

CERTIFIED RECORD OF SPECIAL RESOLUTION

CLIFTON HALL SCHOOL LIMITED

Incorporated in Scotland Number SC040139
Scottish Charity Number SC009293

The resolution set out in the attached copy Notice was passed as a Special Resolution pursuant to the Companies Act 2006. The date of the Resolution, being the date of the Extraordinary General Meeting at which it was passed, was 9th December 2011.

A copy of the proposed Resolution was delivered to the Auditors of the Company on 7th November 2011, in compliance with section 502 of the Companies Act 2006.

.....*B. J. Mulholland*.....
Chairman

Date: 9th December 2011

TUESDAY



S10P8X7D
SCT 17/01/2012 #236
COMPANIES HOUSE

CLIFTON HALL SCHOOL LIMITED
(Incorporated in Scotland Number SC040139)
(Scottish Charity Number: SC009293)

Registered Office:
Clifton Hall, Newbridge, Midlothian EH28 8LQ

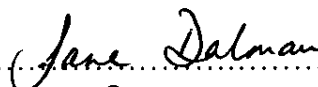
4th November 2011

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING OF CLIFTON HALL SCHOOL LIMITED will be held at Clifton Hall School, Clifton Hall, Newbridge, Midlothian EH28 8LQ on the NINTH day of DECEMBER 2011 at 9.45AM for the purposes of considering and, if thought fit, passing the following Special Resolution:-

Special Resolution Number 1

That the Company adopt new articles of association in the form of the draft Articles of Association to be tabled at the Extraordinary General Meeting and signed for the purposes of identification by a director of the Company, in substitution for and to the entire exclusion of the existing articles of association of the Company (including the provisions of the memorandum of association incorporated into the existing articles of association by virtue of Section 28 of the Act).


BY ORDER OF THE BOARD


.....
Company Secretary

Notes:-

(i) Any member of the Company entitled to attend and vote at the abovementioned Extraordinary General Meeting is entitled to appoint a proxy to attend and vote in accordance with the existing Articles of Association of the Company in his or her place; a proxy need not be a Member of the Company. To be valid, proxy forms must comply in all respects with the provisions set out in relation to proxies in the existing Articles of Association and must be submitted timeously.

(ii) Members wishing to see a copy of the draft Articles of Association in advance of the Extraordinary General Meeting may request a copy from the Company Secretary.



DIRECTOR

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

CLIFTON HALL SCHOOL LIMITED

Company Number SC040139

Scottish Charity Number SC009293

2011
GMcE/C.5240.001

TURCAN CONNELL

SOLICITORS AND ASSET MANAGERS

PRINCES EXCHANGE, 1 EARL GREY STREET, EDINBURGH, EH3 9EE
Telephone 0131 228 8111 Fax 0131 228 8118
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E-mail enquiries@turcanconnell.com www.turcanconnell.com

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
of
CLIFTON HALL SCHOOL LIMITED**

Company Number SC040139

Scottish Charity Number SC009293

INTERPRETATION

1. The regulations contained in The Companies (Model Articles) Regulations 2008 or any statutory modification or re-enactment thereof shall not apply.

In these presents, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act	The Companies Act 2006 and every other Act for the time being in force concerning companies and affecting the Company.
These presents	These Articles of Association, as originally framed, or as from time to time altered by Special Resolution.
Seal	The Common Seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
Year	Calendar year.
In writing	Written or produced by any substitute for writing, including by electronic means, or partly one and partly another.
Secretary	Any person appointed in accordance with these presents.

Governors	the Directors.
x clear days' notice	x days' notice at the least, exclusive in every case of the day on which the notice is served or deemed to be served and of the day for which it is given.

Any words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and words importing persons shall include corporations.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

References to any Act include references to any statutory modification or re-enactment thereof and any subordinate legislation made under it.

COMPANY NAME

2. The Company's name is "Clifton Hall School Limited" (hereinafter "the Company").

REGISTERED OFFICE

3. The Company's Registered Office is to be situated in Scotland.

OBJECTS AND POWERS OF THE COMPANY

- 4.1 The objects of the Company are:-

- (a) the advancement of education through the maintenance, management, development and carrying on of schools for boys and girls in the United Kingdom, and in particular, but without prejudice to the generality, through carrying on at Clifton Hall School, Newbridge, Midlothian, a school for boys and girls, preparatory or otherwise; and
- (b) to promote such similar charitable purposes, objects or institutions and in such proportions and manner as the Governors shall think fit. The expressions 'charitable purpose' or 'charitable object' 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 the Taxes Acts and a 'charitable institution' shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts or a charity within the meaning of section 1 of the Charities Act 2006 or section 1 of the Charities Act (Northern Ireland) 2008 provided that its objects are limited to charitable purposes.

4.2 The Company shall have the following powers exerciseable in furtherance of its said objects but not otherwise, namely:-

- 4.2.1 to provide facilities for systematic education, instruction and study in various branches of knowledge, including classical, linguistic, mathematical, scientific, literary, artistic, musical and other cognate subjects; and to employ headmasters, lecturers, teachers and others for giving lectures, demonstrations, instruction and teaching on such subjects;
- 4.2.2 to grant and establish or join and concur in the granting and establishment of prizes, exhibitions, scholarships, bursaries, fellowships, lectureships, professorships or others connected with any school carried on by the Company or any similar institution; to make payments of or towards the expenses of pupils or scholars by way of travelling grants or for research or otherwise; and to pay for or provide board and maintenance for pupils or scholars or other persons attending any school or other similar institution, whether or not managed by the Company, or other classes or lectures and to supply them with clothing, uniform equipment, books, light, heat, medical attention and other necessities or conveniences upon such terms, whether gratuitously or otherwise, as may seem expedient;
- 4.2.3 to enter into arrangements or to act in conjunction with educational authorities, associations, institutions or others, if thought expedient for the effectual attainment of the objects of the Company;
- 4.2.4 to purchase, take on lease or otherwise acquire and hold or occupy heritable and moveable property, and to erect, enlarge, alter or improve and maintain or demolish and rebuild any buildings and provide any boarding houses, dining rooms, sanatoria, halls, reading rooms, libraries, classrooms, lecture rooms, laboratories, workshops, museums, shooting ranges, recreation rooms, swimming baths, gymnasia, pavilions, sports grounds, playgrounds, dwellinghouses for Masters, Lecturers, Teachers, Janitors, Gardeners and other officials or servants and all other accommodation and premises that may be necessary or convenient for the objects of the Company, and to furnish and equip the same;
- 4.2.5 to let or hire out the Company's facilities from time to time, and to let all or any of the lands and buildings belonging to the Company, all as may not be required for the purposes of the Company, or to market, sell and convey the same by way of public roup or private bargain;
- 4.2.6 to print, publish, buy and sell books, magazines and other publications relating to or for the purposes of the Company, and to purchase and sell School clothing, uniform equipment and all other materials of every description relating to or for the purposes of the Company;
- 4.2.7 to accept, whether or not subject to any trust purposes or conditions, subscriptions, donations, legacies and bequests of any heritable or moveable, real or personal property;

- 4.2.8 to invest and deal with the monies of the Company not immediately required upon such investments, securities or property in such manner as may from time to time be determined;
- 4.2.9 to establish and administer such funds as the Company may require;
- 4.2.10 to acquire, hire, hold, dispose of or let property of any kind;
- 4.2.11 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 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; power also to lend and advance money or to give credit on any terms and with or without security;
- 4.2.12 to draw, accept, endorse, and issue cheques and to operate bank accounts;
- 4.2.13 to employ or otherwise engage such officers and staff as may be thought fit and to pay reasonable remuneration to such staff and any technical and professional advisers;
- 4.2.14 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- 4.2.15 to advertise the Company and undertake any other marketing or fundraising strategies that may seem appropriate;
- 4.2.16 to gather, produce and distribute information and to carry out research;
- 4.2.17 to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- 4.2.18 to undertake and execute charitable trusts and to support, administer or set up other charities;
- 4.2.19 to subscribe to, become a member of, amalgamate or co-operate with, take over, or otherwise acquire or enter into any arrangement with, any other charitable organisation, institution, society or body not formed or established for the purposes of profit (whether incorporated or not) in the United Kingdom whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits or restricts the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company;
- 4.2.20 to establish or acquire subsidiary companies;

- 4.2.21 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 and otherwise to lend and advance money or give credit to such persons or bodies connected with the Company and on such terms as may seem expedient, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or bodies provided that such action would further the interests of the Company; and generally to give guarantees and indemnities;
- 4.2.22 to receive, allocate and administer grants, gifts or bequests made available to the Company for any or all of its objects whether from public funds or from private sources under the terms and conditions referable to such grants, gifts or bequests;
- 4.2.23 to insure and arrange insurance cover against any or all losses, damages, risks and liabilities which may affect the Company or its business, and to indemnify any of its office bearers, members, employees, voluntary workers and all others acting within the authority of the Company against all such risks as the Company shall think fit and which are incurred in the course of the performance of official duties;
- 4.2.24 subject to the provisions of Article 63 hereof, to pay reasonable annual sums or premiums for or towards the provision of pensions for such employees for the time being of the Company or their dependants as may be so nominated and as may from time to time be determined;
- 4.2.25 to enter into any arrangements with any Government or authority 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;
- 4.2.26 to enter into any arrangements with any organisation (supreme, national, municipal, local or otherwise) or any university, college, museum, society, corporation, company or any other body or person, and to enter into and carry out joint ventures, partnerships and similar agreements;
- 4.2.27 to apply for or otherwise acquire any patent, trademark, copyright or other intellectual property right;
- 4.2.28 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- 4.2.29 to delegate the administration and management of the Company or of any asset owned by the Company or in which it has an interest and to arrange for any asset owned by the Company to be held in the name of a nominee company;

- 4.2.30 to do all such other lawful things as are in the opinion of the Governors necessary for or as shall further, directly or indirectly, the attainment of the objects of the Company or any of them.
5. The income and property of the Company shall be applied solely towards the promotion of its objects as set out in these presents and no part of such income and property shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of the Company. Any Governor appointed to any office of the Company paid by salary or fees or receiving any remuneration or other benefit in money or money's worth from the Company shall do so only in accordance with the provisions of the Charities and Trustee Investment (Scotland) Act 2005.

MEMBERS

6. Each member of the Company shall be known as a Member. The number of Members of the Company shall not be less than three. The Governors shall keep a register of Members, setting out the full name and address of each Member, the date on which he was admitted to membership, and the date on which any person ceases to be a Member.
7. (a) Such persons as are admitted to Membership in accordance with these presents shall be Members of the Company. A person shall not be admitted as a Member of the Company unless permitted by these presents.
- (b) Membership of the Company shall consist of persons over the age of 18 who are either (a) former pupils or scholars of any school carried on by the Company or of any club associated with Clifton Hall School; (b) a current or former member of the teaching staff at any school carried on by the Company; (c) any donor to the Company's work; or (d) any other individual persons who support the objects of the Company and whom the board of Governors shall deem appropriate.
- (c) Where the said board has agreed that an individual person should be invited to be a Member, it shall give notice to him or her of its decision. Such a person will be deemed to have been admitted as a Member with effect from the date on which he or she notifies the Company of his or her acceptance of membership.
- (d) Each Member shall be a natural person. Institutions, organisations or other bodies shall not be eligible to become a Member of the Company.
- (e) Subject to these presents and the provisions of any Rules or Bylaws made pursuant to these presents a Member may at any time resign from Membership of the Company by giving at least seven clear days' notice in writing to the Company unless after resignation there would be less than three Members of the Company.

- (f) Membership shall not be transferable and shall cease:
- (i) on death;
 - (ii) if the Member resigns under Article 7(e) above; or
 - (iii) if the Member is removed from membership by a resolution of the Governors that it is in the best interests of the Company that membership be terminated. A resolution to remove a Member from membership may only be passed if the Member has been given at least twenty one clear days' notice in writing of the meeting of the Governors at which the resolution will be proposed and the grounds on which it is proposed. The Member or, at the option of the Member, the Member's representative (who need not be a Member of the Company) must be allowed to make representations to the meeting of the Governors at which the resolution is proposed.

GENERAL MEETINGS

8. An Annual General Meeting shall be held not more than eighteen months after the incorporation of the Company and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place in Scotland as may be determined by the Governors. All other General Meetings shall be called General Meetings.
9. The Governors may whenever they think fit, and shall on requisition in accordance with sections 303 and 518 of the Act, proceed to convene a General Meeting.
10. An Annual General Meeting and any General Meeting shall be called by twenty-one clear days' notice in writing. Provided that a General Meeting shall, notwithstanding that it is called by shorter notice than as aforesaid, be deemed to have been duly called if it is so agreed:-
 - (A) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (B) in the case of a General Meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 90 per cent of the total voting rights at that meeting of all the Members.

The accidental omission to give notice to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at any General Meeting.

11. Every notice calling a General Meeting shall specify the place and the day and hour of the meeting and in the case of an Annual General Meeting shall also specify the meeting as such. If other than routine business is to be transacted, the notice shall specify the general nature of such business and, if any resolution is to be proposed as a Special Resolution, the notice shall contain a statement to that effect giving the terms of the proposed Special Resolution. The notice must also contain a statement

setting out the right of Members to appoint a proxy under Section 324 of the Act and Articles 24 to 29 inclusive of these presents.

12. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-
 - (a) considering and adopting the balance sheet and income and expenditure account and reports of the Governors and the Auditors or Independent Examiners, as appropriate, and other related documents;
 - (b) appointing Auditors or Independent Examiners, as appropriate;
 - (c) appointing Governors in the place of those retiring.

PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any General Meeting unless a quorum is present in person or by proxy when the meeting proceeds to business and remains present throughout the meeting; save as herein otherwise provided four in number of the Members entitled to receive notice of and vote at meetings present in person or by proxy shall be a quorum.
14. If within half an hour from the time appointed for the meeting a quorum is not present or if, during the meeting, a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Governors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
15. The Chairman of the Company shall preside as Chairman at every General Meeting but, if there is no such Chairman of the Company or if at any meeting such Chairman shall not be present within fifteen minutes after the time appointed for holding the meeting, the Governors present shall choose one of their number to preside. If at any meeting no Governor is willing to act as Chairman or if no Governor is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.
16. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting (except where the meeting has been adjourned for 30 days or more when notice of the adjourned meeting shall be given as in the case of an original meeting).
17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-

setting out the right of Members to appoint a proxy under Section 324 of the Act and Articles 24 to 29 inclusive of these presents.

12. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-
 - (a) considering and adopting the balance sheet and income and expenditure account and reports of the Governors and the Auditors or Independent Examiners, as appropriate, and other related documents;
 - (b) appointing Auditors or Independent Examiners, as appropriate;
 - (c) appointing Governors in the place of those retiring.

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15. The Chairman of the Company shall preside as Chairman at every General Meeting but, if there is no such Chairman of the Company or if at any meeting such Chairman shall not be present within fifteen minutes after the time appointed for holding the meeting, the Governors present shall choose one of their number to preside. If at any meeting no Governor is willing to act as Chairman or if no Governor is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be Chairman of the meeting.
16. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting (except where the meeting has been adjourned for 30 days or more when notice of the adjourned meeting shall be given as in the case of an original meeting).
17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-

- (A) the Chairman; or
- (B) any Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

18. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude to vitiate the resolution.
19. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not in any circumstances be entitled to a second or casting vote.
21. A poll demanded on the election of a Chairman or on the question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.
22. Subject to the provisions of the Act, a written resolution shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held. Any resolution that may be passed validly at a General Meeting may be passed as a written resolution except:
 - (a) a resolution to remove a Governor before his period of office expires; and
 - (b) a resolution to remove an auditor before his period of office expires.
23. A written resolution may be sent out in more than one document and is passed when:-
 - (a) a copy of the proposed resolution has been sent to every eligible Member; and

- (b) in the case of an Ordinary Resolution, a simple majority of the Members eligible to vote has signified its agreement to the resolution in an authenticated document which has been received at the Registered Office within 28 days from the circulation date; or
- (c) in the case of a Special Resolution, at least 75% of the Members eligible to vote have signified their agreement to the resolution in an authenticated document which has been received at the Registered Office within 28 days from the circulation date.

VOTES OF MEMBERS

- 24. Where in Scotland or elsewhere a curator bonis, guardian, trustee or receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any Member on the ground (however formulated) of mental disorder, or incapacity the Governors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Governors may require, permit such curator bonis, guardian, trustee or receiver or other person on behalf of such Member to vote in person or by proxy at any General Meeting or to exercise any other right conferred by Membership in relation to meetings of the Company.
- 25. On a poll votes may be given either personally or by proxy. A proxy appointed to attend and vote at any meeting in place 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 himself. A person who is entitled to attend, speak or vote at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 26. An instrument appointing a proxy shall be in writing and shall be signed by the appointor or his attorney. The Governors may, but shall not be bound to, require evidence of the authority of any such attorney.
- 27. An instrument appointing a proxy must be left at the Registered Office or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting (or, in the case of a poll, before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.
- 28. An instrument appointing a proxy may be in the usual common form, or in such other form as the Governors may accept, and shall be deemed to confer authority to demand or join in demanding a poll. An instrument appointing a proxy may specify how the proxy is to vote (or that the proxy is to abstain from voting) on one or more resolutions and, unless it indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

29. A vote given by proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Registered Office before the commencement of the meeting or adjourned meeting or poll at which the vote is given.

APPOINTMENT AND RETIREMENT OF GOVERNORS

30. Subject as hereinafter provided, the minimum number of Governors shall be five, of whom at least one shall be resident in Scotland. The maximum number of Governors shall be twelve. Subject to these presents the Governors shall be appointed for a term not exceeding four years and shall be eligible for re-appointment for subsequent terms of four years. The Company may by Ordinary Resolution from time to time increase or reduce the number of Governors.
31. The Company may by Ordinary Resolution, for which special notice shall not be required, remove a Governor at any time and may by a like resolution appoint another person in his place. The Company may also by Ordinary Resolution appoint any person to be a Governor either to fill a vacancy should one arise for any reason or as an additional Governor but so that the maximum number of Governors fixed by or in accordance with these presents is at no time exceeded.
32. The Governors shall have power at any time and from time to time to appoint any person to be a Governor either to fill a vacancy should one arise for any reason or as an additional Governor, but so that the total number of the Governors shall not at any time exceed the maximum number fixed by or in accordance with these presents.

ALTERNATE GOVERNORS

33. A Governor may not appoint an alternate Governor or anyone to act on his behalf at meetings of the Governors.

DISQUALIFICATION OF GOVERNORS

34. The office of a Governor shall be vacated in any of the following events, namely:-
- (A) if he resigns by notice in writing to the Company at the Registered Office unless after the resignation there would be less than two Governors remaining in office; or
 - (B) if he shall enter into an arrangement with his creditors or become apparently insolvent; or
 - (C) if in Scotland or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a curator bonis or guardian

or a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or

- (D) if he is prohibited by law from being a Governor or ceases to be a Governor by virtue of any provision of the Act, or if he is disqualified from acting as a charity trustee in terms of the Charities and Trustee Investment (Scotland) Act 2005 or in any other circumstances under which the Office of the Scottish Charity Regulator requires his removal from office; or
- (E) if he shall for more than nine months have been absent without permission of the Governors from meetings of the Governors held during that period and the Governors resolve that his office be vacated; or
- (F) if in the sole opinion of the other Governors he shall have acted in such a way as would bring the Company into disrepute and that in all the circumstances his removal from office is justified to preserve the reputation of the Company; or
- (G) if he is removed from office under Article 31 of these presents.

PROCEEDINGS OF THE GOVERNORS

- 35. The Governors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes, and in the case of an equality of votes the Chairman shall have a second or casting vote. Any member of the board of Governors may, and the Secretary (if one is appointed) on the requisition of a Governor shall, at any time summon a meeting of the Governors. It shall not be necessary to give notice of a meeting of the board of Governors to any member thereof for the time being absent from the United Kingdom.
- 36. The quorum necessary for the transaction of the business of the Governors may be fixed by the Governors and unless so fixed at any other number shall be not less than four Governors. A Governor shall not be counted in the quorum when any decision is made about a matter upon which that Governor is not entitled to vote. A meeting of the Governors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Governors for as long as a quorum remains present.
- 37. The continuing Governors may act notwithstanding any vacancies, but, if and so long as the number of Governors is reduced below the minimum number fixed by or in accordance with these presents, the continuing Governor or Governors may act for the purpose of filling up such vacancies or of summoning General Meetings of the Company, but for no other purpose. If there be no Governor or Governors able or willing to act, then any two Members of the Company may summon a General Meeting for the purpose of appointing Governors.
- 38. The Governors will elect a Chairman of the board of Governors and such other office bearers (if any) as they consider appropriate and may at any time revoke such

appointment or appointments. A person elected to any office shall automatically cease to hold that office if he ceases to be a director or if he resigns from that office by written notice to that effect. Such Chairman shall be known as the Chairman of the Company. If no Chairman of the Company shall have been appointed, or if at any meeting the Chairman shall not be present within fifteen minutes after the time appointed for holding the same, the Governors present may choose one of their number to be Chairman of the meeting.

39. A resolution in writing or in electronic form agreed by a majority of the Governors entitled to receive notice of a meeting of the Governors or, as the case may be, of a meeting of a committee of Governors and to vote upon the resolution shall be as effective as a resolution passed at a meeting of the Governors or, as the case may be, a committee of the Governors, duly convened and held, provided that a copy of the resolution is sent to all Governors eligible to vote and a simple majority of Governors has signified its agreement in an authenticated document or documents which are received at the Registered Office within 28 days of the circulation date. The resolution may consist of several documents in the like form, to each of which one or more of the Governors has signified their agreement.
40. The Governors may delegate any of their powers to a committee consisting of such number of Governors and/or of such other persons as the Governors shall at a meeting of Governors think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Governors. Any regulations imposed under this Article may be revoked or altered.
41. The meetings and proceedings of any committee shall be governed by the provisions of these presents regulating the meetings and proceedings of the Governors so far as the same are applicable and are not superseded by any regulations made by the Governors; provided that no resolution of any committee shall be effective unless a majority of the members of the committee at the meeting are Governors or unless such resolution is approved by the Governors. All proceedings of committees must be reported promptly to the Governors.
42. All acts done by any meeting of the Governors or any committee, or by any person acting as a Governor or as a member of a committee, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment or continuance in office of any Governor or member of a committee or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Governor or a member of a committee and had been entitled to vote.
43. The Governors or any committee may agree to invite additional persons to attend their meetings for special purposes or to co-opt additional persons to be *de facto* Members of any committee, but such additional persons shall not have the right to vote. The Governors or any committee may seek advice from such persons as they or it shall think fit.

44. Any one or more (including without limitation, all) of the Governors or any committee may participate in a meeting of the Governors or such committee:
- (a) by means of a conference telephone or similar communications equipment or any other suitable electronic means allowing all persons participating in the meeting to communicate with all the other participants; or
 - (b) by a succession of telephone calls to Governors from the Chairman of the meeting following disclosure to them of all material points.

Participating by such means shall constitute presence in person at a meeting. Such meeting shall be deemed to have occurred either (i) at the place where most of the Governors participating are present or (ii) at the place where the Chairman of the meeting is present.

CONFLICTS OF INTEREST

45. A Governor must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared and must re-declare the nature and extent of any interest (direct or indirect) at a Governors' or committee meeting at or before the time discussion begins on the matter. After providing any information requested, a Governor must absent himself from any discussions of the Governors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).
46. (1) If a conflict of interest arises for a Governor and the conflict is not authorised by virtue of any other provision in these presents, the unconflicted Governors, provided they form a quorum and are satisfied that it is in the best interests of the Company to do so, may authorise such a conflict of interest where the following conditions apply:
- (a) Other than providing information, the conflicted Governor takes no part in deliberations on any arrangement or transaction to which the conflict of interest relates;
 - (b) the conflicted Governor does not vote on any such matter and is not to be counted when considering whether a quorum of Governors is present at the meeting;
 - (c) the unconflicted Governors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying; and
 - (d) the terms of Section 66 of the Charities and Trustee Investment (Scotland) Act 2005 are not thereby contravened.
- (2) For the purposes of this Article, a Governor shall be deemed to have an interest in an arrangement if there is a direct or indirect benefit of any nature to that Governor or to a connected person as defined in section 252 of the Act.

47. Subject to Article 48, all acts done by a meeting of Governors, or by a committee of Governors, shall be valid notwithstanding the participation in any vote of a Governor:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by these presents to vacate office; or
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- (i) the vote of that Governor; and
- (ii) that Governor being counted in the quorum;

the decision has been made by a majority of the Governors at a quorate meeting.

48. Article 47 does not permit a Governor or a connected person to keep any benefit that may be conferred upon him by a resolution of the Governors or of a committee of Governors if, but for Article 47, the resolution would have been void, or if the Governor has not complied with Article 45.

POWERS OF THE GOVERNORS

49. The business of the Company shall be managed by the Governors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these presents, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these presents and to such regulation being not inconsistent with the aforesaid provisions as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Governors which would have been valid if that regulation had not been made.

50. All cheques, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Governors shall from time to time by resolution determine.

51. The Governors shall cause minutes to be made in books provided for the purpose:-

- (A) of all appointments of officers made by the Governors;
- (B) of the names of the Governors present at each meeting of the Governors and of any committee of the Governors or established by the Governors;

- (C) of all resolutions and proceedings at all meetings of the Company, and of the Governors and of the committees of or established by the Governors.

SECRETARY

52. If it is desired that a Secretary shall be appointed by the Governors, the Secretary shall be so appointed for such term, at such remuneration and upon such conditions as they may think fit.
53. Any Secretary appointed may be removed by the Governors.

THE SEAL

54. The Company shall not have a Seal.

ACCOUNTS

55. Accounting records sufficient to show and explain the Company's transactions and otherwise complying with the Act shall be kept at the Registered Office, or at such other place within Scotland as the Governors think fit, and shall at all times be open to inspection by the Governors. Subject as aforesaid no Member of the Company or other person shall have any right of inspecting any account or book or document of the Company except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the Governors.

AUDIT/INDEPENDENT EXAMINATION

56. Auditors or Independent Examiners, as appropriate, shall be appointed and their duties regulated in accordance with the provisions of the Act and of the Charities and Trustee Investment (Scotland) Act 2005.

NOTICES

57. Any notice or document may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at the registered address as appearing in the Register of Members or to such other address as he may supply to the Company for the giving of notices to him, or may be sent by email to such Member, or may be sent or supplied in any way in which the Act provides for documents or information to be sent or supplied by the Company including publication on the Company's website in accordance with Section 309 of the Act, and any notice so served by post or by email or otherwise in accordance with the Act shall be deemed to have been duly served notwithstanding that such Member be then dead or bankrupt and whether or not the Company have notice of his death or bankruptcy.
58. A Member whose address in the Register of Members is outside the United Kingdom and who has not supplied to the Company either an address for service within the United Kingdom or an email address, shall not be entitled to receive any notice from the Company.

59. Any notice or document served shall be deemed to have been served:-

(a) at the expiration of 24 hours (or, where second class mail is employed, 48 hours) after the letter containing the same is posted, and in proving such service it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted;

(b) at the expiration of 24 hours after being sent by email or posted on the Company's website or delivered by hand to the relevant address, and in proving service of an email it shall be sufficient to show that the email containing the same has been sent, was properly addressed and sent;

(c) immediately on being handed to the recipient personally; or

(d) if earlier, as soon as the recipient acknowledges receipt.

In calculating a period of hours for the purposes of this clause, no account shall be taken of any part of a day that is not a working day. Where an individual is both a Governor and Member of the Company, any notice so served shall be deemed to have been duly served on him as both Governor and Member of the Company as required by the Act.

60. Subject to these presents, any notice or document to be sent or supplied to a Governor in connection with the taking of decisions by Governors may be sent or supplied by the means by which that Governor has asked to be sent or supplied with such notices or documents for the time being.

INDEMNITY

61. Subject to the provisions of the Act and of these presents, a Governor, Auditor, Independent Examiner, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

LIABILITY OF MEMBERS

62. The liability of the Members is limited.

63. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of contributories themselves, such amount as may be required, not exceeding £1.

WIND UP OR DISSOLUTION

64. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company (except to a Member that is itself a charity), but shall be given or transferred to some other charitable institution or institutions having objects similar to the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 5 hereof, such institution or institutions to be determined by the Members of the Company at or before the time of the dissolution, and if and so far as effect cannot be given to the foregoing provisions, then to some charitable object.