THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
Aberdeen Council of Voluntary Organisations

INTERPRETATION

1. In these Articles:

"The Association" means the above named company.

"The Act" means the Companies Act, 1985, including any statutory modification or re-enactment of any of the provisions thereof.

"The Regulations" means the Charities Accounts (Scotland) Regulations 1992 including any modification and re-enactment of any of the provisions thereof by statute, statutory instrument or otherwise.

"The Articles" mean the Articles of the Company.

"The Executive Committee" means the members of the time being of the Executive Committee hereby constituted to act as the Committee of Management or governing body of the Company.

"The Secretary" means the person appointed to perform the duties of the Secretary of the Company.

"The Auditor" means the person or firm appointed from time to time to act as Auditor of the company within the provisions of the Act.

"Independent Examiner" means the person so defined in the Regulations.

"Clear days" in relation to the period of a notice means that the 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.

"Executed" includes any mode of execution.

"Office" means the registered office of the Company.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these requirements become binding on the Company.

Unless the context otherwise requires, references to and expressions referring to the masculine gender shall be deemed to include the feminine gender.

Expressions referring to writing shall unless the contrary intention appears be constructed as including references to typewriting, printing, lithography and other modes of representing or reproducing words in a visible form.

2. The numbers of Members with which the Association is registered is unlimited.

3. (a) There shall be two classes of Members, namely: -

   (i) Ordinary Members open to voluntary or community organisations or any other body (whether incorporated or unincorporated) operating within the City of Aberdeen and it's environs which support the objects of the Association.

   (ii) Associate Members open to individuals and statutory bodies supporting the objects of the Association.

   (b) Each Ordinary Member shall have one vote at general meetings of the Association. Associate members shall have no voting rights at general meetings of the Association but shall be eligible to stand for election to the Executive Committee.

   (c) The qualification of members shall be their due admission as such in terms of Articles 4 and 5 hereof and their membership shall continue until terminated under one or other of the provisions of Article 6 hereof.

   (d) Any organisation or body (whether incorporated or unincorporated) applying for membership as a member and for so long as it remains a member shall nominate in writing a person (together with a substitute if appropriate) to act as its representative in applying for membership and in exercising the rights of membership on its behalf, with full power to such organisation at any time to recall its nomination and nominate a new representative.

4. Applications for membership shall be in writing and signed by or on behalf of the applicants.

5. (a) Ordinary membership of the Association shall be open only to those organisations who are invited by the Executive Committee to subscribe for membership of the Association. The Secretary shall upon the due admission of any applicant by the Executive Committee may in accordance with such delegated procedure as the Executive Committee may from time to time authorise, enter the name of such applicant in Books of the Association and upon such entry such applicant shall become an Ordinary Member or Associate Member as appropriate.

(b) The annual subscriptions for Ordinary and Associate Members shall be determined by the Association in general meeting from time to time. Such determination may provide for different rates of annual subscription.

(c) The Executive Committee may, at their discretion, refuse any application for membership

6. Membership of the Association shall automatically terminate: -

(a) On the dissolution or death of a Member.

(b) On the intimation to the Secretary of a Member's wish to resign membership, either immediately or with effect from any later date stated in the intimation.

(c) If the Executive Committee shall resolve to expel a Member.

No right or privilege of any Member shall be in any way transferable but all such rights and privileges shall cease upon the Member ceasing to be such whether by dissolution or otherwise.

GENERAL MEETINGS

7. The Association shall in each year hold a general meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting shall be held at such time and place as the Executive committee shall appoint.

8. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

9. An Extraordinary General Meeting shall be convened by the Executive Committee on requisition by Members under Section 368 of the Act or on requisition by a resigning Auditor under Section 391 of the Act.

10. Subject to articles 7 and 9 the Executive Committee may convene general meetings whenever they think fit.

NOTICE OF GENERAL MEETINGS

11. Not less than 28 days written notice (exclusive of the date which it is posted and the date of the meeting) shall be given to all current Members of all general meetings of the Association.

12. A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms and proposer of any resolution which is to be proposed as a special resolution or extraordinary resolution and shall indicate the general nature of any other business to be transacted at the meeting.

13. Notice of every general meeting shall be given to all the Members of the Association; such notice shall be posted to each Member at his or her address as last notified to the Association. Notice of every such general meeting shall also be given to the members of the Executive Committee and to the Auditor or Independent Examiner for the time being of the Association.

14. The accidental mission 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 as the meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, also all that is transacted at an Annual General Meeting with the exception of those items of business detailed in Articles 28, 29 and 30 hereof or otherwise specified within these Articles as ordinary business.

16. 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, a quorum shall be either (a) not less than ten current Ordinary Members or (b) not less than one tenth of the current Ordinary Members of the Association, whichever is the greater number personally present.

17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Ordinary 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 to such other day at such other time and place as the Chairperson of the meeting may determine. If at the adjourned meeting, a quorum is not present within half and hour from the time appointed for the meeting, the Ordinary members present shall be a quorum.

18. The Chairperson of the Association, whom failing a vice-Chairperson shall preside as Chairperson at every general meeting of the Association. If neither the Chairperson nor a Vice-Chairperson shall be present and willing to act within 15 minutes after the time appointed for the holding of the

meeting. The Ordinary Members present shall choose some other member of the Executive Committee or is no such member shall be present and willing to act, they shall choose some other attending Ordinary Member of the Association to act as Chairperson.

19. The Chairperson 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 30 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.

20. At all general meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Members present in person and entitled to vote unless (except as regards a resolution for the appointment of the Chairperson or for the adjournment of the meeting, on which a show of hands shall be conclusive) before or upon the declaration of the result of show of hands a poll shall be demanded by the Chairperson or by at least five Members present in person and entitled to vote or by a Member or Members present having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the Chairperson of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive and an entry to that effect in the Minute Book of the Association shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

21. If a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which poll was demanded.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that upon which a poll has been demanded.

24. The proceedings at any general meeting of the Association shall not be invalidated by the subsequent discovery of any defect in the appointment of any representative or any defect in the qualification of any Member, voting thereat.

25. A member of the Executive Committee shall notwithstanding that he or she is not a representative of an Ordinary Member of the Association be entitled to attend and speak at any general meeting.

26. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered; any such objection shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

27. Every Ordinary member of the Association shall have one vote.

OFFICE BEARERS

28. (a) The office-bearers for the Association who need not be representatives of Ordinary Members of the Association shall be appointed from among the Executive committee to hold the offices of: -

Chairperson
2 Vice-Chairpersons
Treasurer

and such other office-bearers as the Association may from time to time decide in general meeting, by ordinary resolution.

(b) The appointment of office-bearers shall be made at a meeting of the Executive Committee as soon as reasonably practicable after the incorporation of the Association and thereafter at a meeting of the Executive Committee held as soon as reasonably practicable after each Annual General Meeting. The Executive committee shall appoint a minimum of three and up to fifteen Directors from among their number.

(c) An office-bearer whose period of office expires under Article 29 hereof may be reappointed to such office or any other office provided he or she is willing to act. Where a Chairperson has held office for a period of three consecutive years he or she will not be eligible for re-appointment as Chairperson until a period of one year has elapsed.

(d) The appointment of any member as an office-bearer shall terminate automatically in the case of an individual who is a representative of any organisation or body under Article 3(d) hereof, where such nomination is recalled by the organisation or if he or she resigns from such office by notice to the Association. In the event of the termination of the appointment of an office-bearer in terms of this paragraph, the Executive Committee shall, at a meeting held as soon as reasonably practicable after such termination, appoint another member of the Executive Committee to hold such office until the conclusion of the first Annual General Meeting which follows such appointment.

(e) The office-bearers shall not receive any remuneration for their services, but they shall be entitled to reimbursement of any expenditure reasonably incurred by them in carrying out their duties.

(f) There shall not be any age limit for office-bearers and accordingly Section 293 of the Act shall not apply.

29. At the conclusion of every Annual General Meeting, all the office-bearers shall retire and shall be eligible for reappointment. The business of the Annual General Meeting shall include the following items: -

(a) The presentation of a report on the work done by or under the auspices of the Association, for approval.

(b) The presentation of the audited or independently examined accounts of the Association for the preceding financial year.

(c) A report on the election of members to the Executive Committee.

(d) If appropriate, the appointment of an Auditor or Auditors or the appointment of an Independent Examiner.

EXECUTIVE COMMITTEE OF THE ASSOCIATION

30. The Executive Committee shall consist of not more than fifteen in number or such other number as may be decided by ordinary resolution at a general meeting of the Association. The members of the Executive Committee shall be elected by ballot from amongst nominations put forward by the Ordinary Members of the Association. No more than five members of the Executive Committee may be drawn from the Associate Members of the Association.

31. Until the first Annual General Meeting of the Association, the Executive Committee shall consist of the subscribers of these Articles of Association and such other persons as shall be acceptable to them and shall have agreed in writing to act in this capacity.

32. (a) At the first Annual General Meeting of the Association, the original members of the Executive Committee shall retire from office and at each subsequent Annual General Meeting, one-third of the elected members of the Executive Committee (nearest round number) shall retire from office but shall be eligible for reappointment.

(b) The members of the Executive Committee to retire under Article 32(a) shall be those who have been longest in office since they were last appointed or reappointed; the question of who is to retire between members appointed or reappointed on the same date shall be determined by lot.

33. Written notice of nominations for the election shall be given by the Ordinary members of the Association. Not more than one nominee of each Ordinary Member can be a member of the Executive Committee at any time. Where a nominee of an Ordinary Member of the Association is a Member of the Executive Committee and is not retiring or otherwise standing down or if

retiring or otherwise standing down is seeking re-election, any further nomination from the said Ordinary Member will be invalid. Such written notice must have been sent to the Secretary not later than six weeks before the relevant Annual General Meeting. Should the number of nominations exceed the number of vacancies, an election shall be made at the Annual General Meeting by ballot amongst the Ordinary Members of the Association, in accordance with such arrangements as may be laid down by the Executive Committee from time to time. Such ballot shall be secret if so determined by the Executive Committee or is so requested by at least Ten Ordinary Members of the Association. Those Ordinary Members unable to attend shall be entitled to a proxy vote. The determination of the Chairperson, whom failing, a deputy Chairperson, that a member or members has/have been duly elected shall be final and binding.

34. (a) Within the membership limits prescribed by Article 30 hereof, the Executive Committee may co-opt additional members to fill vacancies. Such co-opted members shall hold office until the next Annual General Meeting of the Association, when they shall be subject to election as provided in Article 33 hereof. Such co-opted Members require to be representatives of Ordinary Members of the Association.

(b) The Executive Committee may also co-opt not more than five additional members who shall be supernumerary to the numbers prescribed in Article 30 hereof and who need not be Ordinary Members of the Association who shall hold office for such period as the Executive Committee may think appropriate and whose co-option shall be reviewed at Annual General Meeting of the Association.

(c) Co-opted members shall have full voting rights.

35. In addition to the foregoing retirement provisions, the office of an elected member of the Executive Committee shall be vacated: -

(a) If he or she becomes bankrupt or makes any arrangement or composition with his and her creditors;

(b) If he or she becomes of unsound mind;

(c) In the case of an individual who is a representative of an organisation or body under Article 3(d) hereof, where such nomination is recalled by the organisation or where the organisation ceases to be an Ordinary member of the Association;

(d) If by notice in writing to the Association he or she resigns from membership of the Executive Committee.

(e) If he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986; or

(f) If the Executive Committee resolves to remove him or her from office.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

36. The Executive Committee shall be responsible for the carrying out of the Association, and for the administration, management and control of the affairs and property of the Association, and generally may exercise all such powers of the Association and do on its behalf all such acts as may be exercised and done by the Association, and as are not by statute or by these articles required to be exercised or done by the Association in general meeting; subject nevertheless to the provisions of the Act or these Articles and to such regulations, being so inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting. No regulation however, made by the Association in general meeting shall invalidate any prior act if the Executive Committee which would have been valid if that regulation had not been made.

37. The Executive Committee shall appoint and employ such officers and staff as they consider necessary, and shall (subject to the provisions of the Memorandum of Association) regulate their duties and fix their salaries.

38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Executive Committee shall be from time to time determine. The Executive Committee may exercise all powers of the Association to borrow money without limit as to mortgage, charge or standard security over its undertakings and the property or any part thereof and to give security for the payment of money by or the performance of other obligations of the Association or any other body.

39. The Executive Committee shall cause Minutes to be made in books provided for the purpose: -

    (a) Of all appointments of officers and staff made by the Executive Committee.

    (b) Of the names of the members of the Executive Committee present at each meeting thereof; and

    (c) Of all resolutions and proceedings at all meetings of the Executive Committee.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

40. The Executive Committee shall meet at least five times in each year, and may adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an

equality of votes, the Chairperson of the meeting shall have a second or casting vote.

41. The quorum necessary for the transaction of business of the Executive Committee shall be five. If the number of members of the Executive Committee is less than the number fixed as the quorum, the continuing members of the Executive Committee may only act for the purpose of filling vacancies or calling a general meeting of the Association.

42. The Chairperson, or in his or her absence, a Vice-Chairperson, shall preside at meetings of the Executive Committee. In the absence of both the Chairperson and a Vice-Chairperson, the members of the Executive Committee present shall choose one of their numbers to chair the meeting.

43. The continuing members of the Executive Committee may act notwithstanding any vacancy in their body.

44. The Executive Committee shall have power to set up such committees, and working groups as it may think appropriate from time to time, and may determine their terms of reference, powers, duration and composition, and such committee or groups shall be given power to co-opt such additional members as the executive committee may determine.

45. The Executive Committee (and likewise any subsidiary committee or group) shall have the power to invite to its meeting assessors or other representatives from professional or statutory bodies. Such assessors or representatives may join in the deliberations of meeting shall have no voting rights.

46. All acts done by any meeting of the Executive Committee or of any subsidiary committee or group, or by any person acting as a member of any of the foregoing, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of an such member or person acting as aforesaid, or that he or she was disqualified, be as valid as if every such person had been appointed and was duly qualified to be a member of the relevant committee or group.

SECRETARY

47. The Secretary shall be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Executive Committee.

COMMON SEAL

48. The Common Seal of the Association shall not be affixed to any instrument except by the authority of the Executive Committee and every instrument to which the Common Seal shall be affixed shall be signed by an office-bearer of the Association and shall be countersigned by the Secretary or by a second office-bearer or by some other person appointed by the Executive Committee

for the purpose. Notwithstanding the foregoing, the Association shall not require to have or to use a Common Seal.

ACCOUNTS

49. The Executive Committee shall cause proper books of accounts to be kept with respect to: -

    (a) All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;

    (b) All sales and purchases of goods by the Association, and

    (c) The assets and liabilities of the Association.

    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 Association's affairs and to explain its transactions and to comply with any applicable requirement of the Act and the Regulations.

50. The books of account shall be kept at the registered office of the Association or, subject to section 222 of the Act, at such other place as the Executive Committee shall think fit, and shall always be open to the inspection of the members of the Executive Committee.

51. The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Association shall be open to the inspection of Members not being members of the Executive Committee. No Member, not being a member if the Executive Committee, shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the executive Committee or by the Association in general meeting.

52. The Executive Committee shall from time to time in accordance with Section 235 of the Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets and reports as are referred to in this section.

53. 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 Auditor's report, shall not less than 14 days before the date of the meeting be sent to all persons entitled under Article 13 to receive notice of such meeting.

54. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by Auditor or the Independent Examiner, as the case may be.

55. The Auditor, if any, shall be appointed and his duties regulated in accordance with Sections 384 to 391 of the Act. The Association may take advantage of any exemption from appointing an Auditor available to it under the Act. The Association shall, if it does not appoint an Auditor, appoint instead an independent Examiner.

INDEMNITY

56. (a) Subject to the provisions of the Act and of the memorandum of Association, a director, auditor, secretary or other officer of the Association shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his or her duties or in relation thereto.

(b) The Executive Committee may from time to time purchase and maintain in force insurance, at the expense of the Association for the benefit of any member of the Executive Committee, manager or other officer of the Association against any liability which may attach to him or her or loss or expenditure which he or she may incur in relation to anything done or omitted to be done as a member of the Executive Committee, manager or officer.

DISSOLUTION

57. Clause 7 of the Memorandum of Association of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Names and Addresses of Subscribers: -

Dated the day of 2___

Witness to the above signatures

Signature …….
Name …….
Address …….
…….

_____
Company Secretary