

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

THE SCOTTISH INSTITUTE OF HUMAN RELATIONS LIMITED

GENERAL

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

WORDS

MEANINGS

The Act

The Companies Act 1985

The 1989 Act

The Companies Act 1989

These presents

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

The Company

The above named Company.

The Council

The Council of Management for the time being of the Company.

The Office

The registered office of the Company.

In writing

Written, typewritten, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number and vice versa:

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The Company is established for the purposes expressed in the Memorandum of Association.
3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to Membership shall be Members of the Company.
4. Any person or corporate body or institution who desires to be admitted to Membership of the Company must sign and deliver to the Company an application for admission, framed in such terms as the Council may require and shall be admitted to Membership on application unless the Chairman or acting Chairman shall within six weeks of such person or corporate body or institution applying for Membership decide that in his view the admission of the applicant to Membership would be prejudicial to the interests of the Company, which decision shall be reported to the next following meeting of the Council for ratification or otherwise. The Council shall have full discretion as to the admission or non-admission of any person to Membership and shall not be bound to assign any reason for non-admission of any person to such Membership. All Members must signify their agreement with the objects and aims of the Company.
5. A Member shall cease to be a Member of the Company in any of the following circumstances:
 - (a) if by notice in writing lodged at the Office he resigns from Membership, or
 - (b) if he is removed from Membership by a resolution of the Council passed by a majority of three-fourths of the votes cast upon such resolution at a meeting specially convened to consider such resolution.

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 Council and shall specify the meeting as such in the notices calling it.
7. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
8. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions as provided by Section 368 of the Act.

9. Twenty-one days' notice in writing at least of every Annual General Meeting and of every general meeting convened to pass a Special Resolution, and fourteen days notice in writing at least of every other general meeting (exclusive in every case both of 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 date 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 by the Act in the case of general meetings other than Annual General Meetings, a general meeting may be convened by such notice as those Members may think fit.
10. The accidental omission to give notice of a general 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 general meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. 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 shall be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
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 fifteen Members personally present shall be a quorum.
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 the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or at such other time and place as the Council may determine, and if at such adjourned meeting a quorum is not present within the time appointed for holding a meeting, the Members present shall be a quorum.
14. The Chairman (if any) of the Council shall preside as Chairman at every general meeting, but if there be no such Chairman, or if at any general meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the Chair, they shall choose some Member of the Company who shall be present to preside.

15. The presiding Chairman may, with the consent of any general 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 any meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
16. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the presiding Chairman or by whichever is the greater of three Members present in person or by proxy representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the presiding Chairman that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the 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.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the presiding Chairman shall be entitled to a second or casting vote.
18. 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.
19. 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 as valid and effective as if the same has been passed at a general meeting duly convened and held.

VOTES OF MEMBERS

20. Subject as hereinafter provided, every member shall have one vote.
21. No Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his Membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another Member, at any general meeting.
22. Votes may be given on a poll either personally or by proxy.

CORPORATION ACTING BY REPRESENTATIVES AT MEETING

23. Any Corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any general meeting of the Company and the person so authorised shall be entitled to exercise the same powers on its behalf as if it were an individual Member of the Company.

COUNCIL OF MANAGEMENT

24. The Council shall consist of the Directors of the Company who shall comprise (a) elected members who shall not exceed ten in number (b) Secretary of the Company ex officio and (c) such persons who are not members of the Company, not exceeding three in number, as may be invited in terms of Article 25 hereof.
25. The Council may from time to time and at any time appoint a member of the Company as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the maximum number of elected Council members is not exceeded in terms of Article 24 hereof. Any member so appointed may in any event be removed at any time by a majority of the Council members.
26. The Council will elect a Chairman from the Council Members at the first meeting of the Council after each Annual General Meeting.
27. No member of the Council shall receive any remuneration for his services in the capacity of Council member, but Council members shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee thereof or General Meetings of or otherwise on the business of the Company.

POWERS OF THE COUNCIL

28. The business of the Company shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do 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, but no regulation made by the

Company in general meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

29. The Council may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debts, liabilities or obligations of the Company.
30. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Council from time to time by resolution may determine: and in the absence of such resolution by two of the Directors or by one of the Directors and the Secretary of the Company for the time being,
31. Any member of the Council who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Council in accordance with the provisions of Section 317 of the Act.
32. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents. It shall be lawful for them to act as the Council for the purpose of admitting persons to Membership of the Company, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

ACCOUNTANT

33. The Council may from time to time appoint an Accountant to conduct the financial business of the Company under the direction of the Council and to carry out such other duties as shall be delegated to him by the Council. The Council shall employ such Accountant on such terms and conditions and may pay him such remuneration as they shall think fit.

SECRETARY

34. The Council shall from time to time appoint a Secretary at such remuneration and upon such terms and conditions as they think fit and any Secretary so appointed may be removed by them.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

35. The office of a member of the Council shall be vacated:
 - (a) if he becomes notour bankrupt or makes any arrangement or composition with his creditors

- (b) if he becomes of unsound mind
- (c) if he ceases to be a Member of the Company (unless he has been co-opted)
- (d) if by notice in writing to the Company he resigns office;
- (e) if he is removed from office by a resolution duly passed pursuant to Section 303 of the Act;
- (f) if he is removed from office by a resolution of the Council passed by a majority of not less than three fourths of the Council members present at the time such resolution is passed, provided that not less than fourteen days notice of any such resolution shall have been given to all members of the Council.

ROTATION OF MEMBERS OF THE COUNCIL

- 36. At each Annual General Meeting one third of the elected members of the Council for the time being or if their number is not a multiple of three, the number nearest to one third, shall retire from office. A member of the Council retiring shall retain office until the close or adjournment of the meeting.
- 37. A retiring member of the Council shall retain his office until the dissolution or adjournment of the meeting at which his succession is elected or until it is determined not to fill his place.
- 38. The members of the council to retire in every year shall be those who have been longest in office since their last election or appointment but as between persons who became or were last re-elected members of the Council on the same day those who retire shall (unless they otherwise agree amongst themselves) be determined by lot. A retiring member of the Council shall be eligible for re-election.
- 39. The Company shall, at the meeting at which any members of the Council retire in manner aforesaid, fill up the vacated office of each member by electing a person thereto, unless at such meeting it shall be determined to reduce the number of members of the Council.
- 40. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be

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

41. The Company may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

PROCEEDINGS OF THE COUNCIL

42. Subject as hereinafter provided the Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined seven shall be a quorum of which four must be members of the Company. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
43. On the request of a member of the Council the Secretary shall at any time summon a meeting of the Council by notice (stating the time and place of such Meeting) served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting. Any accidental omission or defect in any such notice or any accidental failure to give such notice to any member of the Council entitled thereto shall not invalidate any of the proceedings at such meetings so long as a quorum is present thereat.
44. The Chairman of the Council or in his absence one of the Directors shall preside at all general meetings and meetings of the Council.
45. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Council generally.
46. The Council may delegate any of their powers to committees consisting of such member or members of the Council and such other persons whether or not members of the Council or of the Company as they think fit and any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Council. The Chairman of each committee shall be ex officio a member of the Council. The meetings and proceedings of any such committee shall be governed by the provisions of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. No committee shall have power to bind the Company without the prior approval of the Council.
47. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council shall notwithstanding it be afterwards discovered that there

was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

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

HONORARY OFFICERS

50. The Council may from time to time appoint such honorary officers of the Company as the Council may think fit who will primarily assist the Company in charitable purposed or appeals from time to time conducted or undertaken by the Company. Any person may be so appointed whether or not he is also a member of the Company or of the Council. No remuneration (except by way of out-of-pocket expenses, if any) shall be paid to any person appointed in respect of such honorary office. Save as aforesaid every such appointment shall be for such period and on such terms as the Council shall think fit.

ACCOUNTS

51. The Council shall cause proper books of accounts 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 expenditures take place;
 - (b) all sales and purchases of goods by the Company;
 - (c) the 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.

52. The books of account shall be kept at the Office, or, subject to Section 222 of the Act, at such other place or places as the Council shall think fit, and always shall be open to the inspection of the members of the Council.
53. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open for the inspection of Members.
54. At the Annual General Meeting in every year the Council 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 (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 be sent to the Auditors and to all other persons entitled to receive notice of general meetings in the manner in which notices are hereinafter directed to be served. The Auditors' Report shall comply with section 235 to 237 of the Act.

AUDIT

55. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by an auditor eligible under Sections 24 to 54 of the 1989 Act.
56. Auditors shall be appointed and their duties regulated in accordance with the relevant provisions of the Act, the members of the Council being treated as the directors mentioned in those provisions.

NOTICES

57. A notice may be served by the Company 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 if Members.
58. 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.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

THE SCOTTISH INSTITUTE OF HUMAN RELATIONS LIMITED

- I. The name of the Company (hereinafter called “the Company”) is The Scottish Institute of Human Relations Limited.
- II. The Registered Office of the Company will be situate in Scotland.
- III. “The objects for which the Company is established are:-
(First) The advancement of education for the public benefit; and
(Two) The preservation and protection of the physical and mental health of the general public in Scotland by:
(a) the promotion and encouragement of study and research of human relations and of the influence of the environment in all its aspects on the development and functioning of human personality and the subsequent dissemination of the useful results of such study and research to the public;
(b) conducting advanced professional studies in or for any branches of the aforesaid subjects;
(c) undertaking and promoting at an advanced professional level the study of human relationships in conditions of well-being, conflict or breakdown within the family, work group and others areas of society generally; and
(d) publishing and making known the results of the studies undertaken and to educate students therein and in so doing to carry out the purpose of a Trust entitled “The Scottish Institute of Human Relations”, to conform to Trust Deed dated fourteenth and Eighteenth and registered in the Books of Counsel and Session on Twenty first all days of July Nineteen hundred and seventy one.”
- IV. For the purposes of furthering the attainment of all or any of the above mentioned objects, the Company shall have, and may exercise all or any of, the following powers:-

- (a) To engage, train, retrain, or employ such persons as it may be expedient to engage, train, retrain or employ in connection with the objects of the Company and to pay reasonable and proper fees for their services. To employ skilled professional or technical advisers or workers for the carrying out of the foregoing objects and to remunerate them as maybe expedient.
- (b) To purchase, take on lease or exchange, hire or otherwise acquire any heritable or moveable property and any rights or privileges which the Company may think necessary for promotion of its objects and to construct, repair, renovate, decorate, maintain and/or alter any building or erection necessary for use in connection with the Company's work.
- (c) To found and maintain and endow scholarships and the like for the instruction of persons being trained or employed by the Company.
- (d) To arrange lectures and to publish pamphlets, books, journals and other publications relating to the work of the Company.
- (e) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company, to apply to the Government, public bodies, local authorities, and other councils, corporations, companies or persons for and to receive grants of money, and to solicit and accept subscriptions and donations (whether of heritable or moveable property) and legacies and bequests and endowments for any of the purposes of the Company and to manage and administer the same as part of the capital and assets of the Company.
- (f) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects.

- (g) To undertake and execute any charitable trust which may lawfully be undertaken by the Company and maybe conducive to any of the objects of the Company.
- (h) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit, and for the purpose of promoting the primary objects of the Company to co-operate with manufacturers, industrialists, dealers and other traders and organisations and with the press and other sources of publicity.
- (i) To invest the moneys of the Company not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may from the time being be imposed or required by law and subject also as hereinafter provided.
- (j) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the principal objects of the Company.
- (k) To do all such other things as are incidental or conducive to the attainment of the principal objects of the Company or of any of them.

Provided that: -

- (i) In case the Company shall take or hold property which may be subject to any trust, the Company, shall only deal with or invest the same in such manner as allowed by law, having regard to such trust.

- (ii) The objects of the Company shall not extend to the regulation of relations between employers and workers or organisations of employers and organisations of workers and the Company shall not support with its fund any object or endeavour to impose on or procure to be observed by its members any regulation, restriction or condition which if any object of the Company, would make it a Trade Union.
 - (iii) In case the Company shall take or hold any property subject to the jurisdiction of any competent charitable authority the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would have been as such Council of Management or Governing Body if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Court of Session or any court of competent jurisdiction or other authority having jurisdiction in the matter but the Council of Management or Governing Body shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.
- V. The income and property of the Company, whencesoever derived shall be applied solely towards the promotion of the objects of the Company 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 /

of profit to the members of the Company and no member of its Council of Management or Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or moneys' worth from the Company.

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

- (a) Of reasonable and proper remuneration to any Member, officer or servant of the Company (not being a member of its Council or Management or Governing Body) for any services rendered to the Company;
- (b) To any member of its Council of Management or Governing Body of out of pocket expenses;
- (c) Of reasonable and proper rent for premises let by any Member of the Company or of its Council of Management or Governing Body;
- (d) Of fees, remuneration or other benefit in money or moneys' worth to a company of which a member of the Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of that company.

VI. The liability of the members is limited.

VII. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member, or within one year after he ceased to be a Member for payment of the debts and liabilities of the Company/

Company contracted before be ceased to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ONE POUND (£1).

- VIII. If after 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 not be paid to or distributed among the members of the Company but shall be given or transferred to some 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 is imposed on the Company under or by virtue of Clause V hereof, such institution or institutions to be determined by the Members of the Company 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 objects.
- IX. True accounts shall be kept of all sums of money received and expended by the Company 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 Company 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 Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

WE,/

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

Dated the _____ day of _____ 199 .

Witness to the above Signatures:-