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Secretary

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

NEILSTON DEVELOPMENT TRUST

Burness 
242 West George Street, Glasgow G2 4QY
Telephone: 0141 248 4933 FAS: 8859
www.burness.co.uk

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM of ASSOCIATION
of
NEILSTON DEVELOPMENT TRUST

- 1 The company's name is "Neilston Development Trust".
- 2 The company's registered office is to be situated in Scotland.
- 3 The Company has been formed to benefit the community of Neilston which comprises the postcode unit G78 3 ("**the Community**") with the following objects:
 - (1) To manage community land and associated assets for the benefit of the Community and the public in general as an important part of the protection and sustainable development of Scotland's natural environment;
 - (2) To preserve, restore and improve the environment in and around the Community and in particular (but without prejudice to that generality) through the provision, maintenance and/or improvement of public open space and other public amenities, and other environmental and townscape regeneration projects
 - (3) To provide within the Community facilities for recreation and other leisure time occupation available to the public at large with a view to improving their conditions of life.
 - (4) To promote for the public benefit the preservation (whether wholly or in part) of buildings and other structures or features of historic and/or architectural significance located within the Community.
 - (5) To promote security, public safety, the prevention of crime and the reduction of the fear of crime among residents of the Community.
 - (6) To advance education, particularly among residents of the Community, (i) with particular reference to the field of design and also educational projects directed towards good citizenship; (ii) through promotion of culture and the arts and (iii) in matters relating to the local heritage.

- (7) To provide relief to and/or support the needs of people with limited mobility or sensory impairment.
- (8) To promote training, particularly in such skills as may assist the participants in obtaining paid employment.
- (9) To relieve unemployment in such ways as may be thought fit, including assistance to find employment.
- (10) To advance community development and regeneration within the Community through the promotion of trade and industry;
- (11) To promote, operate and/or support other similar projects and initiatives for the benefit of the Community;

But such that:- (1) the company shall do so following principles of sustainable development; and (2) the company shall not incur expenditure in pursuing any of the above objects unless the directors are satisfied that the public benefit so arising clearly outweighs any private benefit thereby conferred on private landowners or individual businesses within the Community, and that wherever appropriate due safeguards for the preservation of such public benefit are put in place.

In pursuance of those aims (but not otherwise), the company shall have the following powers:-

- (a) To facilitate a series of projects reflecting residents' lives and interests, identified and developed by individuals, groups and organisations within the Community.
- (b) To co-ordinate a programme of events to celebrate the outputs of these projects.
- (c) To assemble information and resources relating to the public spaces (both indoor and outdoor) of the Community, which will enable fully informed and creative debate.
- (d) To offer a programme of design education to residents of the Community to enable optimal participation in the design process.
- (e) To organise a pivotal design workshop, involving the community, professionals and other relevant agencies, charged with reflecting all dimensions of the process and initiating a strategy.
- (f) To produce a comprehensive strategy for the public spaces within the Community.

 - as altered by special resolution dated
 - as altered by special resolution dated

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- (g) To support the production of briefs for a series of individual spatial projects.
- (h) To support the design and development processes arising from these briefs, undertaken by community and other champions including relevant professionals.
- (i) To facilitate agreement for the implementation and management of these projects.
- (j) To facilitate agreement of appropriate structures to support this process.
- (k) To consider new ways of using, owning and developing public space that are socially, economically and ecologically sustainable.
- (l) To meet all of these objectives whilst acknowledging and celebrating the diversity of the Community and to promote and ensure accessibility in relation to this.
- (m) To work in partnership with all relevant local and central government, voluntary sector and other partnership agencies.
- (n) To publicise, document and disseminate information on the project to promote best practice in the designing of community space.
- (o) To register any interest in land and to exercise the right to buy under the provisions of Part 2 of the Land Reform (Scotland) Act 2003 (including any statutory amendment or re-enactment of those provisions which may be in force from time to time).
- (p) To promote, operate, coordinate, monitor and/or support other projects and programmes which further the aims of the company.
- (q) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, multimedia products and display materials, and to create and maintain a website or websites.
- (r) To provide information, advisory, support and/or consultancy services which further the aims of the company.
- (s) To carry on any other activities which further any of the above objects.
- (t) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the

company, all such functions as may be associated with a holding company.

- (u) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.
- (v) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- (w) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- (x) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- (y) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- (z) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- (aa) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (bb) To engage such consultants and advisers as are considered appropriate from time to time.
- (cc) To effect insurance of all kinds (which may include officers' liability insurance).
- (dd) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (ee) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- (ff) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- (gg) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

- as altered by special resolution dated

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- (hh) To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- (ii) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charity.
- (jj) To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

And it is declared that

- (i) in this clause,

“property” means any property, heritable or moveable, wherever situated

“sustainable development” means development which meets the needs of the present without compromising the ability of future generations to meet their own need

- (ii) in this clause, and throughout this memorandum of association,

(A) the expression “charity” shall mean a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 96 of the Charities Act 1993

(B) the expression “charitable purpose” shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of sections 505 and 506 of the Income and Corporation Taxes Act 1988;

- (iii) any reference in this memorandum of association to a provision of any legislation shall include any statutory modifications or re-enactment of that provision in force from time to time.

- 4 (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3); and in particular (but without limiting the generality of that provision) any surplus funds or assets of the company must be applied for the benefit of the Community.

- as altered by special resolution dated
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- (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
- (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
- (d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

5 The liability of the members is limited.

6 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/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/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.

7 (a) If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company; instead, that property shall (subject to paragraph (c) of this clause 7) be transferred to some other community body or bodies (as defined in section 34 of the Land Reform (Scotland) Act 2003 (including any statutory amendment or re-enactment of the provisions of that section which may be in force from time to time) or to a crofting community body or bodies (as defined in section 71 of the Land Reform (Scotland) Act 2003 (including any statutory amendment or re-enactment of the provisions of that section which may be in force from time to time) as may be determined by the members (subject to the identity of the transferee body or bodies being first approved by the Scottish Ministers).

* (b) If the members do not resolve to transfer any property of the nature referred to in paragraph (a) to a community body or bodies or crofting community body or bodies approved by Scottish Ministers, such property shall instead be transferred to the Scottish Ministers or to such charity as the Scottish Ministers may direct.

(c) No property shall be transferred under paragraph (a) or (b) to any body unless it is a Scottish charity.

8.1 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

* as altered by written resolution dated 3 April 2006

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and addresses of subscribers

- | | |
|---|---|
| 1. Alan Walker
43 Neilston Road
Neilston
GLASGOW
G78 3MT | 2. Laura Carswell
Kirkton Farm
Neilston
GLASGOW
G78 3HN |
| 3. Shona Donnelly
30 Glen Falloch Crescent
Neilston
GLASGOW
G78 3QY | 4. Katherine Louise Wainwright
Gardyne
Broadlie Road
Neilston
G78 3ES |

Dated

Witness to the above signatures:-

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

NEILSTON DEVELOPMENT TRUST

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General structure

- 1 The structure of the company consists of:-
 - (a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting). The Members (as defined in article 2) have important powers under the articles of

association and the Companies Acts; in particular, Members elect people to serve as directors and take decisions in relation to changes to the articles themselves;

- (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

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 3 to 8.
- 3 Membership shall (subject to articles 4 and 7) be open to any person aged 18 years or over who:
 - (a) is ordinarily resident in the Community (as defined in the memorandum of association of the company);
 - (b) is entitled to vote at a local government election in a polling district that includes the Community or part of it; and
 - (c) supports the aims and activities of the company;an individual once admitted to membership shall cease to be a member if he/she ceases to be eligible for membership in terms of this article 3.
- 4 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

- 5 Any person who wishes to become a member must sign, and lodge with the company, a written application for membership; an application for membership must be accompanied by a remittance to meet the full amount of the membership subscription applicable to the category of membership for which he/she is applying.
- 6 A person applying for membership shall lodge with his/her application such evidence (if any) in support of his/her application as the directors may request.
- 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 (and, if applicable, supporting evidence) and remittance required under articles 5 and

6; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application, and, if the decision was to refuse admission, shall return to the applicant the remittance lodged by him/her under article 5.

Minimum number of members

- 9 The minimum number of members is 20; in the event that the number of members falls below 20, the directors may not conduct any business other than to ensure the admission of sufficient members to achieve the minimum number.
- 10 For the avoidance of doubt a 100% majority of the members of the company shall be individuals eligible under article 3 (individuals ordinarily resident in the Community).

Membership subscription

- 11 A membership subscription of £1 shall be payable at the time of admission to membership; there will not, however, be any requirement to pay an annual membership subscription.
- 12 The amount of the membership subscription may be varied from time to time, by ordinary resolution passed at an annual general meeting of the company.

Register of members

- 13 The directors shall maintain a register of members, setting out the full name and address of each member, the category of membership into which he/she falls, 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

- 14 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 shall cease to be a member.

Expulsion from membership

- 15 Subject to articles 16 to 20, the company may, by special resolution, expel any individual from membership.
- 16 Any member who wishes to propose at any meeting a resolution for the expulsion of any individual from membership shall lodge with the company written notice of his/her intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
- 17 The company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned, and the

member concerned shall be entitled to make written representations to the company with regard to the notice.

- 18 If representations are made to the company in pursuance of the preceding article, the company shall (unless such representations are received by the company too late for it to do so):-
- (a) state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposed; and
 - (b) send a copy of the representations to every individual to whom notice of the meeting is or was given.
- 19 Whether or not a copy of written representations has been given to each of the individuals entitled to receive notice of the meeting, the member concerned shall be entitled to be heard on the resolution at the meeting.
- 20 Failure to comply with any of the provisions of articles 16 to 19 shall render any resolution for the expulsion of an individual from membership invalid.
- 21 An individual expelled from membership under articles 15 to 19 shall cease to be a member with effect from the time at which the relevant resolution is passed.

Termination/transfer

- 22 Membership shall cease on death.
- 23 A member may not transfer his/her membership to any other individual or body .

General meetings (meetings of members)

- 24 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.
- 25 Not more than 15 months shall elapse between one annual general meeting and the next.
- 26 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; and
 - (c) the election/re-election of directors, as referred to in articles 56 to 62.
- 27 The directors may convene an extraordinary general meeting at any time.

- 28 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

- 29 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 34) 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.
- 30 The reference to "clear days" in article 29 shall be taken to mean that, in calculating the period of notice, the day after the notice is sent, and also the day of the meeting, should be excluded.
- 31 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 34) (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.
- 32 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.
- 33 Notice of every general meeting shall be given (either in writing or, where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication, by way of electronic communications) to all the members and directors, and (if there are auditors in office at the time) to the auditors.

Special resolutions and ordinary resolutions

- 34 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 29 to 33; 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.
- 35 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.

36 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’s casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 29 to 33.

Procedure at general meetings

37 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 15 members, each being a member or a proxy for a member.

38 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.

39 The Chairperson of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the Chairperson of the company is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the Vice Chairperson shall preside as chairperson or if he/she 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 person who will act as chairperson of that meeting.

40 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.

41 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally (subject to article 41);

42 The directors may allow any member who has a disability which significantly reduces his/her mobility to vote by proxy (whether on a show of hands or on a secret ballot at a general meeting).

43 Where a member who has been allowed in pursuance of article 42 to appoint a proxy to vote on his/her behalf wishes to do so, he/she

(a) shall lodge with the company at the company’s registered office, not less than 48 hours before the time for holding the meeting, a written instrument of proxy (in such form as the directors require), signed by him/her; or

(b) shall send to the company, at such address as may have been notified to the members by the company for that purpose, an electronic communication containing the appointment of a proxy, providing such electronic communication is received by the company at such address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

44 An instrument of proxy which does not conform with the provisions of article 43 or which is not lodged in accordance with such provisions shall be invalid.

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

46 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/her to speak at the meeting and need not be a member of the company.

47 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot unless notice of such termination was received by the company at the company’s registered office (or, where contained in an electronic communication, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

48 In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall (subject to article 48) be entitled to a casting vote in addition to any other vote he/she may have.

49 The chairperson of the meeting shall not be entitled to a casting vote unless he/she is member of the company.

50 No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

51 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 members present in person at the meeting); 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.

52 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.

Categories of directors

53 For the purposes of these articles

“**Elected Director**” means a director elected, re-elected or appointed under articles 56 to 62.

“**Co-opted Director**” means a director appointed or re-appointed under articles 63 to 65.

Number of directors

54 The maximum number of directors shall be 15, of whom no more than 10 may be Elected Directors and no more than 5 may be Co-opted Directors.

55 The minimum number of directors shall be 5.

Election, retirement, re-election : Elected Directors

56 Any member who wishes to be considered for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming that he/she is willing to be appointed; the notice must be signed by him/her and must be lodged with the company at least seven days before the date of the annual general meeting.

57 At an annual general meeting the members may (subject to article 54) elect as a director (“**an Elected Director**”) any member who has confirmed his/her willingness to be appointed in accordance with article 56.

58 The directors may at any time appoint any member (providing he/she is willing to act) to be a director (“**an Elected Director**”), either to fill a vacancy or (subject to article 54) as an additional director.

59 At the first annual general meeting, one third (to the nearest round number) of the Elected Directors shall retire from office; the question of which of them are to retire under the preceding provisions of this article shall be determined by some random method.

60 At each annual general meeting (other than the first)

(a) any Elected Director who was appointed by the directors (under article 58) in the period from the date of the last annual general meeting shall retire from office; and

(b) out of the remaining Elected Directors, one third (to the nearest round number) shall retire from office.

61 The directors to retire under paragraph (b) of article 60 shall be those who have been longest in office since they were last appointed or re-appointed; if two or more directors were appointed or re-appointed on the same date, the

question of which of them is to retire under paragraph (b) of article 60 shall be decided by some random method.

62 The members may (subject to article 54) at any annual general meeting re-elect any Elected Director who retires from office at the meeting under article 59 or 60 (providing he/she is willing to act); if any such Elected Director is not re-appointed, he/she shall retain office until the meeting appoints someone in his/her place or, if it does not do so, until the end of the meeting.

Appointment, vacating of office, re-appointment: Co-opted Directors

63 Subject to article 54, the directors may at any time appoint any individual (other than an employee of the company) to be a director (“**a Co-opted Director**”) providing he/she is willing so to act, either on the basis that he/she has special skills or experience which would be of assistance to the board or on the basis that he/she has been nominated by an organisation or agency with which the company has close contact in the course of its activities.

64 At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office.

65 Immediately following each annual general meeting, the directors may (subject to article 54) re-appoint any person who, as a Co-opted Director, vacated office under the preceding article at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

Termination of office

66 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 medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;

(d) he/she becomes an employee of the company;

(e) in the case of an Elected Director, he/she ceases to be a member 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 three 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

- 67 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

Officebearers

- 68 The directors shall elect from among themselves a Chairperson, a Vice Chairperson, a Treasurer and a Vice Treasurer, and such other office bearers (if any) as they consider appropriate.
- 69 A director shall not be eligible for appointment as Chairperson, Vice Chairperson or Treasurer if he/she is a Co-opted Director.
- 70 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but (subject to article 71) shall then be eligible for re-election.
- 71 A director who has held any of the offices referred to in article 68 for a period of three years shall automatically vacate office on expiry of that three-year period and shall then not be eligible for re-election to that office until a further year has elapsed.
- 72 For the purposes of article 71:-
- (a) the period between the date of appointment of a director to a particular office and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is of less than six months' duration (in which case it shall be disregarded)
 - (b) the period between one annual general meeting and the next shall be deemed to be a period of one year
 - (c) if a director ceases to hold any particular office but is re-appointed to that office within a period of six months, he/she shall be deemed to have held that office continuously.
- 73 A 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 director

- 74 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.
- 75 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

Personal interests

- 76 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 91) from voting on the question of whether or not the company should enter into that arrangement.
- 77 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.
- 78 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 77) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
- 79 No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director.
- 80 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

- 81 At least four directors' meetings shall be held during the period between one annual general meeting and the next.
- 82 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 83 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 (subject to article 84) have a casting vote.
- 84 The chairperson of a meeting of the directors shall not have a casting vote if he/she is a Co-opted Director.
- 85 *No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be one third (to the nearest round number) of the directors then in office, but with a minimum of three.
- 86 A quorum shall not be deemed to be constituted at any meeting of directors unless the Elected Directors form a majority of the total number of directors present at the meeting.
- 87 If at any time the number of 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.
- 88 Unless he/she is unwilling to do so, the Chairperson of the company shall preside as chairperson at every directors' meeting at which he/she is present; if the Chairperson of the company is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Vice Chairperson shall preside as chairperson.
- 89 If neither the Chairperson of the company nor the Vice Chairperson is present and willing to act as chairperson within 15 minutes after the time when a directors' meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.
- 90 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.
- 91 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a 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.

* as inserted by written resolution dated 3 April 2006

- 92 For the purposes of article 91, 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.
- 93 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.
- 94 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 91 to 93.

Patrons

- 95 The directors may appoint any individuals as patrons of the company.
- 96 A patron shall be entitled to attend and speak (but not vote) at general meetings of the company but shall have no entitlement to attend board meetings.
- 97 A patron may be removed from office at any time by the directors, for good and sufficient reason.

Delegation to sub-committees

- 98 The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the Chairperson of the company (or the holder of any other post) such of their powers as they may consider appropriate.
- 99 Any delegation of powers under article 98 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 100 The rules of procedure for any sub-committee shall be as prescribed by the directors.

Operation of bank accounts

- 101 The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company; at least one out of the two signatures must be the signature of a director.

Secretary

- 102 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

- 103 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

- 104 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 105 The accounting records shall be maintained by the Treasurer and overseen by the Chairperson, or otherwise by, or as determined by, the directors; such records shall be kept at such place or places as the directors think fit and shall always be available for inspection by the directors.
- 106 The directors shall prepare annual accounts, complying with all relevant statutory requirements; the directors shall ensure that an audit of such accounts is carried out by a qualified auditor.
- 107 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.

Notices

- 108 Any notice to be given in pursuance of these articles shall be given either in writing or by way of an electronic communication.
- 109 The company may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at its registered address or by leaving it at that address, in the case of a member who has notified the company of an address to be used for the purposes of electronic communications, the company may give any notice to that member by way of an electronic communication.
- 110 A member may give any notice to the company either by sending it by post in a pre-paid envelope addressed to the member at its registered address or by leaving it at that address; in the case of a member who has notified the member of an address to be used for the purpose of electronic communications) by way of an electronic communication.
- 111 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.
- 112 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 purposes 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

- 113 If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

Indemnity

- 114 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 309A, 309B and 310 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the company.
- 115 For the avoidance of doubt, the company shall be entitled to purchase and maintain for any director insurance against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 309A(1) of the Act (negligence etc. of a director).

Interpretation

- 116 In these articles,

“**the Act**” means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;

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

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

Names and addresses of subscribers

- | | | | |
|----|--|----|--|
| 1. | Alan Walker
43 Neilston Road
Neilston
GLASGOW
G78 3MT | 2. | Laura Carswell
Kirkton Farm
Neilston
GLASGOW
G78 3HN |
| 3. | Shona Donnelly
30 Glen Falloch Crescent
Neilston
GLASGOW
G78 3QY | 4. | Katherine Louise Wainwright
Gardyne
Broadlie Road
Neilston
G78 3ES |

Dated

Witness to the above signatures:-