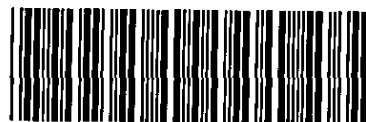


SC 238297

THE COMPANIES ACT 1985 (AS AMENDED)
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
MEMORANDUM and ARTICLES of
ASSOCIATION
of
THE AGED CHRISTIAN FRIEND SOCIETY OF SCOTLAND

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THE COMPANIES ACT 1985 (AS AMENDED)
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

of

THE AGED CHRISTIAN FRIEND SOCIETY OF SCOTLAND

1. The company's name is "THE AGED CHRISTIAN FRIEND SOCIETY OF SCOTLAND".
2. The company's registered office is to be situated in Scotland.
3. The company's objects are of a charitable nature beneficial to the community in relieving the needs of the elderly by supporting men and women who are resident in Scotland and are 65 years of age or over through the provision of sheltered accommodation and other facilities for the care of, and the payment of annual pensions to such individuals

In pursuance of those objects (but not otherwise), the company shall have the following powers:

- (a) To acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as the Aged Christian Friend Society of Scotland.
- (b) To provide, maintain and administer sheltered housing and all related care facilities and to make payment of pensions to approved applicants of such sum as may from time to time be decided upon and with or without the assistance of a contribution from sponsors.
- (c) To carry on any other activities which further any of the above objects.
- (d) To promote companies whose activities may further any of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- (e) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.
- (f) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- (g) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.

(h) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.

(i) To permit the property of the company or any part thereof to be used for any of the above objects by such organisations or persons as the company may determine free of rent but subject to payment of such sums (if any) as the Directors of the company may require in respect of and incidental to the maintenance and use thereof and otherwise upon such terms as are agreed, or to be used otherwise than for any of the above objects subject to payment sufficient at least to defray the expenses in respect of and incidental to the use;

(j) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.

(k) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.

(l) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff; ex-members of staff and their dependants.

(m) To engage such consultants and advisers as are considered appropriate from time to time.

(n) To effect insurance of all kinds (which may include officers' liability insurance).

(o) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).

(p) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering any of the above objects.

(q) To establish and/or support any other charitable body, and to make charitable donations or grants or similar disbursements either in cash or assets for the furtherance of any of the above objects.

(r) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.

(s) To carry on trade in so far as either the trade is exercised in the course of the actual carrying out of any of the above objects, or is ancillary to the carrying out of the said objects;

(t) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

(u) To oppose, or object to, any application or proceedings which may prejudice the company's interests.

(v) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company,

and to enter into any arrangement for co-operation or mutual assistance with any charitable body.

(w) To do anything which may be incidental or conducive to the furtherance of any of the above objects;

And it is declared that

(i) in this clause, "property" means any property, heritable or moveable, wherever situated

(ii) in this clause, and throughout this memorandum of association, the word "charitable" shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.

4. (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3).

(b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.

(c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.

(d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

5. The liability of the members is limited.

6. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7 (a) If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company; that property shall instead be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the company and whose memorandum contains provisions which shall prohibit the distribution of its or their income or property among its or their Members to an extent at least as great as imposed on the company under or by virtue of Clause 4 hereof.

(b) The body or bodies to which property is transferred under paragraph (a) shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time.

(c) To the extent that effect cannot be given to the provisions of paragraphs (a) and (b) of this clause 7, the relevant property shall be applied to some other charitable object or objects.

8. Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

Names and addresses of subscribers

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

THE AGED CHRISTIAN FRIEND SOCIETY OF SCOTLAND

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General structure

The structure of the company consists of:

(a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Companies Acts; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves

(b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

Qualifications for membership

2. The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 3 to 7. There shall be no maximum number of members, and the minimum number of members shall be one.
3. Subject to article 4, membership shall be open to any individual, association or corporate body supporting the aims and objects of the company.
4. Employees of the company or tenants or occupiers of any sheltered housing scheme owned or administered by the company shall not be eligible for membership and a person who becomes an employee of the company or such a tenant or occupier after admission to membership shall automatically cease to be a member.

Application for membership

5. Any person who wishes to become a member must sign, and lodge with the company, a written application for membership.
6. The directors shall have sole discretion as to the admission of any person to membership.
7. The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

Membership subscription

8. Members shall not be required to pay subscriptions.

Register of members

9. The directors shall maintain a register of members, setting out the full name and address each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

10. Any Member may withdraw from Membership by giving 2 months' notice in writing to the Secretary of the Company (subject to the provisions of Section 74 of the Insolvency Act 1986) provided that no Member may withdraw from Membership if as a consequence thereof the Company will cease to have any Members.

Expulsion from membership

11. Any person may be expelled from membership by special resolution (see article 24), providing the following procedures have been observed:

- (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
- (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/transfer

- 12. Membership shall cease on death.
- 13. A member may not transfer his/her membership to any other person.

General meetings (meetings of members)

14. The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.

15. Not more than 15 months shall elapse between one annual general meeting and the next.

16. The business of each annual general meeting shall include:

- (a) a report by the chair on the activities of the company
- (b) consideration of the annual accounts of the company
- (c) the election/re-election of directors, as referred to in articles 37 to 39
- (d) the appointment of auditors.

17. The directors may convene an extraordinary general meeting at any time.

18. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A of the Act). Any requisition by members must be signed by a minimum of 10 percent of the membership or by 5 members if less.

Notice of general meetings

19. At least 21 clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 24) or a resolution requiring special notice under

the Act, is to be proposed; all other extraordinary general meetings shall be called by at least 14 clear days' notice

20. The reference to "clear days" in article 19 shall be taken to mean that, in calculating the period of notice; the day after the notice is posted, and also the day of the meeting, should be excluded.

21. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 24) or a resolution requiring special notice under the Act is to be proposed, shall also state that fact, giving the exact terms of the resolution.

22. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.

23. Notice of every general meeting shall be given to all the members and directors, and (if there are auditors in office at the time) to the auditors. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Special resolutions and ordinary resolutions

24. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 19 to 23; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

25. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,

(a) to alter its name

(b) to alter its memorandum of association with respect to the company's objects

(c) to alter any provision of these articles or adopt new articles of association.

26. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the chairperson's casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 19 to 23.

Procedure at general meetings

27. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 5 members, present in person. If there are for any reason less than five Members

of the Company at the relevant time, those who are at that time Members of the Company and present in person and entitled to vote on the business to be transacted shall be a quorum, provided the number of members so present exceeds one half of the total number of members at that time.

28. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

29. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

30. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.

31. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.

32. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

33. The directors may, at their discretion, allow any person (including, for the avoidance of doubt, persons who are not members or directors of the company) whom they reasonably consider appropriate to attend and speak at any general meeting; for the avoidance of doubt any such person who is invited to attend a general meeting but who is not a member or director shall not be entitled to vote.

34. (a) A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

(b) If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum number of directors

35. The maximum number of directors shall be 20.

Eligibility

36. A person shall not be eligible for election/appointment as a director unless he/she is a member of the company.

Election, retiral, re-election

37. At each annual general meeting, the members may (subject to article 35) elect any member (providing he/she is willing to act) to be a director.

38. The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to article 35).

39. (a) At each annual general meeting:

(i) any director appointed under article 38 during the period since the preceding annual general meeting shall retire from office; and

(ii) out of the remaining directors, one third (to the nearest round number) shall retire from office.

(b) The directors to retire under paragraph (a) (ii) of this article shall be determined by rotation..

(c) Any director who retires from office under article 39(a)(i) or 39(a)(ii) shall be eligible for re-election at the annual general meeting at which he/she retired.

Termination of office

40. A director shall automatically vacate office if:-

(a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;

(b) he/she becomes debarred under any statutory provision from being involved in the administration or management of a charity;

(c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;

(d) he/she ceases to be a member of the company;

(e) he/she becomes an employee of the company;

(f) he/she resigns office by notice to the company;

(g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office,

(h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act; or

(i) he/she becomes a tenant or occupier of any sheltered housing scheme owned or administered by the company.

Register of directors

41. The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

Office bearers

42. The directors shall elect from among themselves a chair, vice-chair and a treasurer, and such other office bearers (if any) as they consider appropriate.

43. Any office bearer elected in accordance with article 42 shall serve for a period of three years after which period such office bearer shall cease to hold that office, but will be eligible to be re-appointed for further terms of three years.

44. A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

Powers of directors

45. Subject to the provisions of the Act, the memorandum of association and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.

46. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

47. A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 58) from voting on the question of whether or not the company should enter into that arrangement.

48. For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or by limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of section 317 of the Act), has a personal interest in that arrangement.

49. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the company should enter into the relevant arrangement - a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 48) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

50. No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director.

51. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at directors' meetings

52. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.

53. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

54. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be 3.

55. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.

56. Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the vice-chair (if willing to do so) will preside as chairperson in the chair's absence, but if the vice-chair is absent or unwilling to so preside, the directors present shall elect from among themselves the person who will preside as chairperson of the meeting.

57. The directors may, at their discretion, allow any person (including, for the avoidance of doubt, persons who are not members or directors of the company) whom they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting but who is not a director shall not be entitled to vote.

58. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.

59. For the purposes of article 58, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

60. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

61. The company may, by ordinary resolution, suspend or relax to any extent - either generally or in relation to any particular matter - the provisions of articles 58 to 60.

Delegation to sub-committees

62. The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate.

63. Any delegation of powers under article 62 may be made subject to such conditions as the directors may impose and may be revoked or altered.

64. The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

65. Where the company secretary is a corporation or a partnership their usual signatories shall be acceptable in relation to all operations on the bank and building society accounts held by the company. Where the company secretary is an individual the directors may require that there shall be two signatories one of them being a director.

Secretary

66. The company secretary shall be appointed by the directors for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the company secretary may be removed by them at any time. A corporation or a partnership may be appointed as company secretary.

Minutes

67. The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

68. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

69. The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

70. No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

Notices

71. Any notice which requires to be given to a member under these articles shall be in writing; such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company.

72. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

Winding-up

73. Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect as if its provisions were repeated in these Articles.

Indemnity

74. Subject to s310 of the Act, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.

75. The indemnity contained in article 74 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled.

Interpretation

76. In these articles "the Act" means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.

77. Reference in these articles to the singular shall be deemed to include the plural and vice versa.

Names and addresses of subscribers