

**Company No: SC143210**

**THE COMPANIES ACTS 1985 TO 1989**  
**COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**  
**MEMORANDUM OF ASSOCIATION**  
**of**  
**ASSOCIATION OF SCOTLAND'S COLLEGES<sup>1</sup>**  
**(as amended by Special Resolutions passed on 16 June 1995 and**  
**19 March 1997)**

1. The name of the Company (hereinafter referred to as "the Company") is " Association of Scotland's Colleges" .
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 advancement of further education for the public benefit and in furtherance of that object, but not otherwise, the Company shall have the following powers: -
  - (1) (i) to support education in, and to advance and promote the objectives of, the Scottish Further Education Colleges and other institutions in the further education sector in Scotland ("colleges");
  - (ii) to provide information, advice and assistance to colleges in Scotland or any of their representatives on any aspect of their affairs;
  - (iii) to provide information concerning colleges in Scotland, their work, organisation and objectives, and the courses and facilities provided by them;

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<sup>1</sup> The Company's name was changed from "Employers' Association for Scottish Further Education Colleges" to "Association of Scottish Colleges" pursuant to a Special Resolution passed on 16 June 1995 to conform to Certificate of Incorporation on Change of Name dated 12 July 1995. The Company's name was further changed from "Association of Scottish Colleges" to "Association of Scotland's Colleges" pursuant to a Special Resolution passed on 6 October 2005 to conform to Certificate of Incorporation on Change of Name dated 31 July 2006.

- (iv) to provide a means of co-operation between the councils or governing bodies of colleges;
- (v) to formulate and promote policies on any matters affecting or relevant to the sector of further education in Scotland and deal with all matters ancillary or related thereto;
- (vi) to provide a means of consultation between the chairpersons and councils or governing bodies of colleges;
- (vii) to provide a means of consultation between the Principals of member colleges;
- (viii) to consider and offer observations on any proposals made by Government and other Agencies affecting colleges;
- (ix) to consider and report on any matter which may be referred to the Company for consideration by the council or governing body of any college;
- (x) to carry on any of the activities of advisors to colleges on employment law, custom and practice, health and safety at work, management organisation, planning and procedures, training of staff and employees, accounting practice and procedures, and all ancillary matters; to engage consultants and agents for the purpose of carrying on all or any of the foregoing activities; to make grants and other financial provision in aid of colleges which are engaged in or wish to engage in litigation which relates to salaries, terms and conditions of service, and cognate matters of employees, and to establish reserve funds and invest monies in order to facilitate the making of such grants and other financial provision; and generally to undertake and execute agencies and commissions of every description;
- (xi) to provide a forum within which representatives of the colleges can discuss salaries and conditions of service for staff and employees of colleges and more generally within which colleges can establish a framework of industrial and employee relations for colleges, and in particular to provide through committees of the Company or otherwise, as may be appropriate, for the support of such a forum, provided that no such provision or support shall extend to the regulation of relations between workers and employers which would in any way have the effect of making the Company a Trade Union;
- (xii) to represent the sector of further education in Scotland and to conduct dealings and to liaise with the government, any local, national or other institutions, authorities, agencies,

bodies or persons, wheresoever in the world situate, on matters affecting the operation of the sector, in particular the determination and distribution of resources;

- (ii) to raise money from the Members of the Company by way of an annual levy or subscription, all such money to be disbursed in the pursuit of the objects of the Company;
  - (xiv) to provide secretarial services for committees, advisory groups and working parties established by the Company; and
  - (xv) to act as agent for any member upon specific instructions from such member.
- (2) To purchase, take on lease or on exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections.
  - (3) Subject to the provisions herein contained, to employ and pay officers and other persons or bodies whose services are required for carrying out any of the objects of the Company; and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and immediate dependants.
  - (4) To act as a trustee and to undertake or accept any trusts or obligations which are charitable in accordance with the purposes of the Company and which may be lawfully undertaken by the Company.
  - (5) To invest and deal with the monies of the Company not immediately required for its purposes in or upon such investments, securities or property or otherwise as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject as herein provided.
  - (6) Subject to such consents as may be required by law, to borrow or raise money in such manner and upon such terms as the Company shall think fit, and in particular upon the security by way of mortgage, charge, debenture or otherwise of all or any part of the property of the Company and to enter into interest rate management agreements of every kind and description as the Company shall think fit.
  - (7) Subject to such consents as may be required by law, to sell, manage, develop, let, mortgage, or otherwise deal with or turn to account all or any part of the property, assets, rights and privileges of the Company.

- (8) To arrange and provide for or join in arranging and providing for the holding of conferences, training courses, exhibitions, meetings, lectures and classes.
- (9) To establish and support and aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (10) To solicit and procure by any lawful means and to take, accept and receive any subscription, annuity, gift of money, property or other assets whether subject to any special trust or not, for the objects of the Company.
- (11) To transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Company not required for the purposes of the Company to any charitable body having objects similar to those of the Company.
- (12) To federate or amalgamate with, affiliate or become affiliated to any body having objects 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 under or by virtue of clause 4 hereof 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 or undertake.
- (13) To promote or assist in promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company, or for the purpose of carrying on all or any activities which the Company is authorised to carry on provided that such company or companies have objects similar to those of the Company.
- (14) 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 real or personal property) and legacies and bequests for any of the purposes of the Company.
- (15) To print and publish or procure to be printed and published, and to circulate or procure to be circulated (whether gratuitously or not) any newspaper, periodicals, magazines, books, pamphlets, leaflets or other documents on subjects which are within the objects of the Company.
- (16) Subject to clause 4 hereof to employ and pay architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff for the purpose of fulfilling the objects of the Company.

- (17) To pay all or any expenses incurred in connection with the promotion of the Company.
- (18) To open and operate bank accounts and negotiate financial instruments of every kind and description.
- (19) To make donations to any other charitable body incorporated or unincorporated having objects similar to those of the Company.
- (20) To lend money and to grant or provide credit to any charitable body with similar objects on such terms as may be thought fit and with or without security.
- (21) To do all such other lawful things as are necessary for the attainment of the above objects or purposes.

This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the Company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable; the expression "charitable" shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 (including any statutory amendment or re-enactment for the time being in force) which is also regarded as a charitable purpose in relation to the application of the Taxes Acts. And throughout this clause:

- (a) the word "body" includes any association, institution or aggregate of persons, whether incorporated or unincorporated, and whether of a voluntary nature or otherwise and unless inconsistent with the context words importing the plural include the singular and vice versa; and
- (b) the words "charitable" and "charitable purposes" shall have the meaning ascribed to it for the purposes of the Charities and Trustee Investment (Scotland) Act 2005, including any statutory amendment or re-enactment for the time being in force.

Provided that:

- (i) In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) In case the Company shall take or hold any funds provided by or through the medium of a Crown or Government Body the Company shall only deal with or invest the same in such manner as embodied from time to time in the appropriate grant conditions and financial memoranda.

- (iii) The objects of the Company shall not extend to the regulation of relations between workers and employers which would have the effect of making the Company a Trade Union.
4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Company and no Member of the Company nor any of the members of the Board shall be appointed to any office of the Company paid by salary in money's worth from the Company provided that nothing herein shall prevent any payment in good faith by the Company:
- (i) of reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
  - (ii) of interest on money lent by any Member or member of the Board of the Company at a rate not exceeding 2 % less than the base lending rate prescribed for the time being by the bank appropriate to the Company or 3 % whichever is the greater;
  - (iii) of reasonable and proper rent for premises demised or let by any Member or member of the Board of the Company;
  - (iv) of fees, remuneration or other benefit in money or money's worth to a company of which a Member or member of the Board of the Company may be a Member for any services rendered to the Company;
  - (v) to any Member or member of the Board of the Company of reasonable out of pocket expenses;
  - (vi) of premiums for the insurance of any member of the Board or officer of the Company against any liability as permitted by the Articles of Association of the Company;
  - (vii) to any Member receiving a benefit from the Company in the capacity of a beneficiary of the charity;
  - (viii) to any Member by loan whether secured or otherwise.
5. The liability of the Members is limited.
6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a Member or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of

winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

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 be paid to or distributed among the Members of the Company in such proportions as may be mutually agreed by them PROVIDED THAT any Member of the Company which is not at the date of winding-up or dissolution of the Company entitled to relief under Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or any amendment thereof shall not receive any payment or distribution on winding-up or dissolution. If none of the Members of the Company as at the date of winding-up or dissolution of the Company are entitled to relief under Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or any amendment thereof then any property that remains after the satisfaction of all debts and liabilities shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the Members of the Company with the consent of the Scottish Ministers at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object. In this clause, the word "charitable" shall have the meaning ascribed to it for the purposes of the Charities and Trustee Investment (Scotland) Act 2005, including any statutory amendment or re-enactment for the time being in forcein .

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**NAMES AND ADDRESSES OF SUBSCRIBERS**

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Orchard Brae House  
30 Queensferry Road  
Edinburgh EH4 2HG

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Orchard Brae House  
30 Queensferry Road  
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Dated this Twelfth day of February Nineteen hundred and ninety three.

Witness to the above signatures: -

(Signed)  
Andrew G.A. Walker  
Trainee Solicitor  
Orchard Brae House  
30 Queensferry Road  
Edinburgh EH4 2HG