



MEMORANDUM OF ASSOCIATION

THE COMPANIES ACT 1985

as amended by

THE COMPANIES ACT 1989

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

'ELCAP'

1. The name of the Company is 'ELCAP'.
2. The registered office of this Company will be situated in Scotland.
3. a. The company is established for charitable objects and purposes only.
b. In particular the Company is established for the public benefit for the following objects: -
 1. To provide services for people who require care and support in the activities of daily living, together with advice and assistance to others involved in their care.
 2. To promote and organise co-operation in the achievement of the above purposes and to that end to bring together representatives of statutory authorities and voluntary agencies engaged in the furtherance of any of the above purposes.

- b. In furtherance of the objects and purposes herein before defined the Company shall have the following powers: -
 1. 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
 2. 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 which the Company may think necessary for promotion of its objects.
 3. To provide a forum for mutual contact and co-operation between all statutory authorities and voluntary organisations associated with the objects in 3(b) above.
 4. To collect, co-ordinate and make available by publication or otherwise information relative to the objects of the Company.
 5. To assist any body or bodies financially or otherwise in the furtherance of the Company's objects or any of them.
 6. To act as Trustees and to undertake or accept any such specific tasks or responsibilities, including advisory functions, on behalf of Government Departments, public bodies or voluntary associations where such an undertaking will advance the objects for which the Company exists.
 7. To invest and deal with monies of the company not immediately required in such manner as may from time to time be determined.
 8. 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 bond and disposition in security,

mortgage, charge, debenture or otherwise of all or any part of the property of the Company.

9. 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, with a view to the promotion of its objects.
10. 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 or inspecie ad in furtherance of any trust direction, discretion or other obligation or permission.
11. To take such steps as may from time to time be deemed necessary for the purpose of procuring contributions, subscriptions, and donations of money to the funds of the Company or gifts, devises or bequests or property of any kind for the Company or its purposes, 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 an of the objects of the Company as may be thought fit.
12. To effect and keep any insurance against any risk, loss or liability to which the Company may be subject.
13. To pay the expenses of and necessary for the formation and incorporation of the Company.
14. To procure to be written and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets or other documents in connection with the objects of the Company or any of them.
15. To arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes to further the objects of the Company or any of them.
16. To promote any private Act of Parliament, Provisional Order and other authority to enable the company to carry out its objects, alter its constitution, and achieve any other purpose which may promote the company's interests and to oppose or object to any application or proceedings which may prejudice the company's interests.
17. 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 is not carrying on business for profit or gain for distribution of its income or property by way of dividend, bonus, or otherwise amongst its members.

18. To federate or amalgamate with, affiliate or become affiliated to any body formed exclusively for 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.
19. Subject to the provisions hereinafter 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.
20. To provide for the welfare of employees or ex-employees of the Company by grants of money pensions or otherwise.
21. To do all or any of the above things as principals, agents, trustees or otherwise and by or through trustees, agents or otherwise.
22. To do all such things as will properly attain the above objects.

And throughout this Clause the word 'body' includes any association, institution or aggregate of persons, whether incorporated or unincorporated. Provided that the Company shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of the Company, would make it a Trade Union.

Provided also that: -

- i Nothing in this Clause shall authorise the Company to do anything which is not charitable for the purposes of Section 505 of the Income and Corporate Taxes Act 1988 or any re-enactment thereof; and
- ii In case the Company shall take or hold any property which may be subject to any trusts, the Company shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts.

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, bonus or otherwise howsoever by way of profit to the members or any associate of the Company. Provided that nothing herein shall prevent the gratuitous distribution among or a sale at less than cost to

subscribing members of the Company of any books, pamphlets or other publications, whether published by the Company or otherwise, relation to all or any of its objects, or prevent the payment in good faith of reasonable and proper remuneration to any officer, or servant of the Company or to any member of the Company in return for any services actually rendered to the Company, nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises let by any member to the Company but so that no member of the Executive Board of the Company shall be appointed to any salaried office of the Company, or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Committee except repayment of out-of-pocket expenses and the distribution of any such publications as aforesaid and interest at the rate aforesaid on money lent or reasonable and proper rent for premises let to the Company.

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 its being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories 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 not be paid to or distributed among the members of the Company but 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 amongst its or their members to an extent at least as great as is 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 at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for

the time being, such accounts shall be open to inspection of members. Once at least in every year the accounts of the Company shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.