

SC 97519

THE COMPANIES ACTS 1985 & 1989

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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MEMORANDUM

And

ARTICLES OF ASSOCIATION

Of

THE MORAY COUNCIL ON ADDICTION

(As amended by Special Resolutions  
dated 6 December 1995 and 17 March 2021)

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Incorporated the 25<sup>th</sup> day of February 1986 .

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THE COMPANIES ACTS 1985 & 1989

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COMPANY LIMITED BY GUARANTEE  
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MEMORANDUM OF ASSOCIATION  
of  
THE MORAY COUNCIL ON ADDICTION

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1. The name of the Company is "The Moray Council on Addiction".
2. The registered Office of the Company will be situated in Scotland.
3. The objects for which the Company is established are to promote the prevention and early detection of alcohol related problems and to assist individuals experiencing such problems.

For the purpose of carrying out the above objects, the Company shall have the following powers:-

- 3.1 To establish, co-ordinate, service and help to sustain a comprehensive and co-ordinated community service designed to meet the special needs of those affected by alcohol-related and ancillary problems, and to promote the development of facilities as required, as an integral part of such service.
- 3.2 To increase public knowledge of the levels of alcohol abuse, its damaging effects on the individual, the family, society and the economy and to initiate and support action to combat the problem.
- 3.3 To promote services and facilities, information, education, training and research in regard to the prevention/

prevention, early diagnosis and treatment of alcohol related and ancillary problems but so that the Company shall not be bound to advocate or specify any particular method of treatment.

- 3.4 To promote and encourage the establishment of detoxification facilities, residential rehabilitative accommodation and day centres (and manage them if necessary), alcohol addiction units and any other appropriate facilities.
  - 3.5 To promote, encourage and support publicity campaigns, training courses, seminars and conferences to further all or any of the objects of the Company and to arrange and provide for or join the arranging and providing for the holding of exhibitions, meetings, lectures and classes to further any such objects.
  - 3.6 To promote, encourage and support research in, and treatment of alcohol abuse and alcohol-related problems.
  - 3.7 To seek action on major policy issues, through The Scottish Council on Alcohol a company limited by guarantee and incorporated in Scotland with number 94096 or any successor thereof, or otherwise.
  - 3.8 To co-operate with hospitals and other institutions which provide for the accommodation, care and treatment of those with alcohol-related problems and to promote and encourage the establishment of residential accommodation as an integral part of the treatment, rehabilitation and after-care of persons having alcohol-related problems.
  - 3.9 To give and to procure the giving of advice and counselling directly or indirectly to persons with alcohol-related problems, their families, friends and relations and any other appropriate interested parties.
  - 3.10 To publish, issue and circulate and to sponsor or procure the publication, gratuitously or otherwise, of reports, periodicals, journals, books, pamphlets, papers, leaflets, newspapers, fact-sheets and other documents relating to alcohol and alcohol-related problems.
  - 3.11 To establish relations and to maintain communications with and to affiliate or become affiliated to any bodies having similar or substantially similar objects to those of the Company, whether in the United Kingdom or elsewhere, and in particular and without prejudice to the foregoing generality to affiliate to the said The Scottish Council on Alcohol.
- 3.12/

- 3.12 To receive, allocate and administer grants, gifts or bequests made available to the Company for any or all of its objects, whether from public funds or from private sources under the terms and conditions referable to such grants, gifts or bequests.
- 3.13 To act as trustees and to undertake or accept any such specific tasks or responsibilities including advisory functions, on behalf of voluntary associations, Government Departments or public bodies, where such tasks or responsibilities will advance the objects of the Company.
- 3.14 To purchase, take on lease, or in exchange, hire or otherwise acquire in any manner any heritable or moveable, real or personal property, and any rights or privileges necessary or convenient for or incidental to the promotion of the objects of the Company.
- 3.15 To sell, feu, manage, develop, let, mortgage, give, lend or otherwise deal with all or any part of the property, rights and privileges of the Company as may be thought expedient, necessary, desirable or appropriate with a view to promotion of its objects.
- 3.16 To borrow or raise money in such manner and upon such terms as the Company may think fit, and in particular and without prejudice to the foregoing generality upon the security by way of mortgage, charge, debenture of all or any other part of the property of the Company.
- 3.17 To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined.
- 3.18 To transfer, or dispose of, with or without valuable consideration, any part of the property or assets of the Company not required for the purposes for which it is formed to any body formed for charitable purposes or a charitable purpose provided that such body does not carry on such business for profit or gain for distribution of its income or property by way of dividend, bonus or otherwise amongst its members.
- 3.19 To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may be conducive to its objects and the distribution thereunder amongst the beneficiaries or other persons entitled thereto of any income, capital or annuity, whether periodical or otherwise, and whether in money in specie and in furtherance of any trust direction, discretion or other obligation or permission.
- 3.20 To establish and support, or procure or aid in the establishment and support of, any charitable associations/-

associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.

- 3.21 To take such steps as may from time to time be necessary, expedient, appropriate or desirable for the purpose of procuring contributions, subscriptions and donations of money to the funds of the Company or gifts or bequests of property of any kind for the benefit of the Company or its purposes or objects, to receive and give receipts and discharges for and to deal with any such money or property (subject to any trusts, terms or conditions imposed by the donors thereof) for any of the objects of the Company as may seem necessary, expedient, desirable or appropriate.
- 3.22 To effect and keep any insurance against any risk, loss or liability to which the Company may be subject.
- 3.23 To pay the expenses of and necessary for the formation and incorporation of the Company.
- 3.24 To apply, promote and obtain or join in applying for promoting or obtaining any Private Act of Parliament, Provisional Order, Royal Charter or Licence of any authority, or other powers or privileges necessary, expedient, desirable or appropriate for the furtherance or realisation of any of the objects of the Company, and to take all such steps and proceedings, and to do all such acts and things either alone or jointly with others, whether by raising action, opposing applications or proceedings or otherwise to protect the interests of the Company and defray the costs and expenses involved.
- 3.25 To employ and pay officers and other persons or bodies whose services are required for carrying out any objects of the Company.
- 3.26 To establish and maintain, or procure the establishment and maintenance of, pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or who may be or have been officers of the Company, and the wives, widows, families and relations and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid.
- 3.27 To federate or amalgamate with, affiliate or become affiliated to any body formed exclusively for charitable\

charitable purposes or a charitable purpose and to acquire and undertake all or any part of the assets, liabilities and engagements of any such body, which the Company may lawfully acquire.

- 3.28 To carry out and do all or any of the above objects in connection with any matters which shall or may relate to, derive from or otherwise be involved or concerned with drug or drug-related problems of whatever nature or to addictions of whatever form.
- 3.29 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them in any part of the world, and either as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.

In this Clause, words denoting the singular number only shall include the plural and vice versa.

4. 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, gift, bonus or otherwise howsoever by way of profit to the members of the Company. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer, director or servant of the Company or to any member of the Company, or to any partnership in which a member of the Company is a partner in return for services actually rendered, nor prevent the payment of interest on money lent at a rate not exceeding the base rate for the time being of The Royal Bank of Scotland plc plus 5 per cent per annum or payment of reasonable and proper rent for premises demised or let by any member of the Company.
5. The liability of members is limited.
6. Each member 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 afterwards, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding-up, and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding five pounds.
7. If upon the winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall/

shall be given or transferred to some other charitable institution or institutions which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company, 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 the foregoing provisions, then to some other charitable object.

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.

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Names, Addresses and Descriptions of Subscribers

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1. Dr Robert Dewar Murray MacLeod

Physician

2. Alistair James Campbell

Chartered Accountant

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Dated the Third day of February 1986.

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WITNESS to the above Signatures:-

Douglas Thomson Allsop

Director

THE COMPANIES ACTS 1985, 1989

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COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION

of

THE MORAY COUNCIL ON ADDICTION

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INTERPRETATION

1. The Regulations contained in Table C of The Companies (Tables A to F) Regulations 1985 shall except as hereby varied apply to the Company.
2. In these Articles, unless the context otherwise provides or requires:-
  - 2.1 "the Company" means "The Moray Council on Addiction"
  - 2.2 "month" means calendar month;
  - 2.3 "the Act" means the Companies Act 1985; as amended by the Companies Act 1989.
  - 2.4 "the Executive" means the Board of Directors of the Company for the time being;
  - 2.5 "Company", except where used in reference to the Company, shall be deemed to include any partnership, firm or other body of persons, whether corporate or unincorporate\





unincorporate, and whether domiciled in the United Kingdom or elsewhere;

2.6 "person" shall include any individual partnership, firm or other body of persons, whether corporate or incorporate and whether domiciled in the United Kingdom or elsewhere;

2.7 words denoting the singular number only shall include the plural and vice versa;

3. The number of members with which the Company proposes to be registered is two but the Executive may from time to time register an increase in members.

4. Membership of the Company shall be open to all interested and concerned persons, whose applications for membership are approved by the Executive in terms of Article 5 below, with the exception of paid employees of the Company, who shall not be eligible for membership.

5. Each application for membership shall be made in writing in the form approved from time to time by the Executive and addressed to the Executive and shall (unless the Executive shall at its sole discretion elect to waive such requirement) be supported by the signatures of a proposer and seconder each of whom shall be members of the Company. Each such application shall (unless the Executive shall at its sole discretion elect to waive such restriction) be considered by the Executive at the meeting thereof to be held next after the expiry of 21 days from the date of receipt of the application concerned. It shall be at the entire discretion of the Executive to elect whether to approve\

approve or reject any such application.

6. Upon approval of an application for membership by the Executive details of the name and address of the person whose application for membership has been so approved shall forthwith be entered in the Register of Members of the Company.

7. A member of the Company shall forthwith cease to be a member without requirement of notice to that effect:-

- (a) if he shall die;
- (b) if he shall become bankrupt or insolvent or suspend payment or compound with his creditors;
- (c) if he shall become of unsound mind;
- (d) if he shall resign by giving four weeks' notice in writing to the Company of his intention so to do at the Registered Office of the Company;
- (e) if he shall have allowed his annual subscription to become at least 12 months in arrears;
- (f) if the Executive shall at its sole discretion and on whatever ground resolve that he shall cease to be a member.

8. No right or privilege of any member shall be in any way transferable or transmissible, but all such rights and privileges shall cease upon the member ceasing to be such, whether by death, retirement or otherwise.

#### SUBSCRIPTIONS

9. Each member shall contribute to the Company by way of subscription such amount as is from time to time determined by the Company in General Meeting, in respect of the period in relation to which such determination is made. Each member shall be\

be bound to pay any subscription validly demanded of him within 30 days of demand to that effect being made.

#### GENERAL MEETINGS

10. The Company shall in each calendar year and within not more than six months of the end of each accounting year hold a General Meeting as its Annual General Meeting in addition to any other Meetings in that year and shall specify the Meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of incorporation it need not hold it in the year of incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Executive shall appoint.

11. All General Meetings other than Annual General Meetings shall be called Ordinary General Meetings.

12. The Executive may, whenever they think fit, and they shall, upon a requisition made in writing by one-tenth in number or more of the members, convene an Ordinary General Meeting, or, in default, such a Meeting may be convened by such requisitionists as is provided in Section 368 of the Act. If there are not at any time within the United Kingdom sufficient members of the Executive to form a quorum, any member of the Executive or any two members of the Company may convene an Ordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Executive.

13. Any requisition made by members shall express the object of the\

the Meeting proposed to be called, and shall be left at the Registered Office of the Company.

14. Upon the receipt of such requisition the Executive shall forthwith proceed to convene a General Meeting; if they do not proceed to convene the same within 21 days from the date of the requisition, the requisitionists may themselves convene the Meeting.

15. A General Meeting shall be convened by not less than 21 days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the date on which it is given, and shall specify the place, the day and the hour of Meeting, and, in the case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the regulations of the Company, entitled to receive such notice from the Company. Provided that a Meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote thereat.

16. The accidental omission to give notice of a Meeting to, or the non-receipt of notices of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

17. All business will be deemed special that is transacted at an\

an Ordinary General Meeting, and also all business transacted at an Annual General Meeting, with the exception of the consideration of the Accounts, the Report of the Executive and the Report of the Auditors, the election of members of the Executive in place of those retiring, and the appointment and remuneration of the auditors.

18. No business shall be transacted at any General Meeting unless a quorum of not fewer than 5 members is present at the commencement of such business.

19. If within half an hour from the time appointed for a Meeting a quorum is not present, the Meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned Meeting where a quorum is not present it shall be adjourned sine die.

20. The President of the Company, in the event of a person being appointed to that office, or, if no person being so appointed, the Chairman of the Executive shall preside as Chairman at every General Meeting of the Company.

21. If neither the President, nor the Chairman of the Executive is present at the time of holding a Meeting, the members present shall choose one of their number to be Chairman of such Meeting.

22. The Chairman may, with the consent of the Meeting, adjourn any Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than business left unfinished at the Meeting from which the adjournment took place.

23.\

23. At any General Meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or lost, and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact.

24. If a poll is demanded in the manner aforesaid, the same shall be taken at such time and in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Company in General Meeting, save that a poll demanded on the election of the Chairman or a request for adjournment shall be taken forthwith. The demand for a poll may be withdrawn.

25. Paid employees of the Company who are not members of the Company may attend all General Meetings of the Company and speak thereat, but may not vote and shall not be entitled to receive notice thereof.

26. On a poll, every member present in person or by proxy shall have one vote and no more and in the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall have a second or casting vote.

27. The instrument appointing a proxy shall be in writing and under the hand of the appointer or of his Attorney duly authorised in writing, or if the appointer is a company, either under seal or under the hand of an Officer or an Attorney duly authorised. A proxy need not be a member of the Company.

28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited\

deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting, and not less than 48 hours before the time for holding the Meeting or adjourning the Meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.

29. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances shall admit:-

"[The] [ ] Council on Addiction,  
I, ..... of, ..... in  
the County of ....., being a Member of the above named  
Company, hereby appoint .....  
of ..... or .....  
of ....., as my Proxy to vote  
for me on my behalf at the Annual/Ordinary General Meeting of  
the Company to be held on the ..... day of .....,  
and at any adjournment thereof.

Signed this ..... day of ..... 19 .."

30. Where it is desired to afford members an opportunity of voting for or against a resolution an instrument appointing a proxy shall be in the following form or in a form as near thereto as circumstances shall admit:-

"[The] [ ] Council on Addiction,  
I, ..... of, ..... in  
the County of ....., being a Member of the above



named Company, hereby appoint .....  
of..... or .....  
of....., as my Proxy to vote  
for me on my behalf at the Annual/Ordinary General Meeting of  
the Company to be held on the ..... day of.....,  
and at any adjournment thereof.

Signed this ..... day of .....19 ..

This form is to be used as undernoted.\* Unless otherwise  
instructed, the proxy will vote as he thinks fit.

FOR

AGAINST

[Specify Resolution] [ ] [ ]

\*Indicate whichever is desired."

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

32. A vote given in accordance with the terms of an instrument  
of proxy shall be valid notwithstanding the previous death or  
insanity of the principal or revocation of the proxy or of the  
authority under which the proxy is executed, provided that no  
intimation in writing of such death, insanity or revocation as  
aforesaid shall have been received by the Company at its  
registered office before the commencement of the Meeting or the  
adjourned Meeting at which the proxy is used.

33. Any corporation which is a member of the Company may by  
resolution of its directors or other governing body appoint such  
person as it thinks fit to act as its representative at any  
General Meeting of the Company, and the person so authorised  
shall\

shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

EXECUTIVE COMMITTEE

34. The Executive shall have absolute control over all the affairs and property of the Company, and may prescribe, alter, or cancel rules for the regulation of the Company, and may exercise all such powers in the Company as they shall think fit, except as otherwise provided by these Articles.

35. Subject as aftermentioned, the Executive shall consist of not fewer than 9 and not more than 18 persons who shall all be members of the Company and who shall themselves elect a Chairman and Treasurer of the Company from their number and determine the period for which they are to hold office. Such persons and any parties appointed or acting in terms of Articles 40 and 42 hereof, shall together constitute the Executive.

36. No person who is a paid employee of the Company or of any of its subsidiaries or of any of its affiliated organisations, shall be eligible for appointment as a member of the Executive.

37. Subject as aftermentioned, the members of the Executive shall be appointed by the Company in General Meeting. At the first Annual General Meeting of the Company all members of the Executive shall retire from office, and at the Annual General Meeting in every subsequent year one-third of the members of the Executive for the time being, or, if their number shall not be three or a multiple of three, then the number nearest one-third shall retire from office. The members of the Executive to retire in\

in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Executive on the same day those to retire shall (unless they agree among themselves) be determined by lot. A retiring member of the Executive shall be eligible for re-election.

38. No person other than a member of the Executive retiring at the Meeting shall unless recommended by the Executive be eligible for election to the Executive at any General Meeting unless not less than three nor more than 21 days before the date appointed for the Meeting there shall have been left at the registered office of the Company notice in writing, signed by a member of the Company duly qualified to attend 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 that person of his willingness to be elected.

39. The Company may from time to time by Ordinary Resolution increase or reduce the number of members of the Executive and may also increase or reduce the length of time for which they may hold office.

40. The Executive shall have power at any time, and from time to time, to appoint any person or persons without limitation to be a member of the Executive as an addition to the existing members thereof or to fill a casual vacancy notwithstanding that the total number of members may by virtue of such appointment exceed the number fixed in accordance with these Articles. Any member so appointed shall hold office only until the next following\

following Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in calculating the members to retire by virtue of Article 37 hereof. Any member so appointed shall not be taken into account in calculating whether or not the maximum or minimum amount of members of the Executive has been attained.

41. The Company may by Ordinary Resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Executive before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such member.

42. The Company may by Ordinary Resolution appoint another person in place of a member of the Executive removed from office under the immediately preceding Article. A person appointed in place of a member so removed shall be subject to retirement at the next following Annual General Meeting and shall then be eligible for re-election.

43. The Company in General Meeting may appoint, but shall not be bound so to do, a person to the office of President of the Company or any other such honorary office and such persons shall hold office for life or such time as the Company in General Meeting may decide or for such time as he is willing to continue to act as President. A person so appointed shall not be entitled to attend a Meeting of the Executive except by invitation.

44. The Executive may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so\

so delegated conform to any regulations that may be imposed on it by the Executive. The Executive may give such committee power to co-opt third parties with specialist knowledge and expertise.

PROCEEDINGS OF THE EXECUTIVE

45. The Executive shall meet at such times as they shall decide, but at least once in every three months.

46. A quorum at a Meeting of the Executive shall be five members of the Executive.

47. Questions arising at any Meeting of the Executive shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.

48. A member of the Executive may, and the Secretary on the requisition of the Executive shall, summon a Meeting of the Executive. Save where such Meeting is being summoned to consider matters of extreme urgency, not less than 48 hours' Notice in writing shall be given to each member of the Executive of any such Meeting, and such Notice shall include an agenda of the matters which it is proposed to consider at the Meeting. It shall not be necessary to give Notice of a Meeting of the Executive to any one of their body for the time being absent from the United Kingdom.

49. The continuing members of the Executive may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the minimum number of members of such body, the continuing members or member may act for the purpose of increasing the number of members of the Executive to that\

that number, or of summoning a General Meeting of the Company, but for no other purpose.

50. The Chairman shall preside at Meetings of the Executive, but if no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members of the Executive present may choose one of their number to be Chairman of the Meeting.

51. All acts done by any Meeting of the Executive or a Committee of its members or by any person acting as a member of the Executive shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such 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 and was qualified to be a member of the Executive.

52. A Resolution in writing, signed by all the members of the Executive for the time being entitled to receive notice of a Meeting thereof shall be as valid and effectual as if it had been passed at a Meeting of the Executive duly convened and held.

#### ACCOUNTS

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

53.1 all sums of money received and expended by the Company in the matters in respect of which the receipts and expenditure take place;

53.2 all sales and purchases of goods by the Company; and

53.3 the assets and liabilities of the Company.

Proper\

Proper books shall not be deemed to be kept if there are not kept such books of account as is necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

54. The books of account will be kept at the registered office of the Company, or at such other place as the Executive may think fit and shall at all times be open to inspection by the officers of the Company.

55. No member of the Company shall (as such) have any right of inspecting any accounting records or other books or documents of the Company except as conferred by the Act or authorised by the Executive or by Ordinary Resolution of the Company.

56. The Accounting Reference Date of the Company shall be Thirty-first March.

#### AUDIT

57. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

#### NOTICES

58. A notice may be given by the Company to any of its members either personally or by sending it by post to him at his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the Giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and to have been effected in the case of a notice of a Meeting at the expiration of\

of 24 hours after the letter containing the same has been posted, and in any other case at the time at which the letter would be delivered in the ordinary course of the post.

59. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

59.1 Every member of the Company except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

59.2 The Auditors for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

#### WINDING UP

60. The Company shall be wound up voluntarily whenever a Special Resolution is passed requiring the Company to be so wound up. Clause 7 of the Memorandum of Association of the Company shall have effect as if the provisions thereof were repeated herein.

#### INDEMNITY

61. The members of the Executive, Secretary and other officers of the Company for the time being acting in relation to any of the affairs of the Company, and each of them, and his respective heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and surpluses of income of the Company from and against all liability incurred by him as such member of the Executive, Secretary or other officer in defending any proceedings, whether civil or criminal, in which judgement is\



is given in his favour, or in which he is acquitted, or in connection with any application under Section 727 of the Act in which relief is granted to him by the Courts.

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Names, Addresses and Descriptions of Subscribers

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1. Dr Robert Dewar Murray MacLeod

Physician

2. Alastair James Campbell

Chartered Accountant

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Dated this Third day of February 1986.

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WITNESS to the above signatures:-

Douglas Thomson Allsop

Director