

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE SCOTTISH SPORTS ASSOCIATION

1. The Company's name shall be The Scottish Sports Association (hereinafter called "the Company").
2. The registered office of the company shall be situated in Scotland.
3. The objectives of the Company shall be:-
 - (a) to acquire the property, assets, liabilities and undertaking of the unincorporated body formerly known as The Scottish Sports Association pursuant to the resolution passed at their October 2003 Annual General Meeting and in general to carry out the functions of the former Scottish Sports Association (hereafter "the Association") including that of a consultative body to The Scottish Sports Council (now trading as and hereinafter referred to as "sportscotland") in terms of Article 6 of its Royal Charter;
 - (b) to foster, encourage, promote and develop the interests of sport in Scotland;
 - (c) to consult with, represent and inform the governing bodies of sport in Scotland effectively;
 - (d) to act in consultation with and as an independent consultative body to sportscotland;
 - (e) to act in consultation with and as an independent consultative body to the Scottish Parliament;
 - (f) to consult and network with other agencies where appropriate;
 - (g) Generally to advance and safeguard the interests of the Governing Bodies of Sport in Scotland and those of the Company and to do all such acts and things as may from time to time be deemed necessary or expedient for or in connection with sport in Scotland and the Company.
4. The Company shall have without prejudice to the generality of the foregoing, power to do all such lawful things as will further the foregoing objectives and in particular:-

- (a) To obtain, collect and receive money and funds by way of contributions, subscriptions, affiliation fees, donations, legacies, awards, grants, covenants or by organising functions or events 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);
- (b) To promote or procure the education of officers of Governing Bodies in the carrying out of their duties and to encourage or make arrangements for their training;
- (c) To co-operate with education authorities, universities and generally the tertiary education system in the promotion of the interests of Governing Bodies and where appropriate the provision of appropriate governance courses for officers of Governing Bodies as also to co-operate with other organisations within the voluntary sector in the United Kingdom;
- (d) To print, publish, issue, circulate and commission papers, periodicals, books, circulars and other literary works and to commission or make films or video tapes, wall charts and any other forms of visual aid in connection with sport in Scotland;
- (e) To institute, establish, contribute towards and administer scholarships, bursaries, grants, awards and other benefactions;
- (f) To promote and encourage research and to collect and publish and procure the publication of the useful results thereof;
- (g) To purchase, lease or by any other means acquire interests in or take options over any property whatever, and any rights or privileges of any kind over or in respect of any property; and to grant indemnities where appropriate to those from whom any such property is acquired.
- (h) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (i) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections, concessions and generally intellectual property or rights and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (j) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

- (k) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (l) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (m) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (n) To apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (o) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges, and concessions.
- (p) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority (supreme, municipal, local or otherwise) in any part of the world.
- (q) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical,

commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

- (r) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (s) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- (t) To act as agents or brokers and as trustees for any person, firm or company or in any appropriate manner, and to undertake and perform sub-contracts.
- (u) To remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise as may be thought expedient; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents.
- (v) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (w) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company.
- (x) 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.

- (y) 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:-

- (1) 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.
 - (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
 - (3) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
 - (4) In this Clause the expression "the Act" means the Companies Act 2006, but so that any reference in this Clause 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.
5. The income and the property of the Company shall be applied solely towards the promotion of the objectives set forth in this Memorandum. No portion of the income or property of the Company shall be paid or transferred directly or indirectly by way of dividend, bonus or profit share to any member of the Company.
6. The liability of the Members is limited.
7. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while it is a Member or within one year after it ceases to be a Member for payment of the Company's debts and liabilities contracted before it ceases to be a Member, and of the costs, charges and expenses of winding up.
8. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever it shall not be paid to or distributed among the members of the Company (but should be given or transferred to) or to some other body having objectives similar to the objectives of the Company and which also shall prohibit the distribution of its or their income

and property also to an extent at least as great as is imposed on the Company by virtue of Clause 5 hereof such other body to be determined by the Members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision then such property shall be disposed of at the discretion of the Board of Directors for some charitable purpose or purposes.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this memorandum

Name and Address of Subscribers

On behalf of The Scottish Hockey Union Limited

Name:

Address:

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On behalf of Scottish Athletics Limited

Name:

Address:

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