

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

POOLEWE AND DISTRICT SWIMMING POOL

Company Number : 102492

Incorporated 19 December 1986
(As amended by Special Resolution 26 September 2002)
(As amended by Special Resolution 27 October 2005)



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF POOLEWE & DISTRICT SWIMMING POOL ASSOCIATION

(As altered by Special Resolution passed on the 27th. day of October 2005)

1. The Company's name is 'POOLEWE & DISTRICT SWIMMING POOL ASSOCIATION'.

2. The Company's registered office is to be situated in Scotland.

3. The Company's objects are :-

(a) (i) To promote the welfare of the residents of the Parish of Gairloch without discrimination on political, religious or other grounds by associating the members, local clubs and voluntary organisation in co-operation with the statutory authorities in a joint effort directed towards the building and operation of a swimming pool which will advance education, health and recreation and improve the quality of life throughout the said area. The Company will endeavour to ensure that the facility is available to residents in special need by reason of age, youth or other circumstances.

In furtherance of the above objects but not otherwise the Company shall have power :-

(ii) to purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

(b) To arrange lectures and conduct training courses and to publish pamphlets, books, journals and other publications relating to the work of the Company.

(c) To conduct appeals for money or other gifts or for any other assistance for any of the purposes of the Company, and to solicit and accept subscriptions and donations (whether of heritable or moveable property), legacies, endowments or other payments for any of the purposes of the Company and to administer the same as part of the capital and assets of the Company.

(d) For the purpose of promoting any object of the Company to co-operate with manufacturers, dealers or other

trades and with the press and other sources of publicity.

(e) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, sell, lease or otherwise dispose of any land, houses, buildings, equipment, goods and other property, heritable or moveable, real or personal, and any rights or privileges necessary or convenient for the purposes of the Company or in connection with its management or development in pursuance of the objects of the Company; and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.

(f) To sell, feu, mortgage, let, hire or otherwise deal with or dispose of the property, rights and assets of the Company, as may be expedient with a view to the promotion of its objects.

(g) To make appeals for money, to receive and accept by way of gifts, donations, legacies, bequests, subscriptions or otherwise money and property, both heritable and moveable for the purpose of furthering the objects of the Company.

(h) To invest the funds of the Company or other funds under its charge in or upon such securities, stocks, shares or other investments as may from time to time be determined provided that monies subject to any charitable trust shall only be invested in or upon such securities and investments and with such sanction, if any, as may for the time being be prescribed by law.

(i) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques, warrants, debentures and other negotiable or transferable instruments.

(j) To undertake and execute trusts, the undertaking whereof may be incidental to the attainment of the objects of the Company or any of them.

(k) To raise money for the purposes of the Company by appeal, collection, advertisement and other customary methods including the holding of public competitions, lectures, exhibitions, demonstrations, discussions and meetings for which a charge is made for entry (but without distinction between members of the Company and others) and by borrowing on such terms and on such security as may be thought fit and by guarantee, gifts or donations in response to public appeals or otherwise and in relation to such guarantees, gifts or donations to accept the same either conditionally or subject to such conditions as may be agreed, so, however, that no such conditions shall be inconsistent with the terms and provisions of this Memorandum of Association.

(l) The income of the association shall be solely used for furthering the objects of the association and for no other purpose.

(m) To advance money on loan and to give credit to such

persons and to guarantee or give security for the payment of such money by or the performance of obligations of all kinds of any persons or others, and all on such terms as shall not be inconsistent with the provisions of this Memorandum of Association.

(n) To establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of and to give or procure the giving of pensions, superannuation allowances and emoluments to any persons who are or were at any time in the employment or service of the Company.

(o) To support, aid, promote, establish, amalgamate with or become affiliated to or co-operate with any companies, institutions, associations, authorities or other bodies having objects which by law are entirely charitable and similar to any of those for which the Company is established; and to subscribe or guarantee money for such purposes and to take by subscription, purchase or otherwise and to hold shares and stocks, debentures or other securities of any such companies, institutions, associations, authorities or other bodies.

(p) To form a Guarantee fund or funds and to receive guarantees from public bodies, corporations, firms or persons, whether members or not of the Company guaranteeing sums of money for the purposes of carrying out the objects of the Company or conducting specified exhibitions or other ventures or events or any one or more of them and defraying the expenses incurred in promoting, conducting and winding up the undertaking of the Company or any such exhibition, venture or event or any loss resulting therefrom and that on such terms as the Directors of the Company may think fit, and which guarantees may be in favour of the Company or in favour directly of any bank, corporation, firm or person who shall lend money to the Company.

(q) To pay all or any expenses incurred in connection with the promotion, formation, conduct and winding up of the Company.

(r) In the event of dissolution of the association any assets remaining after settlement of all debts and liabilities shall not be paid or distributed among members but shall be given or transferred to a recognised charitable organisation(s) having similar objects to those of the association.

(s) To do all such other lawful things as may be incidental to the attainment of the objects of the Company as expressed in paragraph (a) of the Clause which sets forth the Primary objects of the Company, the remaining paragraphs failing to be read and construed and receive effect as subject thereto.

Provided that the Company shall not support with its funds any objects or endeavour to impose on or procure to be observed by its members or others any regulations, restriction or condition which, if an object of the Company, would make it a Trade Union.

In the case of the Company taking or holding any property which may be subject to any trusts, the Company shall only deal with the same in such manner as allowed by law having regard to such Trusts.

(t) To grant or make provision for pensions. life assurance, health and retirement benefit to or for employees or former employees and to the widows, widowers, children and other dependants of deceased employees and to pay or subscribe to funds or schemes for the provision of such pensions and other benefits for such persons.

(u) To subscribe to become a member of or amalgamate or co-operate with any other Organisation, Institution, Society or body not formed or established for the purposes of profit (whether incorporated or not and whether in the United Kingdom or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company.

(v) To establish and support or aid in the establishment and support of any Charitable Trust, Association or Institution and to donate, subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.

(w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.

(x) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that none of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

PROVIDED that the objects of the Company shall not extend to the regulation of relation between workers and employers or organisations of workers and organisations of employers.

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

Names and addresses of Subscribers

Stephen Mabbott,
24 Castle Street,
Edinburgh.

Company Registration Agent.

Andrew Cockburn,
24 Castle Street,
Edinburgh.

Company Registration Agent.

Dated this 26th day of November, 1986.

Witness to the above Signatures:- Karen Davidson,
24 Castle Street,
Edinburgh.

Company Registration Agent.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

POOLEWE & DISTRICT SWIMMING POOL ASSOCIATION

PRELIMINARY

1. (a) The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

(c) Regulations 2 to 35 inclusive, 54,55,57, 59, 102 to 108 inclusive, 110, 114,116 and 117 of Table A shall not apply to the Company.

(d) In Regulation 1 of Table A the definition of "the holder" shall be omitted.

MEMBERS

2. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company. No person shall be admitted a Member of the Company unless he is approved by the Directors. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by him.

3. Subject to the provisions of any rules or by-laws made pursuant to Article 22 a Member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Membership shall not be transferable and shall terminate at the end of the membership year as determined by the Directors from time to time. Membership is renewable.

NOTICE OF GENERAL MEETING

4. In Regulation 38 of Table A:-

(a) In paragraph (b) the words "of the total voting rights at the meeting of all the Members" shall be substituted for "in nominal value of the shares giving that right" and

(b) The words "The notice shall be given to all the Members and to the Directors and Auditors" shall be substituted for the last sentence.

(c) The following shall be added after the words "shall specify the meeting as such":- Provided that the notice shall contain particulars of any Directors who are to retire by rotation or otherwise at the meeting and of any persons who are to be proposed for appointment or re-appointment as Directors at the meeting."

PROCEEDINGS AT GENERAL MEETINGS

5. (a) If a quorum is not present within half an hour from the time appointed for a meeting, or if during a meeting such a quorum ceases to be present, the meeting if convened on the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.

(b) Regulation 41 of Table A shall not apply to the Company.

6. The words "and at any separate meeting of the holders of any class of shares in the Company" shall be omitted from Regulation 44 of Table A.

7. In regulation 45 of Table A the second and third sentences shall be omitted and the following words substituted therefor:-

"When a meeting is adjourned for twenty-one days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting. The provisions of Regulation 38 of Table A (as amended by these Articles) with respect to the notice to be given of the business to be conducted at a meeting shall apply to such notice of an adjourned meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting"

8. Paragraph (d) of Regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

9. On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

APPOINTMENT OF DIRECTORS

10. (a) The maximum number and minimum number respectively of the Directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination

there shall be no maximum number of Directors and the minimum number of Directors shall be one.

(b) Regulation 64 of Table A shall not apply to the Company.

11. Regulations 65 to 69 inclusive of Table A (alternate Directors) shall not apply to the Company. The Regulations of Table A which apply to the Company shall be construed as if reference to alternate Directors were omitted therefrom.

12. Regulation 73 of Table A shall be amended by the addition thereto of the following:-

"Provided however that in the event of default in holding the first or any subsequent annual general meeting the Directors who were due to retire from office at such meeting shall continue in office until such meeting is duly held, when the provisions of these Articles with respect to retiral shall take effect as if such meeting had taken place timeously".

13. (a) The words "stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Company's Register of Directors" shall be omitted from Regulation 76 of Table A.

(b) The second sentence of Regulation 77 of Table A shall be omitted.

DISQUALIFICATION OF DIRECTORS

14. Without prejudice to Regulation 81 of Table A the office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs.

DIRECTORS' EXPENSES

15. The words "of any class of shares or" shall be omitted from Regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

16. If the minimum number of the Directors is one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Regulation 89 of Table A shall be modified accordingly.

17. (a) A Director may vote at any meeting of the Directors or of any Committee of the Directors on any Resolution notwithstanding that it in any way concerns or relates to a matter in which he has directly or indirectly any kind of interest whatsoever and if he shall vote on any such Resolution as aforesaid his vote shall be counted; and in relation to any such Resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Regulations 94 to 97 (inclusive) of Table A shall not apply to the Company.

MINUTES

18. The words "of the holders of any class of shares in the Company" shall be omitted from Regulation 100 of Table A.

NOTICES

19. The second sentence of Regulation 112 of Table A shall be omitted.

20. The words "or of the holders of any class of shares in the Company" shall be omitted from Regulation 113 of Table A.

INDEMNITY

21. (a) Every Director or other Officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto; but this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) Regulation 118 of Table A shall not apply to the Company.

RULES OR BYLAWS

22. (a) The Directors may from time to time make such rules or bylaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing they may by such rules or bylaws regulate:-

(i) The admission and classification of members of the Company and the rights and privileges of such Members and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members.

(ii) The conduct of Members of the Company in relation to one another and to the employees of the Company.

(iii) The setting aside of the whole or any part or parts of the premises of the Company at any particular time or times or for any particular purpose or purposes.

(iv) The procedure at General Meetings and Meetings of the Directors and Committees of the Directors in so far as such procedure is not regulated by these presents.

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