

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

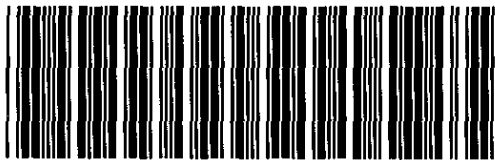
Company No. 287964

The Registrar of Companies for Scotland hereby certifies that

**SHOWCASE THE STREET**

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the 26th July 2005



\*NSC287964R\*



**C O M P A N I E S H O U S E**



Companies House  
— for the record —

12

**Declaration on application for registration**

Please complete in typescript,  
or in bold black capitals.

CHFP000

287964

**Company Name in full**

SHOWCASE THE STREET

I,  
of

STEPHEN MABBOTT

STEPHEN MABBOTT LTD.

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

**Declarant's signature**

[Redacted signature]

Declared at

EDINBURGH

Day Month Year

On

26 07 2005

Ⓛ Please print name.

before me Ⓛ

RUSSELL PATERSON N.P.

**Signed**

[Redacted signature]

Date

26/7/05

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

SCOTT'S COMPANY FORMATIONS, 5 LOGIE MILL,  
BEAVERBANK OFFICE PARK, LOGIE GREEN ROAD,  
EDINBURGH. EH7 4HH Tel 0131 556 5800  
DX number 550301 DX exchange EDINBURGH



Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland **DX 235 Edinburgh**



Companies House  
— for the record —

Please complete in typescript,  
or in bold black capitals.

# 30(5)(a)

## Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

[Redacted]

Company Name in full

SHOWCASE THE STREET

I, STEPHEN MABBOTT  
of STEPHEN MABBOTT LTD.

† Please delete as appropriate.

a [~~Solicitor engaged in the formation of the company~~] person named as  
director or secretary of the company in the statement delivered under  
section 10 of the Companies Act 1985<sup>†</sup> do solemnly and sincerely declare  
that the company complies with the requirements of section 30(3) of the  
Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to  
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

[Redacted Signature]

Declared at EDINBURGH

Day Month Year  
on 26 07 2005

Ⓢ Please print name.

before me Ⓢ RUSSELL PATERSON N.P.

Signed

[Redacted Signature]

Date 26/7/05

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
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for companies registered in Scotland DX 235 Edinburgh



10

Please complete in typescript, or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

[Empty box]

Company Name in full

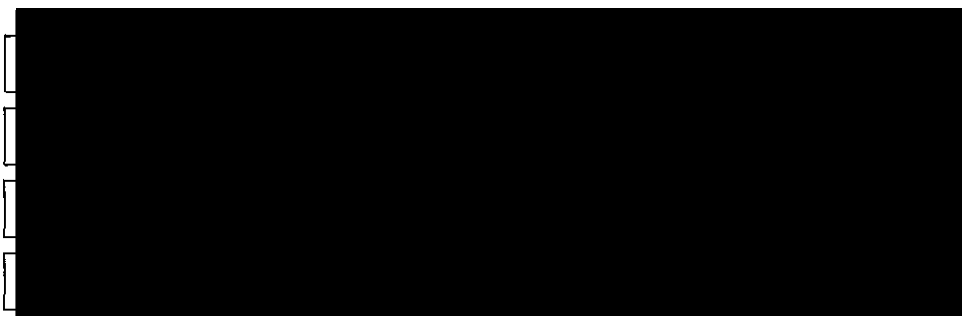
SHOWCASE THE STREET

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region



If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

Agent's Name

[Empty box]

Address

SCOTT'S COMPANY FORMATIONS  
5 LOGIE MILL BEAVERBANK OFFICE PARK  
LOGIE GREEN ROAD, EDINBURGH EH7 4HH  
TEL 0131-556 5600 FAX 0131-558 1112

Post town

[Empty box]

County / Region

[Empty box]

Postcode

[Empty box]

Number of continuation sheets attached

2

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

SCOTT'S COMPANY FORMATIONS  
[Redacted]  
Log  
DX number                      DX exchange



When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ    DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

CHFP000

Company Name **SHOWCASE THE STREET**

NAME \*Style / Title \*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title \*Honours etc

Forename(s)

Surname **STEPHEN MARBOTT LTD**

Previous forename(s)

Previous surname(s)

Address

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

County / Region

Country **SCOTLAND**

Day Month Year

Date of birth **01 02 1999** Nationality **SCOTTISH**

Business occupation **COMPANY REGISTRATION AGENT**

Other directorships **NONE**

I consent to act as director of the company named on page 1

Consent signature **26/7/05**

**Company Secretary** (see notes 1-5)

**NAME** \*Style / Title  \*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**  
For a corporation, give the registered or principal office address.

Post town

County / Region  Postcode

Country

I consent to act as secretary of the company named on page 1

**Consent signature**  **Date**

**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title  \*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**  
For a corporation, give the registered or principal office address.

Post town

County / Region  Postcode

Country

Day Month Year

**Date of birth**  **Nationality**

**Business occupation**

**Other directorships**

I consent to act as director of the company named on page 1

**Consent signature**  **Date**

# Company Secretary (see notes 1-5)

Company name

SHOWCASE THE STREET

NAME \*Style / Title

MD

\*Honours etc

\* Voluntary details

Forename(s)

JENNIFER

Surname

STEWART

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

Post town

County / Region

Postcode

Country

SCOTLAND

I consent to act as secretary of the company named on page 1

Consent signature

Date

12/1/05

# Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MD

\*Honours etc

Forename(s)

ANDREW ROSS

Surname

MCSILL

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

Post town

County / Region

Postcode

Country

SCOTLAND

Day Month Year

Date of birth

Business occupation

QUALITY SURVEYOR

Other directorships

NONE

I consent to act as director of the company named on page 1

Consent signature

Date

12/7/05

**Company Secretary** (see notes 1-5)

**Form 10 Continuation Sheet**

CHWP000

Company Name

SHOWCASE THE STREET

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address †

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

Forename(s)

FENGUS MCFARLANE

Surname

STORMER

Previous forename(s)

Previous surname(s)

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address †

Post town

County / Region

Postcode

Country

SCOTLAND

Day Month Year

Date of birth

Business occupation

POLICE SERGEANT

Other directorships

NONE

I consent to act as director of the company named on page 1

Consent signature

Date

12/7/05



**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title  \*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

**Address** ††

Post town

County / Region  Postcode

Country

Day Month Year

Date of birth

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature  Date

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

|        |                      |      |  |
|--------|----------------------|------|--|
| Signed | <input type="text"/> | Date | <input type="text" value="12/7/05"/>   |
| Signed | <input type="text"/> | Date | <input type="text" value="12/7/05."/>  |
| Signed | <input type="text"/> | Date | <input type="text" value="12/07/05."/> |
| Signed | <input type="text"/> | Date | <input type="text" value="12/7/05."/>  |
| Signed | <input type="text"/> | Date | <input type="text"/>                   |
| Signed | <input type="text"/> | Date | <input type="text"/>                   |
| Signed | <input type="text"/> | Date | <input type="text"/>                   |

**THE COMPANIES ACTS 1985 to 1989**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**  
**MEMORANDUM OF ASSOCIATION**

of

**SHOWCASE THE STREET**

1. **The name of the Company (hereinafter referred to as "the Company") is**  
**SHOWCASE THE STREET**
  
2. **The Company's registered office is to be situated in Scotland.**
  
3. **Each and every clause (including this clause) both of the Memorandum and of the Articles of Association of the Company shall be read and interpreted as if there were embodied therein an over-riding qualification to the effect that no expenditure of income by the Company shall be permitted for the purpose of carrying out any activities which are not wholly charitable within the meaning of Section 505 Income and Corporation Taxes Act 1988, or of any amending act or regulation thereunder (which meaning shall be ascribed to the Word "charitable" wherever used in this Memorandum) and that in all cases in which activities permitted by the objects of the Company are in their nature capable of being exercised for the purposes which are not wholly charitable, the powers contained in the objects of the Company shall be held to limit such activities to those which will not prejudice the charitable status of the Company within the statutory meaning before mentioned, subject to the said over-riding qualifications the objects for which the Company is established are:-**
  - (i) **To promote, maintain, improve and advance the education of children, young people and adults, the health of the residents in the area which the company operates and the improvement of the opportunities for the educationally, socially and rurally disadvantaged by all appropriate means and particularly by encouragement of the Arts including the arts of drama, dance, music, singing, literature and visual arts and thereby improve the conditions of life and the community spirit of the inhabitants of the area.**



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

**(ii) (a) To present, promote, organise, provide, manage and produce such plays, performances, broadcasts, lectures and other literary, musical, dramatic and artistic entertainments and exhibitions as are conducive to the promotion, maintenance and advancement of education or to the encouragement of the Arts and to formulate, prepare and establish schemes therefor. To tour and work throughout the United Kingdom across the widest possible social and geographical spread to encourage the development of existing new audiences and venues.**

**(b) To encourage and explore all appropriate methods in order to develop mutual creative equality and trust between Actor, Director, Designer and Technician to maximise the creative potential of every Company employee and contractor.**

**(c) To purchase, acquire and obtain interests in the copyright of or the rights to perform, publish or show any material which can be used or adapted for the objects of the Company.**

**(d) To enter into agreement and engagements with authors, actors, dancers, musicians, producers, lecturers, teachers, artists, composers and other persons and retail advisors and to remunerate such persons and advisors by salaries or fees. To operate a policy of equal opportunities in casting and employment with particular emphasis on the engagement of Scottish actors, directors, staff, and technicians.**

**(e) To co-operate with manufacturers, dealers, traders, the press and other sources of publicity for the purpose of promoting the objects of the Company.**

**(f) To procure to be written and print, publish, issue, circulate or otherwise disseminate gratuitously or otherwise reports and periodicals, books, pamphlets, leaflets and other literature.**

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

**(ii) (a) 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 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 and concessions 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.**

**(c) 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 rights of the Company.**

**(d) 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.**

**(e) To lend and advance money or give credit with or without security to any person, firm or Company, to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan.**

**(f) 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), 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.**

**(g) 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.**

**(h) To apply for, promote, and obtain any Private Act of Parliament, order, or licence of the Department of Trade 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.**

**(i) 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 or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.**

**(j) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, 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, municipal, local or otherwise, in any part of the world.**

**(k) To control, manage, finance, 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 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.**

**(l) To promote any other Company for the purpose of acquiring the whole or any part of the property or undertaking or any of the liabilities of the Company, or of undertaking any operations which may appear likely to assist or benefit the Company or to enhance the value of any property of the Company, and to subscribe for, or otherwise acquire all or any part of the shares or securities of any such Company as aforesaid.**

**(m) To sell or otherwise dispose of the whole or any part of the 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.**

**(n) To act as agents or brokers and as trustees for any person, firm or Company.**

**(o) To employ and remunerate any person, firm or Company rendering services to the Company.**

**(p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or Company to pay the same.**

**(q) 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 of any kind and bequests for any of the purposes of the Company.**

**(r) 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 provisions of such pensions and other benefits for such persons.**

**(s) 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.**

**(t) 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.**

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

**PROVIDED that the objects of the Company shall not extend to the regulation of relations between workers and employees or organisations of workers and organisations of employees.**

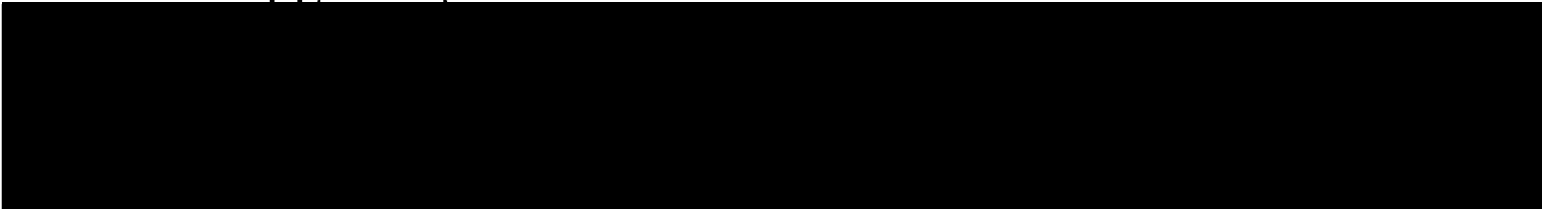
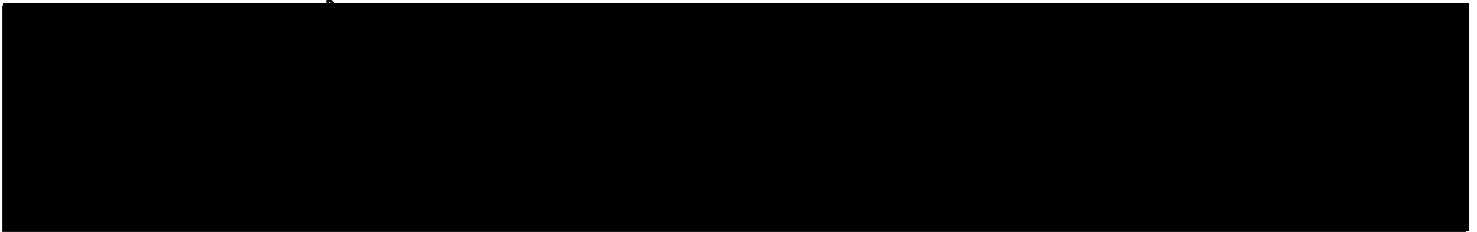
- 4. The liability of the members is limited.**
- 5. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member for payment of the Company's debts and liabilities contracted before he ceases to be a member and of the cost, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.**

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

---

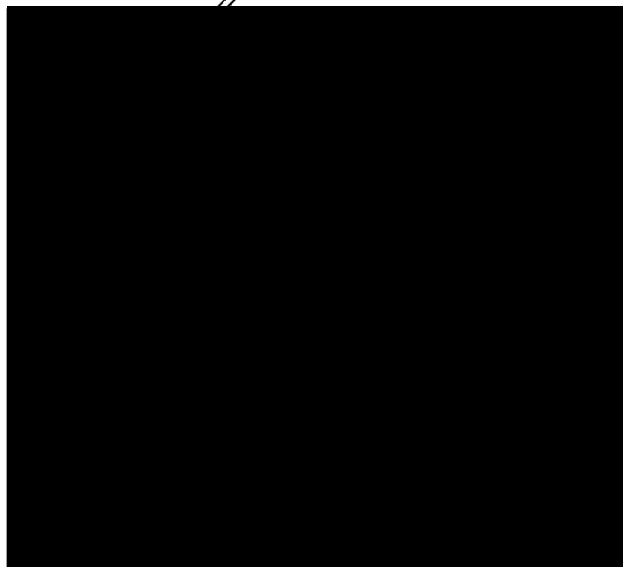
**Names, Addresses and Descriptions  
of Subscribers**

---



**DATED the** 12<sup>th</sup> July 2005

**Witness to the above Signatures:-**



**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY GUARANTEE**

**AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**of**

**SHOWCASE THE STREET**

**Interpretation**

**1. In these regulations:-**

**"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.**

**"the articles" means the articles of the company.**

**"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.**

**"electronic communication" has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.**

**"executed" includes any mode of execution.**

**"office" means the registered office of the company.**

**"the seal" means the common seal of the company.**

**"secretary" means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.**

**Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the company.**

**Reference in these articles to the singular shall be deemed to include the plural.**

**Qualifications for membership**

**2. The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 4 to 8.**



## **Categories of Member**

### **3. For the purposes of these articles**

**"Full Member" means a member admitted under article 4.**

### **4. Membership shall be open to:**

**Full Member - any individual (if aged 16 or over) who supports the aims of the company.**

**5. Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.**

### **Application for membership**

**6. Any person who wishes to become a member must sign, and lodge with the company, a written application for membership.**

**7. The directors may, at their discretion, refuse to admit any person to membership.**

**8. The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.**

### **Membership subscription**

**9. No membership subscription shall be payable.**

### **Register of members**

**10. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership and the date on which any person ceased to be a member.**

### **Withdrawal from membership**

**11. Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect; on receipt of the notice by the company, he/she cease to be a member.**

### **Expulsion from membership**

**12. (a) Any person may be expelled from membership by special resolution (see article 25), providing the following procedures have been observed:**

**(i) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion.**

(ii) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

(b) The directors shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have a right to be heard before any final decision is made.

#### **Termination/transfer**

13. Membership shall cease on death.

14. A member may not transfer his/her membership to any other person.

#### **General meetings (meetings of members)**

15. The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.

16. Not more than 15 months shall elapse between one annual general meeting and the next.

17. The business of each annual general meeting shall include;

(a) a report by the chair on the activities of the company.

(b) consideration of the annual accounts of the company.

(c) the election/re-election of directors, as referred to in articles 43 to 45.

18. The directors may convene an extraordinary general meeting at any time.

19. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A of the Act).

#### **Notice of general meetings**

20. At least 21 clear days' notice must be given of

(a) an annual general meeting or

(b) an extraordinary general meeting at which a special resolution (see article 25) or a resolution requiring special notice under the Act, is to be proposed; all other extraordinary general meetings shall be called by at least 14 clear days' notice.

21. The reference to "clear days" in article 20 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted and also the day of the meeting, should be excluded.

**22. A notice calling a meeting shall specify the time and place of the meeting; it shall**

- (a) indicate the general nature of the business to be dealt with at the meeting and**
- (b) if a special resolution (see article 25) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.**

**23. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.**

**24. Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the company of an address to be used for the purpose of electronic communications, by way of an electronic communication) to all the members and directors, and (if there are auditors in office at the time) to the auditors.**

#### **Special resolutions and ordinary resolutions**

**25. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 20 to 24; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.**

**26. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,**

- (a) to alter its name**
- (b) to alter its memorandum of association with respect to the company's objects**
- (c) to alter any provision of these articles or adopt new articles of association.**

**27. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the chairperson casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 20 to 24.**

#### **Procedure at general meetings**

**28. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be three members, present in person.**

**29. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence, or if, during a meeting, a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.**

**30. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the he/she who will act as chairperson of that meeting.**

**31. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.**

**32. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given either personally, by postal vote in writing or by proxy.**

**33. A member who wishes to appoint a proxy to vote on his behalf at any meeting (or adjourned meeting) shall lodge with the company, at the office, not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require), signed by him; an instrument of proxy which does not conform with the preceding provisions or which is not lodged in accordance with such provisions shall be invalid.**

**34. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.**

**35. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him to speak at the meeting and need not be a member of the company.**

**36. A vote given, or poll demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a poll had terminated prior to the giving of such vote or demanding of such poll unless notice of such termination was received by the company at the office before the commencement of the meeting or adjourned meeting at which the vote was given or the poll demanded.**

**37. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.**

**38. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present at the meeting and entitled to vote, a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.**

**39. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.**

### **Maximum and Minimum number of directors**

**40. 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 three.**

### **Eligibility**

**41. A person shall not be eligible for election/appointment as a director unless he/she is a member of the company.**

**42. A person shall not be eligible for election/appointment as a director if he/she is an employee of the company.**

### **Election, retiral, re-election**

**43. At each annual general meeting, the members may (subject to article 40) elect any member (providing he/she is willing to act) to be a director.**

**44. The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to article 40).**

**45. At each annual general meeting, all of the directors shall retire from office - but shall then be eligible for re-election.**

### **Termination of office**

**46. A director shall automatically vacate office if:**

**(a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director.**

**(b) he/she becomes debarred under any statutory provision from being involved in the administration or management of a charity.**

**(c) he/she becomes incapable for any reason of fulfilling the duties of his /her office and such reason is expected to continue for a period of more than six months.**

**(d) he/she ceases to be a member of the company.**

**(e) he/she becomes an employee of the company.**

**(f) he/she resigns office by notice to the company.**

**(g) he/she is absent (without permission of the directors) from more than 4 consecutive meetings of the directors, and the directors resolve to remove him/her from office.**

**(h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.**

#### **Register of directors**

**47. The directors shall maintain a register of directors, setting out full details of each director, the date on which each such person became a director, and the date on which any person ceased to hold office as a director.**

#### **Office bearers**

**48. The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.**

**49. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.**

**50. Any person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.**

#### **Powers of directors**

**51. Subject to the provisions of the Act, the memorandum of association and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.**

**52. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.**

#### **Personal interests**

**53. A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 63) from voting on the question of whether or not the company should enter into that arrangement.**

**54. For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his /hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of section 317 of the Act), has a personal interest in that arrangement.**

**55. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the company should enter into the relevant arrangement - a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article (54) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.**

**56. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.**

#### **Procedure at directors' meetings**

**57. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.**

**58. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.**

**59. No business shall be dealt with at a meeting of the directors unless a quorum of non-remunerated directors is present; the quorum for the transaction of the business of the non-remunerated directors may be fixed by the directors and, unless so fixed at any other number, shall be the nearest whole number representing one third of the total number of directors.**

**60. If at any time the number of non-remunerated directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.**

**61. Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the he/she who will act as chairperson of the meeting.**

**62. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.**

**63. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning his/her terms, conditions and remuneration (or that of any employee) or any other matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.**

**64. For the purposes of article 63, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his /hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.**

**65. 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.**

**66. The company may, by ordinary resolution, suspend or relax to any extent - either generally or in relation to any particular matter - the provisions of articles 63 to 65.**

#### **Delegation to sub-committees**

**67. The directors may delegate any of their powers to any sub-committees; such sub-committees shall have a director as their convener and shall consist of members and/or directors with a majority in the membership of the company.**

**68. Any delegation of powers under article 67 may be made subject to such conditions as the directors may impose and may be revoked or altered.**

**69. The rules of procedure for any sub-committee shall be as prescribed by the directors.**

#### **Secretary**

**70. The company secretary shall be appointed by the directors for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the company secretary may be removed by them at any time.**

#### **Minutes**

**71. The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.**

#### **Accounting records and annual accounts**

**72. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.**

**73. The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.**

**74. No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.**



## **The Seal**

**75. (a) The Company may have a seal if it so wishes. Insofar as the Company has a seal it shall only be used with the consent of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is to be affixed and unless otherwise so determined it shall be signed by a Director and also by the Company Secretary or by a second Director. The Obligation under Clause 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal. Clause 101 of Table A shall not apply to the Company.**

**(b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.**

## **Notices**

**76. Any notice which requires to be given to a member under these articles shall be given either in writing; such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company.**

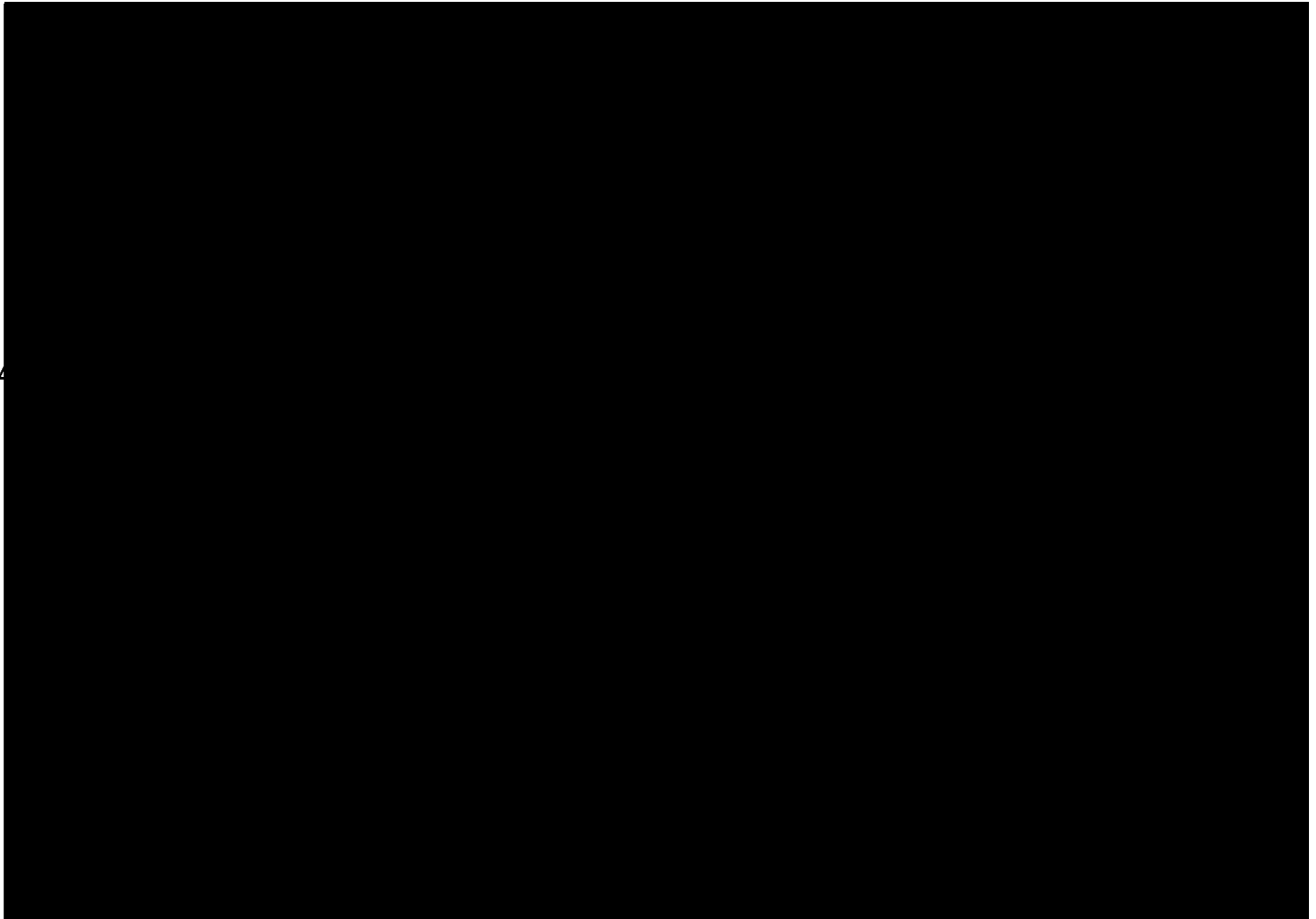
**77. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.**

**78. Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any electronic communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.**

## **Winding-up**

**79. If the company is wound up, the liquidator shall give effect to the provisions of clause 6(c) of the memorandum of association.**

**Names, Addresses and Descriptions of Subscribers**



**DATED** the 12<sup>th</sup> July 2005

**Witness to the above Signatures:-**

