which they can establish a framework of industrial/employee relations for colleges;
 - (ii) to formulate policies on any matters affecting or relevant to the sector of further education in Scotland and deal with all matters ancillary or related thereto;
 - (iii) to carry on any of the activities of advisors to colleges on employment law, custom and practice, health and safety



at work, management organisation, planning and procedures, training of staff and employees, accounting practice and procedures, and all ancillary matters; to engage consultants and agents for the purpose of carrying on all or any of the foregoing activities; to make grants and other financial provision in aid of colleges which are engaged in or wish to engage in litigation which relates to salaries, terms and conditions of service, and cognate matters of employees, and to establish reserve funds and invest monies in order to facilitate the making of such grants and other financial provision; and generally to undertake and execute agencies and commissions of every description;

- (iv) to represent the sector of further education in Scotland and to conduct dealings and to liaise with the Government, any local, national or other institutions, authorities, agencies, bodies or persons, wheresoever in the world situate;
 - (v) to provide information, advice and assistance to colleges in Scotland or any of their representatives on any aspect of educational affairs, including administrative and financial matters relating to or connected with education;
 - (vi) to provide information concerning colleges in Scotland, their work, organisation and objectives, and the courses and facilities provided by them;
 - (vii) to provide a means of co-operation between the councils or governing bodies of colleges;
 - (viii) to provide a means of consultation between the chairpersons and councils or governing bodies of councils;
 - (ix) to consider and offer observations on any proposals made by Government Agencies affecting colleges;
 - (x) to consider and report on any matter which may be referred to the Company for consideration by the council or governing body of any college; and
 - (xi) to raise money from the members of the Company by way of an annual levy or subscription of such amount and payable by the members in such proportions and at such times as the Directors of the Company may determine and all such money shall be disbursed in the pursuit of the objects of the Company.
- (2) To purchase, take on lease or on exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections.
- (3) Subject to the provisions herein contained, to employ and pay officers and other persons or bodies whose services are required for carrying out any of the objects of the Company; and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and immediate dependents.

- (4) To act as a trustee and to undertake or accept any trusts or obligations which are charitable in accordance with the purposes of the Company and which may be lawfully undertaken by the Company.
- (5) To invest and deal with the monies of the Company not immediately required for its purposes in or upon such investments, securities or property or otherwise 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 (other than the provisions of the Trustee Investments (Scotland) Act 1961 which shall not apply to such investments and subject as herein provided.
- (6) Subject to such consents as may be required by law, to borrow or raise money in such manner and upon such terms as the Company shall think fit, and in particular upon the security by way of mortgage, charge, debenture or otherwise of all or any part of the property of the Company and to enter into interest rate management agreements of every kind and description as the Company shall think fit.
- (7) Subject to such consents as may be required by law, to sell, manage, develop, let, mortgage, or otherwise deal with or turn to account all or any part of the property, assets, rights and privileges of the Company.
- (8) To arrange and provide for or join in arranging and providing for the holding of conferences, training courses, exhibitions, meetings, lectures and classes.
- (9) To establish and support and aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (10) To solicit and procure by any lawful means and to take, accept and receive any subscription annuity, gift or money, property or other assets whether subject to any special trust or not, for the objects of the Company.
- (11) To transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Company not required for the purposes of the Company to any charitable body having objects similar to those of the Company.
- (12) To apply for, promote and obtain or join in applying for, promoting or obtaining any Act of Parliament, Provisional Order, Royal Charter or Licence of any authority, necessary or desirable for the furtherance or realization of any of the objects or purposes of the Company and to take all such steps and proceedings, and to do all such acts and things either alone or jointly with others, whether by opposing applications or proceedings or otherwise, as shall be necessary or expedient to protect the interests of the Company.
- (13) To federate or amalgamate with, affiliate or become affiliated to any body having objects similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of clause 5 hereof and to acquire and undertake all or any part of the assets,

liabilities and engagements of any such body, which the Company may lawfully acquire or undertake.

- (14) To promote or assist in promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company, or for the purpose of carrying on all or any activities which the Company is authorised to carry on provided that such company or companies have objects similar to those of the Company.
- (15) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company and to solicit and accept subscriptions and donations (whether of real or personal property) and legacies and bequests for any of the purposes of the Company.
- (16) To print and publish or procure to be printed and published, and to circulate or procure to be circulated (whether gratuitously or not) any newspaper, periodicals, magazines, books, pamphlets, leaflets or other documents on subjects which are within the objects of the Company.
- (17) Subject to clause 5 hereof to employ and pay architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff for the purpose of fulfilling the objects of the Company.
- (18) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (19) To open and operate bank accounts and negotiate financial instruments of every kind and description.
- (20) To do all such other lawful things as are necessary for the attainment of the above objects or purposes.

And throughout this clause the word "body" includes any association, institution or aggregate of persons, whether incorporated or unincorporated, and whether of a voluntary nature or otherwise and unless inconsistent with the context words importing the plural include the singular and vice versa.

Provided that:

- (i) In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) In case the Company shall take or hold any funds provided by or through the medium of a Crown or Government Body the Company shall only deal with or invest the same in such manner as embodied from time to time in the appropriate grant conditions and financial memoranda.
 - (iii) The objects of the Company shall not extend to the regulation of relations between workers and employees which would have the effect of making the Company a Trade Union.
- (5) The income and property of the Company 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 Company and no Member of the Company nor any of its Directors shall be appointed to any office of the Company paid by salary in money's worth from the Company provided that nothing herein shall prevent any payment in good faith by the Company:

- (i) of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
- (ii) of interest on money lent by any Member or Director of the Company at a rate not exceeding 2% less than the base lending rate prescribed for the time being by the bank appropriate to the Company or 3% whichever is the greater;
- (iii) of reasonable and proper rent for premises demised or let by any Member or Director of the Company;
- (iv) of fees, remuneration or other benefit in money or money's worth to a company of which a Member or Director of the Company may be a member for any services rendered to the Company;
- (v) to any Member or Director of the Company of reasonable out of pocket expenses;
- (vi) of premiums for the insurance of any Director or Officer of the Company against any liability as permitted by the Articles of Association of the Company.

6. The liability of the Members is limited.


7. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a Member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

8. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed among the Members of the Company in such proportions as may be mutually agreed by them PROVIDED THAT any Member of the Company which is not at the date of winding-up or dissolution of the Company entitled to relief under Section 505 of the Income and Corporation Taxes Act 1988 or any amendment thereof shall not receive any payment or distribution on winding-up or dissolution. If none of the Members of the Company as at the date of winding-up or dissolution of the Company are entitled to relief under Section 505 of the Income and Corporation Taxes Act 1988 or any amendment thereof then any property that remains after the satisfaction of all debts and liabilities shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as imposed on the Company under or by virtue of clause 5 hereof, such institution or institutions to be determined by the Members of the Company with the consent of the Secretary of State for Scotland at or before the time of dissolution, and if and so

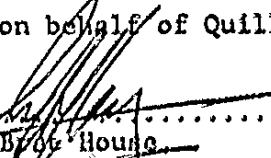
far as effect cannot be given to such provision, then to some other charitable object.

NAMES AND ADDRESSES OF SUBSCRIBERS

For and on behalf of Quill Form Limited


..... Director
Orchard Brae House,
30 Queensferry Road,
Edinburgh, EH4 2HG.

For and on behalf of Quill Serve Limited


..... Director
~~Orchard Brae House,~~
~~30 Queensferry Road,~~
~~Edinburgh EH4 2HG~~

Dated this Second day of February Nineteen hundred and ninety three.

Witness to the above signatures:-



Andrew G.A. Walker,
Trainee Solicitor,
Orchard Brae House,
30 Queensferry Road,
Edinburgh, EH4 2HG.

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

EMPLOYERS' ASSOCIATION

FOR

SCOTTISH FURTHER EDUCATION COLLEGES

163211

PRELIMINARY

1. In These Presents if not inconsistent with the subject or context the words standing in the first column of the following Table 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 Act"	The Companies Act 1985.
"the 1992 Act"	Further and Higher Education (Scotland) Act 1992.
"the Statutes"	The Act, the 1992 Act and every statutory modification, amendment or re-enactment thereof for the time being in force.
"These Presents"	These Articles of Association and the regulations of the Company from time to time in force.
"the Company"	Employers' Association for Scottish Further Education Colleges.
"the Office"	The registered office of the Company.
"the Seal"	The common seal of the Company.
"the United Kingdom"	Great Britain and Northern Ireland.
"the Board"	The Board of Directors for the time being of the Company.
"the Secretary"	The Secretary for the time being of the Company and any person appointed by the Board from time to time to perform any of the duties of the Secretary.
"Member"	Unless otherwise stated and as the context admits or requires a member of the Company.

"Principal"	The principal, director or rector, or person of equivalent status or title in overall charge as chief executive of an Institution.
"Chair"	The chairman or other duly authorised representative of the governing body (but excluding any member who is for the time being an employee or student of the relevant institution) of an Institution.
"the Register"	The register of members of the Company.
"Month"	Calendar month
"Institution"	Such institutions in the further education sector in Scotland as shall from time to time be further education colleges and other educational institutions which are or have been designated by order of the Secretary of State for Scotland as eligible to receive support from funds administered by the Scottish Office Education Department, or any successor body or bodies.
"Recognition and Procedures Agreement"	Any agreement entered into by the Company on behalf of the members with any union or other body representing employees of the Institutions in relation to emoluments and conditions of service as the same may be renewed, re-negotiated and extended from time to time.
"Year"	Calendar Year
"Body"	Any incorporated person or unincorporated association, institution or aggregate of persons, whether of a voluntary nature or otherwise, and including any country, local or other public authority.
"Qualified Majority"	The voting rights exercised by a majority comprising not less than two thirds of the members of the Board.
"In Writing"	Written or produced by any substitute for writing, including references to printing, lithography, photography, xerography and other modes of representing or reproducing words and/or figures in a visible form, or partly written or so produced.
Words importing the single number only shall include the plural number and vice versa.	
Words importing the masculine gender only shall include the feminine gender.	
Words importing persons shall include corporations.	
Reference herein to any provision of the Statutes shall be construed as a reference to such provision as modified by any statute for the time being in force.	

Save as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in These Present.

2. The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership being, persons who are eligible for membership in accordance with Article 5 (a), shall be Members of the Company.
4. Any Institution which is eligible for membership shall be admitted to membership only with the approval of a Qualified Majority.
5. (a) A person is eligible for membership of the Company if such person is an Institution and upon admission to membership shall become liable for payment to the Company of such annual levy or subscription as the Company may determine.
(b) The Board may introduce in its absolute discretion such additional qualifications for membership as it may from time to time determine and may require existing members to meet or adhere to them as a condition of continuing membership.
(c) Any person declared by the Board as eligible for membership under Article 5 (a) shall become a Member upon signing an application for membership agreeing to become a Member on the terms of the Memorandum and Articles of Association as amended from time to time.
(d) Unless otherwise provided by the Board, any Member shall cease automatically to be a Member upon such persons' ceasing to be eligible under Article 5 (a).
(e) The Board may resolve that any Member eligible under Article 5 (a) shall cease to be a Member in the event that the subscription due to the Company from that Member under Article 5 (a) is not paid within the period of time provided for by the Company for such payment.
(f) Each Institution shall have the right to nominate not more than two persons to represent it at general meetings of the Company and such persons shall consist of its Principal and Chair for the time being.
(g) The instrument nominating a representative under Article 5 (f) shall be in such written form as the Board shall from time to time prescribe and shall be under the official seal of the nominator or under the hand of some officer duly authorised in that behalf.
(h) In each year the Company in general meeting shall fix the subscription or subscriptions to be paid by each Member of the Company; Provided that the Company shall not impose a subscription on a Member which is higher than that recommended by the Board.
(i) The Board may admit as associate members of the Company such educational institutions and their funding bodies as do not

satisfy the criteria for membership set out in these presents. Associate membership shall be on such terms as the Board shall determine, save that an associate member shall not have the right to vote at any general meeting unless the Members shall otherwise decide by ordinary resolution.

- (j) Every Member of the Company shall be bound to observe and implement the terms of the Recognition and Procedures Agreement which is current from time to time. Any Member which does not observe and implement the terms of the current Recognition and Procedures Agreement or is in arrears with the payment of any annual levy or subscription may be served a default notice by the Board acting on a Qualified Majority and any defaulting Member which does not make good such default within such period as may be specified in such notice may be removed from membership of the Company by served on such Member by the Board acting on a Qualified Majority and such Member shall cease to be a Member with effect from the date specified in such notice. Any Member who ceases to be a Member by virtue of the service of a notice of termination shall remain liable for any outstanding levy or contribution but shall not be entitled to any refund in respect of any termination which takes effect during the course of a financial year.
- (k) Every Member of the Company shall be entitled to resign on giving not less than six months notice in writing to that effect to the Board. Such notice shall take effect from the date of expiry of the current Recognition and Procedures Agreement then in force and if there be no such agreement in force by the end of the financial year of the Company following the expiry of such period of notice. Every Member who resigns as aforesaid shall remain liable for any outstanding levy or contribution but shall not be entitled to any refund in respect of any payment covering any period beyond the date of resignation.

GENERAL MEETINGS

- 6. The Company 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 Board 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 Company 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.
- 7. General meetings including the annual general meeting shall be held at such time and place as may be determined by the Board. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
- 8. The Board may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on a requisition by members holding not less than ten per cent of the voting rights in the Company or by requisitions under Section 368 of the Act.
- 9. Twenty one days' notice in writing at the least of every annual general meeting and of every meeting convened to pass a special resolution, and fourteen days' notice in writing at the least of every other general meeting (exclusive in every case of both the day on

which it is served or deemed to be served and of the day for which it is given), specifying the place, the other day and the hour of 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 These Presents or under the Act entitled to receive such notices from the Company but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed in 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.

10. 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

11. 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 Board and of the auditors, the election of members of the Board in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
12. 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 two Members or 1/10th of the membership, whichever shall be the greater, personally present shall be a quorum and for the purpose of this Article a Member shall be personally present if at least one of the persons nominated as its representatives in accordance with Article 5(f) is present at the general meeting in question.
13. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on a requisition of Members, shall be dissolved. In any other case it shall stand adjourned for ten working days at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.
14. The Chairman of the Board shall preside as Chairman at every general meeting, but if there be no 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 Vice-Chairman of the Board shall preside. If the Chairman or Vice-Chairman of the Board shall not be present the Members present shall choose some other member of the Board or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some person nominated as a representative of a Member in accordance with Article 5 (f) who shall be present to preside.
15. The Chairman may, with the consent of the 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 for 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.

16. At any general meeting a resolution put to the vote or 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 (as apply on a poll) of all Members having the right to vote at the meeting and if 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 shall be final and an entry to that effect in the minute book of the Company 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. For the purpose of this Article a Member shall be present in person if at least one of the persons nominated as its representatives in accordance with Article 5 (f) is present at the general meeting in question.
17. Subject to the provisions of Article 18, 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 the resolution of the meeting at which the poll was demanded.
18. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
20. The demand for 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.
21. Subject to the provisions 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 (or being corporations by their duly authorised representatives) shall be valid and effect as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

22. Subject as hereinafter provided, every Member shall have one vote.
23. (a) Votes may be given on a show of hands or on a poll. On a show of hands a Member, being an institution, may vote by either of its duly authorised representatives nominated in accordance with Article 5 (f) and only one vote shall be counted for each Member personally present.

(b) If a poll is demanded in accordance with Article 16, the voting rights of any Member shall only be capable of exercise by one representative of such Member appointed in accordance with Article 5 (f), if only one such representative is present at the general meeting in question, or, if both such representatives of the relevant Member are present, by the unanimous decision of

both representatives with regard to a particular resolution, and in the absence of a unanimous decision as aforesaid (in respect of which the Chairman's ruling shall be final and conclusive) the voting rights of the Member in question shall be disregarded for the purpose of determining whether the particular resolution has been carried or lost.

- (c) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall have a second or casting vote.
24. The instrument appointing a proxy shall be in writing under the appointor's official seal, or under the hand of some officer duly authorised in that behalf. A proxy need not be a Member of the Company but must be a person who satisfies the requirements set out in Article 5 (f).
25. The instrument appointing a proxy and such other authority (if any) under which it is signed or a 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 date of twelve months from the date of its execution.
26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous dissolution of the Member or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the dissolution or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is issued.
27. An instrument appointing a proxy shall be in the following form, or as near thereto as circumstances admit:

"Employers' Association for Scottish Further Education Colleges

I/We _____ of
_____ a Member of the above named Company
hereby appoint(s) _____ of
_____ and failing ~~him~~/her _____ to vote for *me/us and
on *my/our behalf at the annual or extraordinary or adjourned as the
case may be general meeting of the Company to be held on
the _____ day of _____ and at any and every adjournment
thereof.

Signed this _____ day of _____ 19 _____

.....

*strike out whichever is inappropriate.

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll".

THE BOARD OF DIRECTORS

28. The Board shall comprise a maximum of ten persons, being the subscribers to the Memorandum of Association and, following their resignation, five Chairs and five Principals who shall be nominated by the subscribers to the Memorandum of Association elected by the Company in general meeting. The Board shall be liable to rotation in accordance with Articles 48-52 hereof.
29. The Board shall elect a chairman from amongst their number, being a Chair, and he shall serve as Chairman of the Company and a Vice-Chairman, being a Principal, who shall serve as Vice-Chairman of the Company.
30. The Board may from time to time and at any time appoint a new Board member either to fill a casual vacancy or by way of addition to the Board provided any 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 by postal ballot to be held in accordance with Articles 49 and 50. Save as is expressly provided in These Presents with effect from a person shall only be eligible to be appointed as a Board member if he has been validly nominated as a representative of a Member of the Company in accordance with Article 5 (f).

POWERS OF THE BOARD

31. The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these presents required to be exercised or done by the Company in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and affecting the Company and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting which invalidate any prior act of the Board which would have been valid if such regulation had not been made.
32. The Board may exercise all the powers of the Company to borrow from time to time for the purposes of the Company such sums as they think fit and may secure the repayment of any such sums by mortgage or charge upon all or any of the property or assets of the Company or otherwise as they think fit.
33. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the Members of the Company shall at any time be or be reduced in number to less than any prescribed minimum number it shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body, but not for any other purpose.

PROCEEDINGS OF THE BOARD

34. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine (subject as hereinafter provided) the quorum necessary for the transaction of business. Three (or such greater number as the Board shall from time to time determine) shall be a quorum. A member of the Board or of a committee of the Board may participate in a meeting of

the Board or a committee of the Board by means of such conference, telephone or other similar communications equipment as permit, all persons participating in the meeting to hear each other and a member of the Board participating in such a meeting by such means shall be deemed to be present at the meeting and be counted in the quorum. Questions arising at any meeting shall be decided by a majority of votes. In any case of an equality of votes, the Chairman shall have a second or casting vote.

35. The Board may establish such committees as it may from time to time determine including (i) a Negotiating Committee (Staff) consisting of equal numbers of Chairs and Principals and (ii) an Advisory Committee (Principals) consisting of Chairs to deal with the salaries and conditions of service of Principals and such other posts as are determined by the Board. The Negotiating Committee (Staff) shall deal with the salaries and conditions of service of all other members of staff. The proceedings of such committees shall be regulated by Article 39.
36. Two or more members of the Board may, and on the request of two or more members of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board.
37. The Chairman (or in his absence the Vice-Chairman of the Board shall be entitled to preside at all meetings of the Board at which he shall be present, but if no such Chairman or Vice-Chairman be elected or if at any meeting the Chairman or Vice-Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
38. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company, for the time being vested in the Board generally.
39. Any committee formed by the Board to despatch any of its business shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of These Presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. All acts and proceedings of any such committee shall be reported to the Board as soon as possible. The Board may also delegate any of their powers to one or more of its subsidiary companies for the time being provided that and for so long as such subsidiary company or companies shall be wholly owned or wholly under the control of the Company
40. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, 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 are 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 Board.

41. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Board and of committees of the Board, 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 of such proceedings without any further evidence of the facts therein stated.
42. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

SECRETARY

43. The Secretary shall be appointed by the Board for such time and upon such terms (including a full-time executive appointment as the principal executive officer of the Company) as they may think fit to act jointly with any other Secretary so appointed, and any Secretary so appointed may be removed by them. The provisions of Sections 283(1) to (3) and 284 of the Act shall apply and be observed. The Board 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

44. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two members of the Board or one member of the Board and the Secretary, and the said members or member 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 Company such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed. In accordance with the provisions of the Companies Act 1989 the Board may dispense with the use of the Seal in the formal execution of documents which may be subscribed by the Company in accordance with the provisions of the Companies Act 1989.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

45. Any corporation which is a Member of the Company may by resolution of its Council or Board of Governors (or other governing body) authorise such persons such as are specified in Article 5(f) to act as its representatives at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall, subject to These Presents, be entitled to exercise the same powers as if he were an individual Member of the Company provided always that no Member shall have more than one vote.

DISQUALIFICATION OF MEMBERS OF THE BOARD

46. The office of a Member of the Board shall be vacated:
 - (a) if a receiving order is made against him or he make any arrangements or composition with his creditors;
 - (b) if he becomes of unsound mind;

- (c) if by notice in writing to the Company he resigns his office;
- (d) if he ceases to hold office by reason of any order made under Sections 295 to 299 and Schedule 12 of the Act;
- (e) if he is removed from the office by a resolution duly passed pursuant to Sections 303 and 304 of the Act;
- (f) if at any time on or after * he ceases to satisfy the requirements for qualifications set out or referred to in Article 5(f).

ROTATION OF MEMBERS OF THE BOARD

- 47. At the second annual general meeting and at the annual general meeting to be held in every subsequent alternate year, one-half of the members of the Board for the time being, or if their number is not a multiple of five then the number nearest to one-half shall retire from office.
- 48. The members of the Board 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 or such other method as the Board may from time to time determine. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the board shall be eligible for re-election.
- 49. The Company may, at any time prior to the meeting at which a member of the Board retires in manner aforesaid, fill up the vacated office by electing by postal ballot a person thereto (who may include the retiring member if offering himself for re-election). Such postal ballot will be conducted in accordance with such rules and within such time limits as the Board shall from time to time determine by regulations.
- 50. No person not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of the Board unless within the prescribed time before the day appointed for the posting of the ballot papers to Members there shall have been given to the Secretary notice in writing, by at least two Members duly eligible to vote in the election of their 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 posting of the ballot papers to Members there shall be not fewer than four nor more than twenty-eight intervening days.
- 51. The Company may from time to time in general meeting increase or reduce the number of members of the Board, 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.
- 52. In addition and without prejudice to the provisions of Section 303 of the Act, the Company may by extraordinary resolution remove any member of the Board before the expiration of his period of office, and may by an ordinary resolution appoint another Board 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.

ACCOUNTS

53. The Board shall cause proper books of account to be kept with respect to:

- (a) all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
- (b) all sales and purchases of goods by the Company;
- (c) all assets and liabilities of the Company.

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 affairs of the Company and to explain its transactions.

54. The books of account shall be kept at the office, or, subject to Sections 221, 222 and 223 of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

55. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being members of the Board, and no Member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.

56. At the annual general meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than six months before such meeting 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 Board and the auditors, and copies of such accounts, 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, less than twenty-one clear days before the date of the meeting subject nevertheless to the provisions of Sections 240 and 246 of the Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings 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 Sections 236, 237, 241, 262 and 387(1) of the Act.

AUDIT

57. Once at least in every year the accounts of the Company shall be completed by one or more registered auditor or auditors who shall report as to whether or not the income and expenditure account and balance sheet in his/their opinion gives a true and fair view of the state of affairs of the Company.

58. Auditors shall be appointed and their duties regulated in accordance with Sections 236, 237, 241, 262, 387 and 389 of the Act, the members of the Board being treated as the directors mentioned in those Sections.

NOTICES

59. A notice may be served by the Company or 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 Company an address within the United Kingdom at which notices may be served upon such Member, 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 Company.
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 proving 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 letter.

INDEMNITY

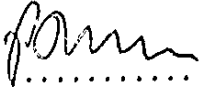
62. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled:
 - (a) every member of the Board, officer and Secretary of the Company shall be indemnified out of the funds and assets of the Company against all liabilities incurred by him as such Board member, officer or Secretary in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court;
 - (b) the Company may purchase and maintain for any such member of the Board, officer or Secretary insurance against any liability which by virtue of any rule of law would otherwise attach him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

DISSOLUTION

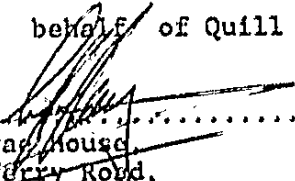
63. The provisions of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if they were repeated in These Presents.

NAMES AND ADDRESSES OF SUBSCRIBERS

For and on behalf of Quill Form Limited

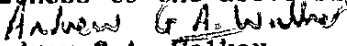

.....Director
Orchard Brae House,
30 Queensferry Road,
Edinburgh EH4 2HG.

For and on behalf of Quill Serve Limited


.....Director
Orchard Brae House,
30 Queensferry Road,
Edinburgh EH4 2HG.

Dated this Second day of February, Nineteen hundred and ninety three.

Witness to the above signatures:-


Andrew G.A. Walker,
Trainee Solicitor,
Orchard Brae House,
30 Queensferry Road,
Edinburgh EH4 2HG.



C O M P A N I E S H O U S E

10

**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

143210

CN

143210

For official use

Company name (in full)

EMPLOYERS' ASSOCIATION FOR SCOTTISH FURTHER
EDUCATION COLLEGES

Registered office of the company on
incorporation.

RO Orchard Brae House,
30 Queensferry Road,
Post town Edinburgh
County/Region Lothian
Postcode EH4 2HG

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.



Name Bird Sempie Pyte Ireland, WS.,
RA Orchard Brae House,
30 Queensferry Road,
Post town Edinburgh
County/Region Lothian
Postcode EH4 2HG

Number of continuation sheets attached



To whom should Companies House
direct any enquiries about the
information shown in this form?

Bird Sempie Pyte Ireland, WS.,
Orchard Brae House, 30 Queensferry Road,
Edinburgh Postcode EH4 2HG
Telephone 031 343 2500 Extension AGAW

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature**CS**

QUILL SERVE LIMITED

N/A

N/A

NONE

NONE

AD 249 West George Street

Post town Glasgow

County/Region Strathclyde

Postcode G2 4RB

Country Scotland

I consent to act as secretary of the company named on page 1
For and on behalf of Quill Serve Limited

Signed..... Director Date 02/02/93

CD

QUILL FORM LIMITED

N/A

N/A

NONE

NONE

AD 249 West George Street

Post town Glasgow

County/Region Strathclyde

Postcode G2 4RB

Country Scotland

DO N/ARegistered
Nationality **NA** in Scotland**OC**

Company Registration Agents

OD

None

I consent to act as director of the company named on page 1
For and on behalf of Quill Form Limited

Signed..... Director Date 02/02/93

Directors (continued)

Name *Sive/Title

CD

Forenames

QUILL SERVE LIMITED

Surname

N/A

*Honours etc

N/A

Previous forenames

NONE

Previous surname

NONE

Address

AD 219 West George Street

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Post town Glasgow

County Region Scotland

Postcode G2 1 1A

County Scotland

Registered

Date of birth

DO N/A

Nationality NA Scotland

Business occupation

OC Company Administrator Agents

Other directorships

OD None

* Voluntary details

I consent to act as director of the company named on page 1
For and on behalf of Quill Serve Limited

Consent signature

Signed... Director Date 02 02 91

Delete if the form
is signed by the
subscriber

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by an
agent on behalf of
all the subscribers

For and on behalf of Quill Form Limited

Signed... Director Date 02 02 91

For and on behalf of Quill Serve Limited

Signed... Director Date 02 02 91

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them

Signed Date

Signed Date

Signed Date

Signed Date

G

Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

30(5)(a)

Please do not write in this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

Note

This declaration should accompany the application for the registration of the company

* insert full name of company

† delete as appropriate

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

143210

Name of company

* EMPLOYERS' ASSOCIATION FOR SCOTTISH FURTHER EDUCATION COLLEGES
--

I, William Alexander Finlayson

of Bird Semple Fyfe Ireland, W.S., Orchard Brae House,

30 Queensferry Road, Edinburgh, EH4 2HG

a ~~Solicitor engaged in the formation of the above-named company~~ ~~person named as director or secretary of the above company in the statement delivered under section 10 of the above Act~~ do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at Edinburgh

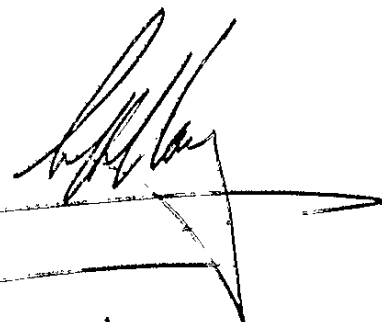
Declarant to sign below

the Twenty fourth day of February

One thousand nine hundred and ninety three

before me Russell Thomson

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths



Russell Thomson
Notary Public

Presentor's name address and reference (if any):

Bird Semple Fyfe Ireland, W.S.
Orchard Brae House,
30 Queensferry Road,
Edinburgh, EH4 2HG

Ref: WAF/AGAW

For official Use
New Companies Section

Post room



G

COMPANIES FORM No. 224

Notice of accounting reference date (to be delivered within 9 months of incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

Company number

SC 143210

Name of company

* EMPLOYERS' ASSOCIATION FOR SCOTTISH FURTHER EDUCATION
COLLEGES

* insert full name
of company

gives notice that the date on which the company's accounting reference period is to be treated as
coming to an end in each successive year is as shown below:

Important
The accounting
reference date to
be entered along-
side should be
completed as in the
following examples:

Day Month

3 1 0 3

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

± Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

Col J. Hill

Designation±

Secretary

Date

19/11/93

Presenter's name address
telephone number and reference (if any):

For official use
D.E.B.

