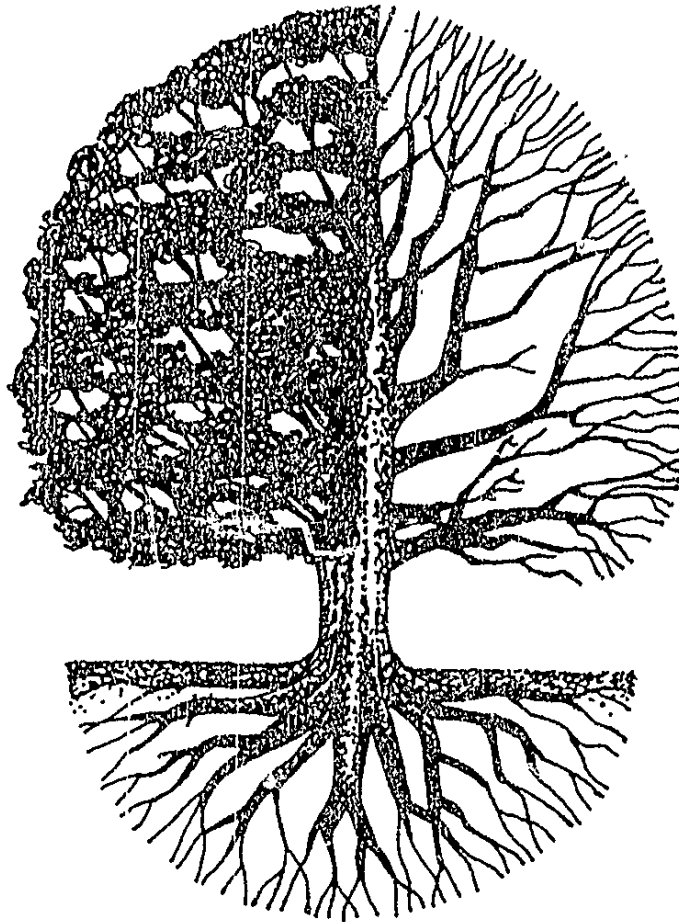


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MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
SCOTTISH ENVIRONMENTAL AND OUTDOOR EDUCATION
CENTRES ASSOCIATION LIMITED

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(Formerly - Scottish National Camps Association Limited)

MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
SCOTTISH ENVIRONMENTAL AND OUTDOOR EDUCATION
CENTRES ASSOCIATION LIMITED

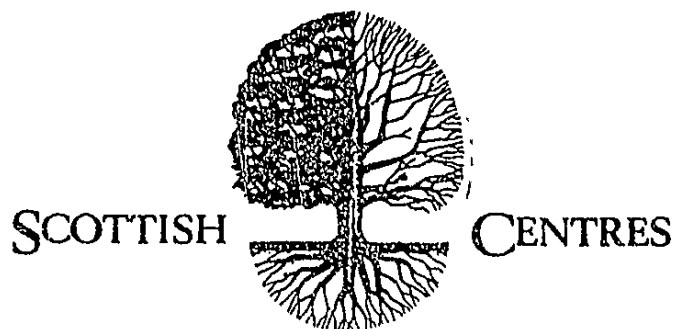
Registered in Scotland No. 24950

Head Office and Registered Address

57 MELVILLE STREET

EDINBURGH EH3 7HL

Trading as



THE COMPANIES ACT 1985

Company limited by Guarantee and not
having a Share Capital

MEMORANDUM OF ASSOCIATION

of

SCOTTISH ENVIRONMENTAL AND OUTDOOR EDUCATION
CENTRES ASSOCIATION LIMITED

(As altered by Special Resolution passed on 30th October, 1987)

- I. The name of the Company (hereinafter referred to as "the Association") is "SCOTTISH ENVIRONMENTAL AND OUTDOOR EDUCATION CENTRES ASSOCIATION LIMITED".
- II. The Registered Office of the Association will be situate in Scotland.
- III. The objects for which the Association is established are:-
 - (1) For the purpose of the social, physical and intellectual advancement of the community at large and of children and young persons in particular to own, operate, manage, administer and provide in Scotland residential centres and facilities for the purpose of promoting and furthering education and outdoor, sporting, leisure and recreational activities.
 - (2) To supply and make available, with or without charge, equipment and protective clothing to any person using any of the facilities or services provided by the Association or participating in any of the activities administered, organised, promoted or provided by the Association.
 - (3) To make and collect charges for the use of any of the facilities or services administered, organised, promoted or provided by the Association or for the participation in any of the activities administered, organised, promoted or provided by the Association, and to collect rents and income for the use of any of the residential centres owned, operated, managed, administered or provided by the Association.
 - (4) To provide residential centres for conferences, meetings and courses for the purposes of furthering the education and knowledge of adults or young persons whether organised by other persons or bodies or by the Association, and in connection therewith to administer, organise, promote and provide such amenities and facilities which will serve a beneficial purpose in connection with the requirements of the persons for whom such residential centres are provided.

- (5) To provide administration, secretarial and support facilities and services, on such terms and conditions as may be thought fit, to any company, institution, society, foundation or association formed for charitable purposes or a charitable purpose.
- (6) To produce, edit and publish, either alone or jointly with others, books, booklets, pamphlets, periodicals, brochures and other literature or publications of any description whatsoever, and to present, promote, organise, provide, manage and produce films, broadcasts, meetings, seminars, classes, courses, lectures and exhibitions and material for any of the forgoing, whether on the premises of the Association or elsewhere.
- (7) To market, promote and publicise the facilities and services provided by the Association and the activities of the Association.
- (8) To purchase, feu, rent, lease, exchange or otherwise acquire any heritable or personal property, either for the Association exclusively or jointly with any companies, associations, firms or persons, which may be deemed necessary or expedient for the purposes of the Association; to erect, maintain, alter, enlarge, fit-out and improve buildings; and to acquire any rights, servitudes, easements and privileges in relation to any lands, water or buildings.
- (9) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Association.
- (10) To invest and deal with the moneys of the Association not immediately required for the Association's purposes in or upon such investments, securities or property or in such other manner as may be thought fit.
- (11) To lend and advance money or give credit to such companies, associations, firms or persons and on such terms as may seem expedient, and in particular to any company, association, firm or person having dealings with the Association, and to give guarantees or security for any such company, association, firm or person.
- (12) To secure or guarantee the payment of any sums of money or the performance of any obligation by any company, association, firm or by any person in any way.
- (13) To borrow or raise money in such manner as the Association shall think fit, and to secure the repayment of any money borrowed by mortgage, charge, standard security or lien upon the whole or any part of the Association's property or assets (whether present or future), and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Association of any obligation or liability it may undertake.

- (14) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (15) To apply for, promote, and obtain any Act of Parliament, Provisional Order or Licence of the Department of Trade and Industry or other authority for enabling the Association to carry any of its objects into effect, or for effecting any modification of the Association's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Association's interests.
- (16) To enter into any arrangement with any government or authority (whether supreme, municipal, local, or otherwise), or any company, association, firm or person that may seem conducive to the attainment of the Association's objects or any of them, and to obtain from any such government, authority, company, association, firm or person, any charters, contracts, decrees, rights, privileges and concessions which the Association may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (17) To employ and remunerate any person or persons and, subject to Clause IV hereof, to give pensions, gratuities and charitable aid to any person who has served the Association or to the husband, wife, children or other relatives or dependents of any such person; and to form and contribute to pension and insurance funds for the benefit of any such person or of the husband, wife, children or other relatives or dependents of any such person.
- (18) To arrange, maintain and keep up insurance against any risk, loss or liability to which the Association or any of its members, officers, employees or any person using any of the facilities or services of the Association or participating in any activity administered, organised, promoted or provided by the Association may be subject.
- (19) To take any gift or bequest of property or any donation, whether subject to any special trust or not.
- (20) To make any charitable donation either in cash or property and to support, undertake and subscribe to any charitable or public object and to establish, promote, join or support any charitable association or body.
- (21) To establish and support, or aid in the establishment and support of any charitable or benevolent association or institution and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further the Association's objects.

- (22) To transfer or dispose of, with or without valuable consideration, any part of the property or assets of the Association not required for the objects of the Association to any company, institution, society, foundation or association formed for charitable purposes or a charitable purpose, provided that such company, institution, society, foundation or association is not carrying on business for profit or gain and prohibits the distribution of its income or property amongst its members to an extent at least as great as is imposed under or by virtue of Clause IV hereof.
- (23) To amalgamate with or affiliate to, take-over or otherwise acquire any company, institution, society or association having objects altogether or mainly similar to those of the Association and which prohibits the distribution of its income or property among its members to an extent at least as great as is imposed under or by virtue of Clause IV hereof.
- (24) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to the Association's objects.
- (25) To do all or any of the above things, either as principal, agent, trustee or otherwise and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (23) To do all such other things as are incidental or as the Association may think conducive to the attainment of the above objects or any of them.

IV. The income and property of the Association, whencesoever derived, shall be applied solely towards promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association. Provided that nothing herein shall prevent any payment in good faith by the Association:-

- (a) of reasonable and proper remuneration to any member, officer or employee of the Association (including a Member of the Association's Management Committee) for any services actually rendered to the Association, provided always that where a Member of the Association's Management Committee is to be appointed to a salaried office of the Association or is to be paid remuneration for any services rendered to the Association, such Member of the Association's Management Committee shall be excluded from, and shall not participate in, the consideration or determination by the Management Committee of the terms and conditions of such appointment or the amount or basis of payment of such remuneration;
- (b) of interest on money lent by any member of the Association or any Member of the Association's Management Committee at a rate per annum not exceeding two per centum more than the base rate from time to time and for the time being of The Royal Bank of Scotland plc or three per centum, whichever is

the greater;

- (c) of reasonable and proper rent for premises let to the Association by any member of the Association or any member of the Association's Management Committee;
- (d) of out-of-pocket expenses to any member of the Association or to any Member of the Association's Management Committee; and
- (e) of fees, remuneration or other benefit in money or money's worth to any company in which a Member of the Association's Management Committee is a member, provided that he shall not hold more than one-hundredth part of the capital of such company, and such member of the Association or such Member of the Association's Management Committee shall not be bound to account to the Association for any share of profits he may receive in respect of such payment.

V. The liability of members is limited.

VI. Every member of the Association undertakes to contribute to the Assets of the Association, 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 Association 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.

VII. 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 given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property to its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause IV hereof, such charitable institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

VIII. True accounts shall be kept for the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Regulations of the Association for the time being, such Accounts shall be open to the inspection of the members.

Once at least in every year the Accounts of the Association shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

P J Rose, 5 Murrayfield Gardens, Edinburgh 12, King's and Lord Treasurer's Remembrancer
J Y Walker, JP, The Manse, Innerleithen, Parish Minister
J E Hamilton, 1 Ettrick Road, Edinburgh, Parish Minister
Garnet Wilson, St. Colmes, 496 Perth Road, Dundee, Draper
Donald MacDonald, 8 Ettrick Place, Glasgow S3, Youth Organiser
J Coutts Morrison, 10 Abercromby Place, Stirling, Director of Education
George Izatt, 4D Forest Road, Townhill, Dunfermline, Retired Poultry Farmer

Dated the 31st day of December 1946.

Witness to the Signatures of the above subscribers -

ROBT W COCKBURN
16 Charlotte Square, EDINBURGH

Writer to the Signet

THE COMPANIES ACT 1985

Company limited by Guarantee and not having a
Share Capital

ARTICLES OF ASSOCIATION

of

SCOTTISH ENVIRONMENTAL AND OUTDOOR EDUCATION
CENTRES ASSOCIATION LIMITED

(as adopted by Special Resolution passed on 30 October, 1987)

P R E L I M I N A R Y

1. The Regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 shall not apply to the Association, but the following shall be the Regulations of the Association.

I N T E R P R E T A T I O N

2. In these Regulations:-
- (a) "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
 - (b) "the Articles" means the Articles of Association of the Association;
 - (c) "the Association" means Scottish Environmental and Outdoor Education Centres Association Limited;
 - (d) "clear days" in relation to the period of a 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;
 - (e) "the Council" means the members of the Association in General Meeting;
 - (f) "executed" includes any mode of execution;
 - (g) "the Management Committee" means the management committee of the Association by which the business of the Association shall, subject to the control and supervision of the Council, be managed;
 - (h) "Office" means the Registered Office of the Association;

- (i) "the Seal" means the common seal of the Association;
 - (j) "the Secretary" means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;
 - (k) "the United Kingdom" means Great Britain and Northern Ireland;
 - (l) "year" means a calendar year; and
 - (m) words importing the masculine gender shall include the feminine gender and words importing the single number only shall include the plural number and vice versa, unless the context otherwise requires.
3. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Association.

MEMBERS

4. The number of members of the Association shall not exceed thirty or such other number as may from time to time be determined by the Council.
5. (a) On the day occurring thirty days after the adoption of these Articles, all the members of the Association at that time shall be deemed to have retired as and to cease to be members of the Association and thereafter the following persons shall be members of the Association:-
- (1) two persons appointed by the Convention of Scottish Local Authorities as representatives of Regional Authorities and two persons appointed by the Convention of Scottish Local Authorities as representatives of District Authorities;
 - (2) two persons appointed by the Association of Directors of Education in Scotland.
 - (3) one person appointed by the Scottish Standing Conference of Voluntary Youth Organisations;
 - (4) one person appointed by the Educational Institute of Scotland;
 - (5) one person appointed by the Scottish Community Education Council;
 - (6) one person appointed by the Scottish Environmental Education Council;
 - (7) one person appointed by the National Association for Outdoor Education;

- (8) one person appointed by the Association of Directors of Leisure and Recreation in Scotland;
 - (9) one person appointed by the Joint Committee of Colleges of Education in Scotland;
 - (10) one person appointed by the Scottish Enterprise Initiative Network;
 - (11) one person appointed by the Scottish Field Studies Association;
 - (12) one person appointed by the Manpower Services Commission;
 - (13) one person appointed by the Scottish Sports Council;
 - (14) one person appointed by the Countryside Commission for Scotland;
 - (15) one person appointed by the Scottish Council of Independent Schools;
 - (16) one person appointed by the Association of Directors of Social Work in Scotland;
 - (17) one person appointed by the Scottish Tourist Board; and
 - (18) up to four persons elected by Ordinary Resolution by the Council, such persons to be elected by reference to their personal skills, knowledge and experience in the fields of education, finance, management and marketing.
- (b) The Council may by Ordinary Resolution determine that, as from the date of the passing of the Resolution or such later date as may be specified in the Resolution, any person, body, organisation or corporation not specified in paragraph (a) of this Regulation shall be entitled to nominate as a member or members of the Association such number of persons as shall be specified in that Resolution.
 - (c) The Council may by Ordinary Resolution determine that, as from the date of the passing of the Resolution or such later date as may be specified in the Resolution, any person, body, organisation or corporation having the right to nominate one or more persons to membership of the Association shall no longer be entitled to that right, provided always that no such Resolution shall be passed unless such person, body, organisation or corporation shall have consented in writing to the passing of the Resolution.
 - (d) Only individuals shall be appointed or elected as members of the Association.

- (e) Any appointment by any person, body, organisation or corporation of a member of the Association in terms of the Articles shall be made by a notice in writing, delivered to the Secretary at the Office, from the person, body, organisation or corporation making such appointment.
 - (f) Every member of the Association shall either sign a written consent to become a member of the Association or shall sign the Register of Members on becoming a member of the Association.
6. A member of the Association shall forthwith cease to be a member of the Association:-
- (a) if he shall resign his membership by notice in writing delivered to the Secretary at the Office;
 - (b) if he shall die;
 - (c) if he shall become of unsound mind;
 - (d) if he shall become bankrupt or insolvent or make any arrangement or composition with his creditors;
 - (e) if a receiver or judicial factor is appointed to the whole or any part of his property;
 - (f) if the person, body, organisation or corporation by whom he was appointed as a member of the Association terminates such appointment by notice in writing, delivered to the Secretary at the Office;
 - (g) if the person, body, organisation or corporation who appointed him to membership of the Association ceases to be entitled to appoint any person or persons to membership of the Association; or
 - (h) if he retires from membership of the Association in terms of the Articles.
7. (1) At each Annual General Meeting of the Association, all the members of the Association elected to membership pursuant to Regulation 5(a)(18) above shall retire as members of the Association but shall be eligible for re-election to membership at each such Annual General Meeting. Any such member of the Association shall be deemed to have been re-elected to membership of the Association at an Annual General Meeting of the Association unless at the Annual General Meeting it is resolved not to re-elect him to membership of the Association or a resolution for his re-election to membership of the Association is put to the Meeting and lost.
- (2) Each member of the Association shall cease to be a member of the Association at the first Annual General Meeting of the Association held after he has attained the age of 70 years.

8. (a) In the case of a vacancy among the appointed members of the Association, the vacancy shall be intimated by the Secretary to the person, body, organisation or corporation entitled to appoint a successor member of the Association. In the case of a vacancy which will be caused by the expiry, pursuant to paragraph (b) of this Regulation, of the normal period of tenure of office of an appointed member of the Association, the said intimation shall be made not less than three months before the date on which the vacancy shall occur. In any other case the vacancy shall be intimated as soon as may be after its occurrence. Within two months of the date of the said intimation a successor shall be appointed by the person, body, organisation or corporation entitled to make such appointment, but the successor shall not be admitted to membership of the Association until the term of membership of the Association of the person whom he succeeds has expired or, if earlier, the date on which such lastmentioned person ceases to be a member of the Association.
- (b) Any member of the Association appointed to membership by any person, body, organisation or corporation shall remain a member of the Association for a period of three years from the date on which his appointment or, as the case may be, re-appointment, to membership of the Association shall take effect, and shall be eligible for re-appointment at the expiry of any such period of three years, providing, however, that any member of the Association appointed to membership by any person, body, organisation or corporation shall be deemed to have ceased to be a member of the Association on ceasing to be a member or official of the person, body, organisation or corporation by which he was appointed to membership of the Association. This paragraph shall not apply to any member of the Association elected to membership pursuant to Regulation 5(a)(18) above.
9. The rights and privileges of a member of the Association shall be personal and shall not be transferable or transmissible by any means.

GENERAL MEETINGS

10. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year, and shall specify the Meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint.
11. The Association shall in each year hold two General Meetings of the Association in addition to the Annual General Meeting of the Association held in that year.
12. All General Meetings of the Association other than Annual General Meetings shall be called Extraordinary General Meetings.

13. The Council or the Management Committee may, whenever it thinks fit, convene an Extraordinary General Meeting of the Association, and Extraordinary General Meetings of the Association shall also be convened on such requisition or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the Council or the Management Committee capable of acting to form a quorum, any ten or more members of the Association may convene an Extraordinary General Meeting of the Association in the same manner as nearly as possible as that in which Meetings may be convened by the Council or the Management Committee.
14. An Annual General Meeting of the Association and a Meeting of the Association called for the passing of a Special Resolution shall be called by twenty one clear days' notice in writing at the least, and a Meeting of the Association other than an Annual General Meeting or a Meeting for the passing of a Special Resolution shall be called by fourteen clear days' notice in writing at the least. The notice shall specify the place, the day and the hour of the Meeting and, in the case of special business, the general nature of that business. A Meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Regulation, be deemed to have been duly called if it is so agreed:-
- (a) in the case of a meeting called as the Annual General Meeting, by all the members of the Association entitled to attend and vote thereat; and
 - (b) in the case of any other Meeting, by a majority in number of the members of the Association having the right to attend and vote at the Meeting, being a majority together holding not less than ninety five per cent of the total voting rights at that Meeting of all the members of the Association.
15. The accidental omission to give notice of any Meeting of the Association to, or the non-receipt of a notice of a Meeting of the Association by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and reports of the Management Committee and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
17. No business shall be transacted at any General Meeting unless a quorum of members of the Association is present at the time when the Meeting proceeds to business; save as herein otherwise provided, seven members of the Association present in person or by proxy shall be a quorum.

18. If within fifteen minutes from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon the requisition of members of the Association, 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 to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the members of the Association present shall be a quorum.
19. The Chairman (if any) of the Association shall preside as chairman at every General Meeting of the Association or, if there is no such Chairman or if he shall not be present within ten minutes after the time appointed for the holding of the Meeting or is unwilling to act, the members of the Association shall choose one of their own number to be chairman of the Meeting.
20. The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
21. At any General Meeting, a Resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-
- (i) the chairman; or
 - (ii) at least three members of the Association present in person or by proxy; or
 - (iii) by any member or members of the Association present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members of the Association having the right to vote at the Meeting.

Unless a poll be so demanded, a declaration by the chairman of the Meeting that a Resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the Minutes of the proceedings 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 the Resolution.

22. The demand for a poll may be withdrawn.
23. Except as provided in Regulation 24, if a poll is duly demanded it shall be taken in such manner as the chairman of the Meeting directs, and the result of the poll shall be deemed to be the Resolution of the Meeting at which the poll was demanded.

24. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the Meeting directs. The result of the poll shall be deemed to be a Resolution of the Meeting at which the poll was demanded.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
26. The demand for a poll shall not prevent the continuance of the Meeting for the transaction of any business other than the question on which the poll has been demanded.
27. Subject to the provisions of the Act, a Resolution in writing signed by all the members of the Association shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held, and may consist of several documents in the like form, each signed by one or more members of the Association.
28.
 - (1) The Council shall be at liberty to invite any person or persons, not being a member or members of the Association, to attend and speak, but not to vote, at any General Meeting of the Association.
 - (2) The Association's Chief Executive shall be entitled to attend and speak, but not to vote, at any General Meeting of the Association.
 - (3) The permanent, full-time staff of the Association shall be entitled to nominate two persons to attend and speak, but not to vote, at any General Meeting of the Association.

VOTES OF MEMBERS

29. Every member of the Association shall have one vote, both on a show of hands and on a poll.
30. On a poll, votes may be given either personally or by proxy.
31. The instrument appointing a proxy shall be in writing in common form or in any other form which the Council shall approve under the hand of the appointor or his attorney duly authorised in writing. A proxy need not be a member of the Association.
32. The instrument appointing a proxy and the power of attorney or authority, if any, under which it is executed, or a notarially certified copy of that power of attorney or authority, shall be deposited at the Office, or at such other place within the United Kingdom as is specified in the notice convening the Meeting or in any instrument of proxy sent out by the Association in relation to the Meeting, not later than forty eight hours before the time 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 later 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.

33. A vote given or poll demanded by a proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the Office or at such other place at which the instrument of proxy was duly deposited one hour at least before the commencement of the Meeting or adjourned Meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the Meeting or adjourned Meeting) the time appointed for the taking of the poll.
34. The instrument appointing a proxy shall be deemed to confer authority to demand or to join in demanding a poll.
35. 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 shall be referred to the chairman of the Meeting whose decision shall be final and conclusive.

REMUNERATION

36. The members of the Council and the Members of the Management Committee (other than the Chief Executive) shall act without remuneration, provided that the members of the Council and the Members of the Management Committee shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from Meetings of the Association or of the Management Committee or of any Committee of the Management Committee or otherwise in connection with the business of the Association.

CHAIRMAN

37. The Council may elect some person, who need not be a member of the Association, as Chairman of the Association and may determine the period for which the Chairman is to hold office. The Council may by Ordinary Resolution remove from office any Chairman so elected by it.

MANAGEMENT COMMITTEE

38. (a) Unless and until otherwise determined by Ordinary Resolution of the Council, there shall not be less than six members of the Management Committee and the number of Members of the Management Committee shall not be subject to any maximum.
- (b) The members of the Management Committee shall be:-
- (i) ex officio the Chairman of the Association;
 - (ii) ex officio the Chief Executive of the Association (who shall be entitled to attend and speak but not to vote at meetings of the Management Committee);

(iii) for so long as they remain members of the Association, those members of the Association elected pursuant to Regulation 5(a)(18) above; and

(iv) two other members of the Association.

39. The continuing members of the Management Committee may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the minimum number of members of the Management Committee, the continuing member or members of the Management Committee may act for the purpose of convening a General Meeting of the Association, but for no other purpose.
40. The Council shall be entitled by Ordinary Resolution to remove from office any member or members of the Management Committee and to appoint any person or persons as an additional member or additional members of the Management Committee.

POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

41. The business of the Association shall be managed by the Management Committee, who may exercise all such powers of the Association as are not, by the Act or by the Articles, required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Act or the Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Council, but no regulation made by the Council shall invalidate any prior act of the Management Committee which would have been valid if that regulation had not been made.
42. It shall be in the power of the Council to make such regulations and by-laws as the Council thinks fit for the exercise of the Management Committee's functions, provided that the said regulations and by-laws shall not be inconsistent with the Association's Memorandum of Association or the Articles and shall not deal with any matter which by Statute requires the passing of a Special Resolution of the Association. The Council may, in the same manner, alter and repeal the said regulations and by-laws.
43. The Management Committee may exercise all the powers of the Association to borrow money and to mortgage and charge the undertaking and property of the Association.

CHIEF EXECUTIVE AND OTHER OFFICERS

44. (1) The Council may from time to time appoint a Chief Executive who shall be the Association's Chief Administrative Officer with the title of "Director" and who shall hold office on such terms and conditions and (subject to the provisions of the Association's Memorandum of Association) for such remuneration as may be fixed by the Council. The Council may delegate to the Chief Executive such powers and duties as the Council thinks fit.

- (2) The Council may (subject to the provisions of the Association's Memorandum of Association) also appoint and in the Council's discretion remove such officers, employees and agents for permanent, temporary or special services as the Council may from time to time think fit and may determine their powers and duties and fix their salaries and emoluments and other terms and conditions of employment.

MINUTES

45. The Council shall cause Minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers of the Association;
 - (b) of the names of the members of the Association present at each General Meeting of the Association;
 - (c) of the names of the Members of the Management Committee present at each Meeting of the Management Committee or any Committee thereof; and
 - (d) of all resolutions and proceedings at all Meetings of the Association, and of the Management Committee, and of any Committee of the Management Committee.
46. The Chairman elected by the Council pursuant to Regulation 37 above shall be the chairman of the Meetings of the Management Committee, but if no such Chairman is elected or if at any Meeting of the Management Committee such Chairman is not present within fifteen minutes after the time appointed for holding the Meeting, the Members of the Management Committee present may elect one of their number to be chairman of the Meeting.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

47. Any Member of the Management Committee may, and the Secretary on the requisition of a Member of the Management Committee shall, at any time summon a meeting of the Management Committee. It shall not be necessary to give notice of a Meeting of the Management Committee to any Member of the Management Committee for the time being absent from the United Kingdom and any such Member of the Management Committee shall not be entitled to be given notice of any Meeting of the Management Committee.
48. The Management Committee may meet for the despatch of business, adjourn and otherwise regulate its Meetings as it thinks fit. Until otherwise determined by the Management Committee, the Management Committee shall meet not less than six times in each calendar year. Each Member of the Management Committee other than the Chief Executive shall have one vote. Questions arising at any Meeting of the Management Committee shall be determined by a majority of the votes of the Members of the Management Committee (other than the Chief Executive) present and, in the case of any equality of votes, the chairman of the Meeting shall have a second or casting vote.

49. The quorum of Members of the Management Committee necessary for the transaction of the business of the Management Committee may be fixed from time to time by the Council and unless so fixed shall be three.
50. A resolution in writing, signed by all the Members of the Management Committee for the time being entitled to receive notice of a Meeting of the Management Committee, shall be as valid and effective as if it had been passed at a Meeting of the Management Committee duly convened and held, and may consist of several documents in the like form each signed by one or more Members of the Management Committee.
51. The Management Committee may invite or allow any person or persons as it may consider appropriate to attend and speak, but not to vote, at any Meeting or Meetings of the Management Committee.
52. A Member of the Management Committee shall not vote in respect of any contract in which he is interested or any matter arising thereout and, if he does so vote, his vote shall not be counted.
53. The office of a Member of the Management Committee shall forthwith be vacated:-
- (a) if he resigns his office by notice in writing delivered to the Secretary at the Office; or
 - (b) if he is removed from office by resolution passed by the Association pursuant to Section 303 of the Act; or
 - (c) if he shall become of unsound mind; or
 - (d) if he shall become bankrupt or insolvent or makes any arrangement or composition with his creditors; or
 - (e) if a receiver or judicial factor is appointed to the whole or any part of his property; or
 - (f) if he is prohibited by law from being a Member of the Management Committee or ceases to hold office by virtue of any provisions of the Act; or
 - (g) if being an ex officio Member of the Management Committee he ceases to hold the office by virtue of which he is a Member of the Management Committee; or
 - (h) if, other than in the case of the Chief Executive, he accepts remuneration in contravention of Clause IV of the Association's Memorandum Association; or
 - (i) if he is absent from the Meetings of the Management Committee to which he is entitled to be summoned throughout a period of six months without giving an explanation satisfactory to the Management Committee.

54. All acts done by the Management Committee or by any Committee of the Management Committee or by any person acting as a Member of the Management Committee or of any such Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Member of the Management Committee or any person acting as aforesaid or that any Member of the Management Committee or of the relevant Committee of the Management Committee was disqualified, be as valid as if every Member of the Management Committee or every such person had been duly appointed.

SUB COMMITTEES

55. The Management Committee may delegate any of its powers to a Committee or Committees consisting of such persons (whether or not being Members of the Management Committee) as the Management Committee shall determine. Any Committee so formed shall in the exercise of the powers delegated to it conform to any regulations that may be imposed upon it by the Management Committee and shall report and be responsible to the Management Committee.
56. Any Committee of the Management Committee whose chairman has not been nominated by the Management Committee shall elect a chairman of its Meetings; if no such chairman is elected, or if at any Meeting the chairman is not present within ten minutes after the time appointed for holding the Meeting, the Members of the Committee present shall elect one of their number to be chairman of the Meeting. A Committee shall (subject to the rules and regulations in accordance with which the Committee is established) meet and adjourn as it thinks proper.
57. Each Member of a Committee of the Management Committee shall have one vote. Questions arising at any Meeting of a Committee of the Management Committee shall be determined by a majority of votes of the Members of the Committee present, and in the case of an equality of votes the chairman of the Meeting shall have a second or casting vote.
58. A resolution in writing, signed by all the Members of a Committee of the Management Committee entitled to receive notice of a Meeting of that Committee, shall be as valid and effective as if it had been passed at a Meeting of that Committee duly convened and held, and may consist of several documents in the like form each signed by one or more Member of that Committee.
59. A Committee of the Management Committee may (unless the Management Committee shall otherwise determine) invite or allow such person or persons as the Committee may consider appropriate to attend and speak, but not to vote, at any Meeting or Meetings of the Committee.

SECRETARY

60. Subject to the provisions of the Act, the Secretary shall be appointed by the Council for such term and (subject to the Association's

Memorandum of Association) at such remuneration and upon such conditions as the Council thinks fit; and any Secretary so appointed may be removed by the Council.

61. A provision of the Act or of the Articles requiring or authorising a thing to be done by or to a Member of the Management Committee and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Member of the Management Committee and as the Secretary.

THE SEAL

62. The Seal shall only be used by the authority of the Management Committee or of a Committee of the Management Committee authorised by the Management Committee. The Management Committee may determine who shall sign any instrument to which the Seal is affixed and, unless otherwise so determined, any such instrument shall be signed by a Member of the Management Committee and by the Secretary or by a second member of the Management Committee.

ACCOUNTS

63. The Management Committee shall cause accounting records to be kept by the Association in accordance with Section 221 of the Act.
64. The accounting records shall be kept at the Office or, subject to Section 222 of the Act, at such other place or places as the Management Committee may think fit, and shall always be open to the inspection of any member of the Association.
65. The Management Committee shall from time to time in accordance with the Act cause to be prepared and to be laid before the Association in General Meeting an income and expenditure account, a balance sheet and report of the Management Committee and a report of the Association's Auditors on such account and balance sheet. The Auditors' report shall be laid before the General Meeting as required by the Act.
66. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditors' report and a copy of the report of the Management Committee, shall, not less than twenty one clear days before the date of the Meeting, be sent to all persons entitled to receive notice of General Meetings of the Association; provided that this Regulation shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

AUDIT

67. Auditors of the Association shall be appointed and their duties regulated in accordance with the Act.

NOTICES

68. A notice may be served by the Association upon any member of the

Association either personally or by sending it through the post in a pre-paid letter, properly addressed to such member at his registered address as appearing in the Association's Register of Members.

69. Any person described in the Association's Register of Members by an address not within the United Kingdom, who shall from time to time give to 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; save as aforesaid, only members of the Association described in the Association's Register of Members by an address within the United Kingdom shall be entitled to receive any notice from the Association. Where a notice is sent by post, service of the notice shall be deemed to be effected, in the case of a notice of a Meeting at the expiration of twenty four hours after the letter containing the same is posted, and in any other case at the time which the letter would be delivered in the ordinary course of post.
70. Notice of every General Meeting of the Association shall be given in any manner hereinbefore authorised to:-
- (a) every member of the Association except those members of the Association who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
 - (b) every Member of the Management Committee; and
 - (c) the Auditors for the time being of the Association.

No other person shall be entitled to receive notice of any General Meeting of the Association.

INDEMNITY

71. Every Member of the Council, every Member of the Management Committee and of every Committee of the Management Committee, the Chief Executive, the Secretary and any Agent, Auditor and other officer from time to time and for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement 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.

DISSOLUTION

72. The provisions of Clause VII of the Association's Memorandum of Association relating to the winding-up and dissolution of the Association shall have effect and be observed as if the same were repeated in the Articles.

57 Melville Street
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