

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

Amended MEMORANDUM OF ASSOCIATION

OF

**ASSOCIATION OF CHIEF POLICE OFFICERS IN SCOTLAND
(formerly ACPOS LIMITED)**

[Change of Company name approved, with effect from 1st April 2007, by Special Resolution of the Company passed at an Extraordinary General Meeting of the Company held on 22nd March 2007]

[incorporated under the Companies Act 1985 on 25th October 2006
under Company No: 310956]

Brodies LLP
Solicitors
2 Blythswood Square
GLASGOW
G2 4AD

JAM/ASS0010.1

Amended MEMORANDUM OF ASSOCIATION

OF

ASSOCIATION OF CHIEF POLICE OFFICERS IN SCOTLAND (formerly ACPOS LIMITED)

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1. The name of the Company is **ASSOCIATION OF CHIEF POLICE OFFICERS IN SCOTLAND.**
2. The registered office of the Company will be situated in Scotland.
3. The object of the Company (hereinafter called "ACPOS") shall be to promote, for the benefit of the public in Scotland, the efficiency and effectiveness of policing in Scotland. In furtherance of this object, the Association of Chief Police Officers in Scotland shall seek:
 - 3.1 to promote greater partnership working with other persons and bodies, including central and local government, and other appropriate organizations and individuals, for the protection of people and property in Scotland from and the prevention and detection of criminal acts;
 - 3.2 to promote leadership excellence by the Chief Officers of the Scottish Police Service and to be the professional voice of the Scottish Police Service, leading and co-ordinating the direction and development of a strategic policing response in Scotland;
 - 3.3 to assist in setting the policing agenda in Scotland by providing independent, professionally led and strategic policing opinions on key issues identified; and
 - 3.4 in the public interest, and in equal and active partnership with Scottish Ministers and local police authorities, to consult, deliberate and advise central and local government and other appropriate organisations and individuals upon matters relating to or affecting the policing function in Scotland.
4. Without prejudice to the generality of Clause 3 of this Memorandum of Association, ACPOS shall have power to do all such lawful things as will further the foregoing objects and, in particular, to:-
 - 4.1 The foregoing Objects shall, in addition, be furthered by ACPOS also having power particularly to:

- 4.1.1 recruit, appoint, and employ staff to work for ACPOS on such terms and conditions as the Board of directors of ACPOS (hereinafter in this Memorandum of Association and in the Articles of Association of ACPOS called "the Board ") shall approve;
- 4.1.2 obtain, collect and receive money and funds by way of contributions, subscriptions, affiliation fees, donations, legacies, grants or by organising functions or by any other lawful method and to accept and receive gifts of property of any description (whether subject to any special trust or not) and to administer and utilise such funds in furtherance of the foregoing objects;
- 4.1.3 print, publish, issue, circulate and commission papers, periodicals, books, circulars and other literary works and to commission or make cinematograph films or video tapes, wall charts, web sites and any other forms of visual aid or communications media;
- 4.1.4 provide for the delivery and holding of lectures, meetings, classes, seminars and conferences in such place or places as the Council shall think fit;
- 4.1.5 issue reports and hold conferences on the work of ACPOS;
- 4.1.6 co-operate with any charitable, national, or international, bodies, societies, organisations, associations, companies or persons whose objects are similar to the objects of ACPOS;
- 4.1.7 purchase, take on lease or otherwise acquire, any estate or interest in any heritable or moveable property and any rights or privileges which the Council may think necessary or convenient in order to further the objects of ACPOS;
- 4.1.8 subject to such consents as may be required by Law, or the holder of the title thereto (whether as nominee or otherwise), to sell, feu, lease or grant licences, servitudes and other rights over and in any other manner, deal with or dispose of the heritable or moveable property, assets, rights and effects of ACPOS or any part thereof for such consideration as the Council may think proper;
- 4.1.9 subject to such consents as may be required by Law, to raise or borrow money, on any terms or conditions, upon the security of

debenture stock, debentures, mortgages of, or charges upon, or standard securities over all, or any of the property and assets of ACPOS, present or future, or without any such security; and to make, accept, endorse and execute promissory notes and to issue and grant receipts and acknowledgements of moneys received or held on deposit or otherwise;

4.1.10 place on deposit or invest the moneys of ACPOS, not immediately required for its purposes, in the purchase of an interest in such stock, funds, shares, securities, or other investments, or property, heritable or moveable, of whatsoever nature and wheresoever situate and, whether involving liability or not and whether producing income or not, as the Council, in its absolute discretion, shall think fit;

4.1.11 pay all expenses of the incorporation and establishment of ACPOS;

4.1.12 do all or any of the above things as principals, agents, trustees or otherwise, and either alone, or in conjunction with others, and either by or through agents, trustees or otherwise;

4.1.13 do all such other lawful things as will further the objects of ACPOS;

4.2 PROVIDED ALWAYS that:-

4.2.1 in case ACPOS shall take or hold any property which may be subject to any trusts, ACPOS shall only deal with or invest the same in such manner as may be allowed by Law, having regard to such trusts;

4.2.2 the objects of ACPOS shall not be extended to the regulation of relations between workers and employers or organisations of workers and organisations of employers;

4.2.3 in case ACPOS shall take or hold any property subject to the jurisdiction of, or the title to which is held (whether as nominee, or otherwise) by, any other charitable authority, ACPOS shall not sell, feu, mortgage, grant security over, charge or lease the same without such authority, approval or consent as may be required by Law and the incorporation of ACPOS shall not diminish or impair any control or authority exercisable by any such other charitable authority over the Council.

5. The income and property of ACPOS shall be applied solely towards the promotion of the said objects:
 - 5.1 no portion of the income or property of ACPOS shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, by way of profit, to members of ACPOS; and no member of the Council shall be appointed to any office of ACPOS paid by salary or fees or receive any remuneration or other benefit in money or money's worth from ACPOS;
 - 5.2 provided that nothing herein shall prevent any payment, in good faith, by ACPOS:
 - 5.2.1 to any member of ACPOS of out-of-pocket expenses which are not otherwise payable out of other public funds.
6. The liability of the Members is limited.
7. Every member of ACPOS undertakes to contribute to the assets of ACPOS, in the event of its being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of ACPOS contracted before he or she 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 among themselves, such amount as may be required, not exceeding Ten Pounds (£10).
8. If upon the winding-up or dissolution of ACPOS there remains, after the satisfaction of all of its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of ACPOS, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of ACPOS and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on ACPOS under or by virtue of Clause 5 of this Memorandum of Association: such institution or institutions to be determined by the members of ACPOS 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.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

GEORGE IAN McPHERSON
Name of Subscriber (Please Print)

G Ian McPherson
Signature of Subscriber

Address: 173 PITT STREET

GLASGOW

G2 4JS

Description: SOLICITOR

HARRY BUNCH
Name of Subscriber (Please Print)

Harry Bunch
Signature of Subscriber

Address: 173 PITT STREET

GLASGOW

G2 4JS

Description: ACTING GENERAL SECRETARY
ASSOCIATION OF CHIEF POLICE OFFICERS IN SCOTLAND

DATED this 23rd day of OCTOBER 2006

Witness to the above signatures:-

CRAIG COID
Name of Witness (Please Print)

Craig Coid
Signature of Witness

Address: 173 PITT STREET

GLASGOW

G2 4JS

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Amended ARTICLES OF ASSOCIATION

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GENERAL

1.1 In these Articles the words and expressions in the first column below shall bear the meaning set opposite them, if not inconsistent with the subject or context:

WORDS	MEANINGS
“these Articles”	the Articles of Association of the Company from time to time in force;
“the Board”	the Board of Directors from time to time being the Office-bearers;
“chairman”	the chairman of any meeting, including the President;
“the Council”	means the Council as described in Article 25;
“Honorary Member”	a person who has been an Ordinary Member or a Senior Police Staff Associate Member of the Company and who has retired;
“the Executive Vice President”	the Executive Vice President of the Company, elected by the members of the Company in terms of Article 30;
“Member”	unless otherwise stated shall mean an Ordinary Member of the Company and “member” shall mean any class of member of the Company;
“month”	calendar month;

“the Office”	the Registered Office of Company;
“the Office-bearers”	the President, the Vice-President, Past President and the Executive Vice President;
“Ordinary Member”	a person holding a Chief Police Officer rank (temporary or otherwise) of a Police Force established under the Police (Scotland) Act 1967 or any subsequent legislation to the like effect and including a person holding a Chief Police Officer rank engaged on Central or Relevant Service under that Act and the British Transport Police Officer performing the role of Assistant Chief Constable (Scotland) of the British Transport Police, and such other persons as Council may from time to time decide;
“Past President”	Being the person who immediately preceding held the position of President;
“President”	the President of the Council, elected by members of the Company, in terms of Article 29;
“the Secretary”	the Company Secretary of the Company for the time being;
“Senior Police Staff Member”	a member of a Police Force holding a post within that Force which meets the relevant status criteria of the holding of a position, temporary or otherwise, by a person within a Police Force, the status of which is considered by the Chief Constable of the Force and the Council as being equivalent to that of a Chief Police Officer;
“the Statutes”	every statute from time to time in force concerning companies, insofar as they apply to the Company;
“Vice-President”	the Vice-President of the Council, elected by members of the Company, in terms of Article 29;
“in writing”	written, or in any other mode of representing or reproducing words in a visible form in any media.

- 1.2 Words importing the singular number, only, shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine and neuter genders. Words importing persons shall include corporations.

- 1.3 Any other words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.
- 1.4 Reference to an Article shall be to an Article in these Articles of Association.
- 1.5 Headings to Articles, or to groups of Articles, shall be for convenience of reference only and shall not form part of these Articles for any other purpose whatsoever.
- 1.6 Neither Table A nor Table C of the Companies (Tables A to F) Regulations 1985 (SI 1985/805) shall apply to the Company.

MEMBERSHIP AND SUBSCRIPTIONS

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 as Ordinary Members or as Senior Police Staff Associate Members or as Honorary Members, shall be the members of the Company.
3. At the Date of Incorporation, all existing members of the Association of Chief Police Officers in Scotland will automatically become a member of the Company. No other persons shall be admitted as a member of the Company unless the Council first approves them. The Council shall be bound to admit to membership any person who satisfies the criteria for Ordinary Membership. The Council shall have absolute discretion as to the admission of any person as a Senior Police Staff Associate Member or as an Honorary Member. No entrance fees for membership shall be payable unless otherwise determined by the Council.
4. A person may terminate his membership of the Company by giving to the Secretary, at the Office, notice, in writing, to that effect. A member shall cease to be a member of the Company without the necessity for any notification from the Company if the member's annual subscription remains unpaid for a period of six months from the due date for payment. Further, the Council may by resolution suspend or terminate the membership of any member and where previously suspended or terminated re-instate membership of the Company.
5. The members shall pay an annual subscription of such amount and at such time in each year as may from time to time be determined by the Council.

GENERAL MEETINGS

6. The Company shall 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 the Company holds its first Annual General Meeting within 18 months of its incorporation. The Annual General Meeting shall be held at such time and place as may be determined by the Directors.
7. All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
8. The Directors may, whenever it thinks fit, convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on a requisition duly signed by not less than twelve members, or, in default, may be convened by such requisitionists, as provided by the Statutes.
9. Fourteen clear days' notice, in writing, at the least, of every Annual General Meeting and of every Extraordinary General Meeting convened to consider a special resolution, and fourteen clear days' notice, in writing, at the least, of every other Extraordinary General Meeting, specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, shall be given by the General Secretary, in the manner in which notices are directed to be served, in terms of Articles 51 to 54 (inclusive), to such persons (including the Auditors) as are under these Articles or under the Statutes, entitled to receive such notices from the Company; but, with the consent of all of the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Statutes, in the case of Extraordinary General Meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
10. Any Member intending to submit any matter for consideration at the Annual General Meeting shall give to the General Secretary fourteen days' clear notice of such intention.
11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice of it, shall not invalidate any resolution passed, or proceeding held, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special which is transacted at any Extraordinary General Meeting. All that which is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the confirmation in office and the election of the Office-bearers and the members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
13. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in these Articles, twelve Ordinary Members, present in person shall be a quorum.
14. If, within half an hour from the time appointed for the holding of a general meeting, a quorum is not 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 at such other place as the Council may determine, and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.
15. The President, whom failing the Vice-President, shall preside as chairman at every general meeting, but if there be no such President, or Vice-President, or, if at any general meeting they shall not be present within fifteen minutes after the time appointed for holding it, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all of the members of the Council present decline to take the chair, they shall choose some member of the Company, who shall be present, to preside.
16. The chairman may, with the consent of any general 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a general meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for any general meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. At any general meeting, a resolution put to the vote of the meeting, shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or by at least two Members present, and, unless a poll be so demanded, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost or lost unanimously, or not carried by a particular majority, on entry to that effect in the minute book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. The demand for a poll, before the poll is taken may be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the results of the show of hands declared before the demand was made.
18. Subject to the provisions of Article 20, if a poll be demanded in the manner set out in Article 17, it shall be taken at such time and place, and in such manner, as the chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a second or casting vote.
20. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which the poll was demanded.

VOTES OF MEMBERS

21. Save as expressly provided in these Articles, every member shall have one vote.
22. Save as expressly provided in these Articles, no member, other than a member duly registered, who shall have paid any subscription or other sum which may be due and payable to the Company in respect of their membership, shall be entitled to vote on any question at any general meeting.

THE BOARD OF DIRECTORS

23. The Office-bearers shall be the directors of the Company.
24. The first members of the Board shall be the president, vice-president, past president and the honorary secretary (now executive vice president) of the Association of Chief Police Officers in Scotland at the date of incorporation of the Company. The Officers of the

Company shall comprise the President, Vice-President, Past President and Executive Vice President, who shall, unless otherwise agreed by the Ordinary Members who are Chief Constables, be Ordinary Members.

THE COUNCIL

25. The Council shall comprise all Ordinary Members who are Chief Constables, those Chairs of ACPOS Business Areas who are not Chief Constables and such other persons as Council may from time to time decide
26. At its first Annual General Meeting and, whenever appropriate at subsequent Annual General Meetings, the Ordinary Members shall elect, from among their number, the President, the Vice-President and the Executive Vice President. Nominations for the offices of President and Vice-President will be made by the Council but nominations for the post of Executive Vice President may be submitted in writing signed by two Ordinary Members to the General Secretary so as to reach him at least twenty-one days before the Annual General Meeting.
27. In the event of there being more than one nomination for either of these offices, the Executive Vice President shall forward details of the nominations to all the Ordinary Members at least 14 days before the Annual General Meeting together with the appropriate voting form(s).
28. Completed ballot papers must be received before the commencement of the Annual General Meeting. The Executive Vice President shall declare the ballot(s) closed at the opening of the Annual General Meeting when the votes cast shall be handed to two Scrutineers, approved by the Council, for counting. Upon completion of the count, the Executive Vice President shall declare the result(s) of the ballot(s).
29. The President and the Vice-President shall each hold office for a period of one year from 1 April to 31 March and shall each be eligible for re-election provided that neither shall be permitted to serve for a consecutive period exceeding three years. In the event of the death, resignation or incapacity of an Office-bearer during his term of office, the Council shall, at its discretion, be entitled to appoint one of its number or to co-opt a member of the Company to fill the vacancy until the next Annual General Meeting when such appointee or co-optee shall be entitled to stand for re-election for the vacancy.

30. The office of the Executive Vice President shall be held for a period of one year or such other term as may be determined by the Members.
31. Subject to Articles 29, and 30 the directors will not be subject to retirement and in particular the requirement for retirement by rotation is excluded.

POWERS OF THE BOARD

32. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company, insofar as it is not the responsibility of the Council as defined in Article 33, shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

POWERS OF THE COUNCIL

33. The Board of Directors shall delegate the day to day management of the business of the Company to the Council, which may pay all expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as it thinks fit, and may exercise all such powers of the Company, and do, on behalf of the Company, all such acts and things as may be exercised and done by the Company, and as are not by the Statutes, or by these Articles, required to be exercised or done by the Company in general meeting, subject nevertheless to the provisions of these Articles, the Memorandum of Association of the Company, the Statutes, for the time being, in force, and to such regulations, being not inconsistent with these Articles or the provisions of the Statutes, as may be prescribed by the Company in general meeting, but no regulation, made by the Company in general meeting, shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
34. The members, for the time being, of the Council may act, notwithstanding any vacancy in the membership of the Council.

SECRETARY

35. A Secretary, shall be appointed by the Board for such period, at such remuneration and upon such conditions as it shall think fit. The Board may, from time to time, by resolution,

appoint an assistant, or deputy, Secretary and any persons, so appointed, may act in the place of the Secretary, if there be no Secretary, or no Secretary capable of acting.

DISQUALIFICATION AND REMOVAL OF A DIRECTOR

36. A Director shall be disqualified or removed if:

36.1 he or she ceases to be a director by virtue of any provision of the Statutes or he or she becomes prohibited, by Law, from being a director; or

36.2 he or she becomes apparently insolvent, as defined by the Bankruptcy (Scotland) Act 1985, or makes any arrangement or composition with their creditors generally; or

36.3 he or she is, or may be, suffering from any mental disorder and, as a result, becomes a compulsory patient for the purposes of the Mental Health (Scotland) Acts and/or a Medical Practitioner, of appropriate qualifications and experience, in the opinion of the Council, certifies that he or she will be incapable of resuming his or her duties as a Member of the Council for, at least, six months; or

36.4 he or she resigns their Office by notice, in writing, to the Secretary; or

36.5 he or she shall, for more than six consecutive months, have been absent, without permission of the members of the Council, from meetings of the Council held during that period and the members of the Council resolve that their office be vacated; or

36.6 he or she has been suspended as a member of the Company.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COUNCIL

37 The office of a member of the Council shall be vacated if:-

37.1 he or she resigns their Office by notice, in writing, to the Secretary; or

37.2 he or she shall, for more than six consecutive months, have been absent, without permission of the members of the Council, from meetings of the Council held during that period and the members of the Council resolve that their office be vacated; or

37.3 he or she has been suspended as a member of the Company.

38. The Council may, by Ordinary Resolution, remove or suspend any member of the Council at a meeting of the Council duly convened for such purpose and , where previously removed or suspended , reinstate membership of the Council.

PROCEEDINGS OF THE BOARD

39. Subject to the provisions in the Articles, the Directors may regulate their proceedings as they think fit. Any Director may call a meeting of the Directors.
40. A quorum for a meeting of the Directors is 3. The President or in his / her absence the Vice President shall chair the meeting of Directors.
41. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall be entitled to a casting vote in addition to any other vote he/she may have.
42. The Minutes of meetings of the Directors or a written record of action taken by the Directors shall be submitted to the next meeting of Directors.
43. The continuing Directors or sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as a quorum, the continuing Director or Directors may act only for the purpose of filling vacancies or of calling a general meeting.
44. A resolution in writing signed by all the Directors entitled to receive a notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
45. Save as otherwise provided by the Articles, a Director shall not vote at a meeting of the Directors on any resolution concerning a matter in which he/she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interest of the Company his/her interests or duty arises only because the case falls within one or more of the following paragraphs:

- 45.1 the resolution relates to the giving to him / her of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him / her for the benefit of, the Company:
- 45.2 the resolutions relates to the giving, to a third party of a guarantee, security or indemnity in respect of an obligation of the Company for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.
46. For the purpose of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Company), connected with a director shall be treated as an interest of the Director and, in relation to a substitute Director, an interest of his/her appointer shall be treated as an interest of the substituted without prejudice to any interest which the substituted has otherwise.
47. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
48. If a question arises at a meeting of the Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman at the meeting and his / her ruling in relation to any Director other than himself / herself shall be final and conclusive. If the question relates to the chairman's right to vote, the decision will be voted on by the remaining Directors by a show of hands before the conclusion of the meeting.

PROCEEDINGS OF THE COUNCIL

49. The Council may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Four members of the Council present, in person, shall be a quorum. 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.
50. A member of the Board may, and on the request of a member of the Council, the Executive Vice President shall, at any time, summon a meeting of the Council by notice served upon each of the members of the Council.

51. The President shall be entitled to preside at all meetings of the Council at which he or she shall be present, but if there be no President, or if at any meeting the President be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Vice-President shall preside and if there be no Vice-President or if the Vice-President be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their members to be chairperson of the meeting.
52. A meeting of the Council, at which a quorum is present, shall be competent to exercise all the authorities, powers and discretions by, or under, these Articles for the time, being vested in the Council generally.
53. The Council may delegate any of its powers to Committees consisting of such member or members of the Council as it thinks fit and may include, in such Committees, persons who are not members of the Council, and any committee, so formed, shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council, so far as applicable and so far as they shall not be superseded by any regulations made by the Council. All acts and proceedings of any such Committee shall be reported to the Council as soon as possible.
54. All acts or things done, in good faith, by any meeting of the Council, or of any Committee of the Council, or by any person acting as a member of the Council, shall - notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any member of the Council, or of any such Committee, or of any person acting as aforesaid; or that any member of the Council, or any such Committee or any person acting, as aforesaid, was disqualified - be as valid as if every such person had been duly appointed, or had duly continued in office and was qualified to be a member of the Council.
55. The Council shall cause proper minutes to be made of all appointments of officers of the Company made by the Council and of the proceedings of all general meetings of the Company and of the Council and of Committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purported to be signed by the chairperson of such meeting, or by the chairperson of the next succeeding meeting, shall be sufficient evidence, without any further proof, of the facts stated in such minutes.

56. A resolution, in writing, signed by all members, for the time being, of the Council, or of any Committee of the Council, who are entitled to receive notice of a meeting of the Council, or of such Committee, shall be as valid and effectual as if it had been passed at a meeting of the Council, or of such Committee, duly convened and constituted. Such resolution may consist of one or more documents, in the like form, signed by one or more members of the Council.

ACCOUNTS

57. The Board shall cause accounting records to be kept in accordance with the requirements of the Statutes.
58. The accounting records shall be kept at the Office or, subject to the provisions of the Statutes, at such other place or places as the Council shall think fit, and shall always be open to inspection by members of the Council.
59. The Board shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, held in whatever form or media, or any of them, shall be open to the inspection of members, not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any such account, or book, or document, of the Company, except as conferred by the Statutes, or authorised by the Council, or by the Company in general meeting.
60. In every year, the Board shall provide to the members a proper income and expenditure account for the period since the last preceding account (or, in the case of the first account, since the incorporation of the Company) made up to a date, not more than six months after 31 March of that year, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Directors and the Auditors and copies of such accounts, balance sheets and reports and of any other documents required, by Law, to be annexed or attached to it, or to accompany them, shall be sent to the Auditors and to the members.

AUDIT

61. Once, at least, in every year, the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one

or more properly qualified and registered Auditors or a firm of Auditors, with the exception of the first account, which shall be examined in accordance with the statutes.

62. Auditors shall be appointed, and their duties regulated, in accordance with the provisions of the Statutes.

NOTICES

63. A notice may be served by the Company upon a member, either personally or by sending it through the post in a prepaid letter, or by email addressed to such member at his or her registered address as appearing in the Register of Members.
64. Any notice, if served by post, or by email shall be deemed to have been served two days (not including Sundays) following that on which the letter or email, containing the notice, is put into the post or computer system.
65. The provisions of Article 10 shall apply to the service of notices by the Company on any member.

DISSOLUTION

66. Clause 8 of the Memorandum of Association of the Company, relating to the winding up and dissolution of the Company, shall have effect as if its provisions were repeated in these Articles.

INDEMNITY

67. The members of the Board shall be indemnified, out of the assets of the Company, against all losses or liabilities which they may sustain, or incur, in or about the execution of the duties of their Office, or otherwise in relation thereto, including any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour, or in which they are acquitted, or in connection with any application under Section 727 of the Companies Act 1985 in which relief is granted to them by the Court, and no member of the Council 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 their Office or in relation to such duties. Provided always that this Article 67 shall only have effect in so far as its provisions are not avoided by Section 310 of the Companies Act 1985.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

GEORGE IAN McPHERSON
Name of Subscriber (Please Print)

G Ian McPherson
Signature of Subscriber

Address: 173 PITT STREET

GLASGOW

G2 4JS

Description: SOLICITOR

HARRY BUNCH
Name of Subscriber (Please Print)

Harry Bunch
Signature of Subscriber

Address: 173 PITT STREET

GLASGOW

G2 4JS

Description: ACTING GENERAL SECRETARY
ASSOCIATION OF CHIEF POLICE OFFICERS IN SCOTLAND

DATED this 23rd day of OCTOBER 2006

Witness to the above signatures:-

CRAIG COID
Name of Witness (Please Print)

Craig Coid
Signature of Witness

Address: 173 PITT STREET

GLASGOW

G2 4JS