

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

- of -

RONALD MCDONALD HOUSE GLASGOW (the "Company")
Company Number: SC155050

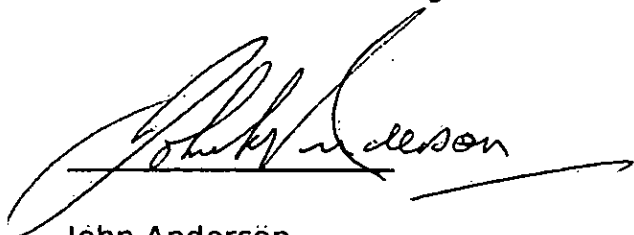
PRIVATE COMPANY LIMITED BY SHARES

CHANGE OF ARTICLES OF ASSOCIATION

At a general meeting of the Company, duly convened and held at Yorkhill Family House, 1299 Govan Road, Glasgow G51 4TE on 7 April 2017 the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

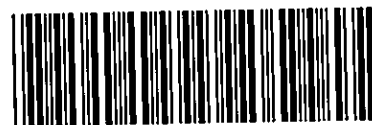
THAT the articles of association contained in the document attached to this Resolution and initialled for the purposes of identification be and hereby are approved and adopted as the new articles of association of the Company (the "**New Articles**") in substitution for and to the entire exclusion of the existing articles of association.



John Anderson

Company Secretary

THURSDAY



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COMPANIES HOUSE

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION of
RONALD MCDONALD HOUSE GLASGOW

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

Ronald McDonald House Glasgow

DEFINED TERMS

1. In these articles of association, unless the context requires otherwise:
 - 1.1. "Act" means the Companies Act 2006;
 - 1.2. "board" means the board of the company appointed pursuant to article 48;
 - 1.3. "charity" means 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 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
 - 1.4. "charitable purpose" means 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;
 - 1.5. "electronic form" has the meaning given in section 1168 of the Act;
 - 1.6. "member" means a member of the company who has been admitted pursuant to article 17;
 - 1.7. "OSCR" means the Office of the Scottish Charity Regulator;
 - 1.8. "property" means any property, heritable or moveable, real or personal, wherever situated; and
 - 1.9. "subsidiary" has the meaning given in section 1159 of the Act.
2. Any reference
 - 2.1. to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time;
 - 2.2. to words importing one gender shall be construed as importing any other gender.

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OBJECTS

3. The company's objects are to provide high quality "home away from home" accommodation and such other assistance and support as the board may determine in their discretion to the families of a sick child/sick children while their child/children is/are receiving hospital treatment at any hospital within the west of Scotland.
4. The company's objects are restricted to those set out in article 3 (but subject to article 5).
5. The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 3; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

POWERS

6. For the purposes aforesaid but not otherwise the company shall have power to carry on any other activities which further any of the above objects including without prejudice to the foregoing generality:
 - 6.1. to purchase, take on lease or in exchange, hire or otherwise acquire and hold any lands, houses, buildings, equipment, goods, play areas and other property, heritable or moveable, real or personal and any rights or privileges which may be considered necessary or convenient for any purposes of the company;
 - 6.2. to improve, manage, develop, construct, refurbish, alter or otherwise deal with, all or any part of the property, land and rights of the company;
 - 6.3. to provide, endow, furnish and fit out with all necessary furniture and other equipment, and maintain and manage such accommodation, the gardens, play areas, car parking facilities and such other premises as may be required for any of the purposes of the company;
 - 6.4. to take such steps by personal or written appeals, public meetings, publications or otherwise as may be considered necessary for the purpose of procuring contributions to the funds of the company or funds applicable for any particular charitable purpose by means of donations, covenants, subscriptions or otherwise;
 - 6.5. to accept grants, donations gifts and legacies of all kinds (and to accept any reasonable conditions attaching to them).

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- 6.6. to publish any newspapers, periodicals, books, leaflets or other publications which the company may consider desirable for the promotion of any of its objects;
- 6.7. subject to such consents as may be required by law, to raise money by borrowing in such manner and on such terms as to security and otherwise as the company thinks fit;
- 6.8. to sell, manage, exchange, feu, lease, mortgage, charge, hire, dispose of or otherwise deal with any property heritable or moveable, real or personal and any rights or privileges necessary or convenient for the purposes of the company subject in every case to such consents or orders (if any) as may be required by law;
- 6.9. to invest any moneys of the company not immediately required for its purposes in or upon such investments, securities or property as the company thinks fit (and to dispose of such investments);
- 6.10. to undertake any charitable trust or other activity which directly or indirectly promotes any or the objects of the company;
- 6.11. 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;
- 6.12. to establish and support, and to aid in the establishment and support of, any other charitable companies, foundations or associations formed for all or any of the objects of the company;
- 6.13. to establish, promote and otherwise assist any charitable company or companies for the purpose of acquiring any or the property or furthering any of the objects of the company;
- 6.14. to amalgamate/ merge with or take over any charitable companies, institutions, societies, foundations or associations having objects altogether or in part similar to those of the company;
- 6.15. to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of anyone or more of the charitable companies, institutions, societies, foundations or associations with which the company is authorised to amalgamate, merge with or take over;
- 6.16. to transfer all or any part of the property, assets, liabilities and engagements of the company to any one or more of the charitable companies, institutions, societies, foundations or associations with which the company is authorised to amalgamate, merge with or take

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over or to any company which it is hereby authorised to establish, promote and otherwise assist;

- 6.17. 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;
- 6.18. to lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- 6.19. 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;
- 6.20. to establish and to hold shares in a subsidiary trading company;
- 6.21. to engage such consultants and advisers as are considered appropriate from time to time;
- 6.22. to effect insurance of all kinds (which may include officers' liability insurance);
- 6.23. to liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects;
- 6.24. to take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities;
- 6.25. to oppose, or object to, any application or proceedings which may prejudice the company's interests; and
- 6.26. to do all such other lawful things as may be incidental to or conducive with the furtherance of the objects of the company.

RESTRICTIONS ON USE OF THE COMPANY'S ASSETS AND APPLICATION OF INCOME AND PROPERTY

- 7. The income and property of the company shall be applied solely towards promoting the company's objects.
- 8. Except as provided below, no part of the income or property of the company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the company. This shall not prevent any payment in good faith by the company of:

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- 8.1. a benefit to any member in the capacity of being a beneficiary of the company;
 - 8.2. reasonable and proper remuneration to any member, any company of a member or any partnership in which a member is a partner for any goods or services (not being of a management nature) supplied to the company;
 - 8.3. interest on money lent by a member to the charity at a reasonable and proper rate per annum which shall not exceed the published base lending rate of a clearing bank to be selected by the board; and
 - 8.4. reasonable and proper rent for premises demised or let by a member to the company.
9. No member of the company shall be appointed as a paid employee of the company or shall hold any other office under the company for which a salary or fee is payable.
 10. Except as set out in clauses 8.1-8.4, no benefit (whether in money or in kind) shall be given by the company to any member except in respect of the repayment of out-of-pocket expenses.

LIABILITY OF MEMBERS

11. The Liability of members is limited.
12. Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
 - 12.1. payment of the company's debts and liabilities contracted before he/she ceases to be a member;
 - 12.2. payment of the costs, charges and expenses of winding up; and
 - 12.3. adjustment of the rights of the contributories among themselves.

WINDING-UP

13. If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the members of the company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction) having charitable objects, to be used solely for a charitable purpose or charitable purposes provided that the constitution/governance of such body shall prohibit the distribution of its or

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their income and property among its or their members to an extent at least as great as is imposed on the Company pursuant to the terms of these articles.

14. For the avoidance of doubt, a body to which property is transferred under article 13 may be a member of the company provided that such member complies with the requirements of article 13.
15. To the extent that effect cannot be given to article 13 (as read with article 14), the relevant property shall be applied to some charitable purpose or purposes.

MEMBERSHIP

16. The subscribers to the original memorandum of association were the initial members of the company. The maximum number of members shall be ten but the board may from time to time register an increase of members.
17. The subscribers to the original memorandum of association and such other persons as the board shall admit to membership in accordance with the provisions in these articles shall be members of the company.
18. The board shall have an absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to assign any reason for its decision but nothing herein contained shall entitle the board to discriminate in any way between applicants by reason of any of the protected characteristics set out in section 4 of the Equality Act 2010.
19. Membership shall not be transferable. A member shall cease to be a member:
 - 19.1. on death; or
 - 19.2. if he shall tender his resignation in writing; or
 - 19.3. if he shall cease to be a member of the board for any reason.
20. Any member shall, on ceasing to be a member of the company automatically cease to be a member of the board.

GENERAL MEETINGS (MEETINGS OF MEMBERS)

21. An annual general meeting shall be held not more than eighteen (18) months after the date of incorporation of the Company and subsequently once in every year, at such time (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting) and at a place which has been determined by the board.
22. The business of each annual general meeting shall include:-

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- 22.1. a report by the chairperson on the activities of the company
 - 22.2. consideration of the annual accounts of the company
 - 22.3. the election/re-election of the members of the board as referred to in articles 49, 50, 51 and 52.
23. Subject to articles 21 and 24, a board member may convene a general meeting at any time.
24. The board members must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

NOTICE OF GENERAL MEETINGS

25. At least 14 clear days' notice must be given of a general meeting.
26. The reference to "clear days" in article 25 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.
27. 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 (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.
28. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
29. Notice of every general meeting shall be given
- 29.1. in hard copy form
 - 29.2. 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) in electronic form; or
 - 29.3. (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

PROCEDURE AT GENERAL MEETINGS

30. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be three individuals entitled to vote (each being a member or a proxy for a member).

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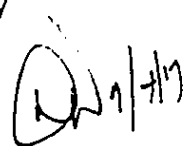
31. *If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.*
32. *The chairperson elected pursuant to article 61 of the company shall (if present) preside as chairperson of each general meeting; if there is no such chairperson or the chairperson is not present within 15 minutes after the time at which the meeting was due to commence, the members of the board present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.*
33. *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.*
34. *At any general meeting a resolution put of 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:*
 - 34.1. *the chairperson of the meeting; or*
 - 34.2. *not less than two members present in person or by proxy.*
35. *Demand for a poll may be withdrawn, unless a poll be so demanded (and the demand be not withdrawn) a declaration by the chairperson of the meeting 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 against such resolution.*
36. *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 chairperson be of sufficient magnitude to vitiate the resolution.*
37. *If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the chairperson 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 chairperson 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.*
38. *If a poll is demanded on any question it shall be taken either immediately or at such time and place as the chairperson of the meeting directs and any business other than that upon which the poll has been demanded may proceed pending the taking of the poll. No notice need be given of a poll not taken immediately.*

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39. In the case of an equality of votes whether on a show of hands or on a poll, the chairperson of the meeting at which show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
40. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

41. Every member shall have one vote.
42. On a poll, votes may be given either personally or by proxy.
43. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.
44. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
45. An instrument appointing a proxy shall be in such form as the board may from time to time determine. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
46. A vote given in accordance with the terms of an instrument or 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 proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
47. Any matter or thing which may under these articles be dealt with by ordinary resolution or special resolution and is not required by law to be dealt with in general meeting may, if the board so resolve, be determined by a postal ballot to be conducted in such manner as the board may think fit and any

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resolution declared by the board to have been carried by a majority of the members voting on such ballot shall have effect in all respects as if it were an ordinary resolution or a special resolution duly passed at a meeting duly convened and held.

THE BOARD

48. The subscribers to the original memorandum of association comprise the initial board members and the board shall appoint following incorporation of the company appoint in writing no fewer than two and no more than eight further board members. The board shall consist of a minimum of four members and a maximum of ten.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE BOARD

49. At every annual general meeting one third of the board members who are subject to retirement by rotation, or if their number is not three, or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one board member who is subject to retirement by rotation, he shall retire.
50. Notwithstanding the terms of Article 49 each board member shall be obliged to retire at the third annual general meeting after his or her appointment or re-appointment as a board member.
51. Subject to the provisions of the Act, the board members to retire by rotation shall be those who have been longest in office since their first appointment or re-appointment, but as between persons who became or were last re-appointed board members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
52. If the company, at the meeting at which a board member retires by rotation, does not fill the vacancy the retiring board member shall if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the board member is put to the meeting and lost.
53. The board may appoint by resolution a person who is willing to act as a board member, either to fill a vacancy or as an additional board member, provided that the appointment does not cause the number of board members to exceed the maximum number of board members fixed in accordance with article 48 hereof. A board member so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the board members who are to retire by rotation at the meeting. If re-appointed at such annual general meeting, he shall be deemed for the purpose of rotation to have first been appointed at that annual general meeting and for that purpose his period of service prior to such annual general meeting shall accordingly, be disregarded. If not re-

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appointed at such annual general meeting, he shall vacate office at the conclusion thereof.

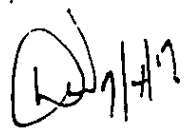
54. Subject as aforesaid, a board member who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
55. A member of the board shall vacate office in any of the following events, namely:
- 55.1. if he resigns in writing;
 - 55.2. if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - 55.3. if he becomes incapable for medical reasons of carrying out his duties as a board member, but only if that has continued, or is expected to continue for a period of more than 6 months;
 - 55.4. if he becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 55.5. if he ceases to be a member of the company;
 - 55.6. if he is absent (without good reason in the opinion of the board) from more than three consecutive meetings of the board, but only if the board resolves to remove him from office; or
 - 55.7. if the board by resolution determine that he be removed from office on the grounds that he is considered to have been in serious or persistent breach of his duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005.

A member shall not have a right to vote on a resolution for his removal from office.

56. Any member who ceases to be a member of the board shall also cease to be a member of the company.
57. The members of the board, at the discretion of the chairperson, may be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the board or any committee or sub-committee of the board or general meetings of the company or in connection with the business of the company.


PROCEEDINGS OF THE BOARD

58. The board 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. All member of the board may, and the secretary on the requisition of a member of the board shall, at any time summon a meeting of the board. It shall not be necessary to give notice of a meeting of the board to any member thereof for the time being absent from the United Kingdom.

59. The quorum necessary for the transaction of the business of the board shall be three or such other greater numbers as the board shall decide. A meeting of the board at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the board.
60. The continuing members of the board may act notwithstanding any vacancies but, if and so long as the number of members of the board is reduced below the minimum number fixed by or in accordance with these articles, the continuing members or member of the board may act for the purpose of filling up such vacancies or of summoning a general meeting of the company, but for no other purpose.
61. The members of the board may elect persons to act as a chairperson and vice chairperson in accordance with the provisions of article 79 hereof. If at any meeting the chairperson so elected shall not be present within five minutes after the time appointed for holding the same, the members of the board *present may choose one of their number to be chairperson of the meeting.* In the case of an equality of votes, the chairperson shall be entitled to a second or casting vote.
62. A resolution in writing signed by all the members of the board for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the board duly convened and held, and may consist of several documents in the like form, each signed by one or more of the members of the board.
63. The board may delegate any of their powers to a committee or sub-committees consisting of such member or members of their body as they think fit. Any committee or sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the board. Any such regulations may provide for or authorise the co-option to the committee or sub-committee of persons who are not members of the board or members of the company. All actions and decisions taken by such committees or sub-committees shall be reported back to the board as soon as possible.
64. The meetings and proceedings of any committee or sub-committee shall be governed by the provisions of these articles regulating the meetings and proceedings of the board so far as the same are applicable and are not superseded by any regulations made by the board. Co-opted members shall have no voting rights on any committee or sub-committee.

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65. All acts done by any meeting of the board or a committee or sub-committee thereof, or by any person acting as a member of the board or committee or sub-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 member of the board, committee or sub-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 member of the board, committee or subcommittee and had been duly appointed.

PERSONAL INTERESTS

66. A member of the board, who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at the meeting of the board; he will be debarred from voting on the question of whether or not the company should enter into that arrangement.
67. For the purposes of the preceding article, a member of the board shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his or any firm of which he is a partner or any limited company of which he is a substantial shareholder or director or any limited liability partnership of which he is a member or any Scottish charitable incorporated organisation of which he is a charity trustee or any registered society or unincorporated association of which he is a management committee member (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.
68. Provided
- 68.1. he has declared his interest and
- 68.2. he has not voted on the question of whether or not the company should enter into the relevant arrangement
- subject to the remaining provisions of these articles the board member will not be debarred from entering into an arrangement with the company in which he has a personal interest (or is deemed to have a personal interest under article 66) and may retain any personal benefit which he gains from his participation in that arrangement.
69. The board members shall be entitled, for the purposes of section 175 of the Act, to authorise (by way of resolution to that effect) any conflict situation (as defined for the purposes of that section of the Act) that may arise (such that the duty of the board member concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the board members may give such authorisation subject to

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such terms and conditions as they may consider appropriate and reasonable in the circumstances.

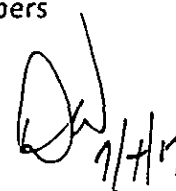
70. For the avoidance of doubt, the provisions of section 175 of the Act and article 69 do not apply to a conflict of interest relating to a transaction or arrangement with the company; conflicts of that kind are regulated by the provisions of articles 66 to 67 and articles.

BORROWING POWERS

71. The board may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt liability or obligation of the company.

POWERS OF THE BOARD

72. The affairs of the company shall be managed by the board who may pay all expenses incurred in forming and registering the company and may exercise all such powers of the company except those which are required by operation of the Act or are specifically provided in these articles as being required to be exercised by the members of the company subject always to such regulations as may be prescribed by the company at a general meeting; but no regulation made by the company at a general meeting shall invalidate any prior act of the board which would have been valid if that regulation had not been made.
73. The board shall have power from time to time to adopt and make, alter or revoke, byelaws for the regulations of the company and otherwise for the furtherance of the purposes for which the company is established, provided that such byelaws do not contravene these articles. All such byelaws for the time being in force shall be binding upon all members and no member shall be absolved from such byelaws by reason of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them. It is expressly declared that without prejudice to the powers of the board to make byelaws on other matters the following shall be deemed to be matters which may be governed by byelaws within the meaning of this article, that is to say:
- 73.1. As to the persons eligible for membership of the company;
- 73.2. As to the conditions on which persons shall be admitted to membership of the company;
- 73.3. as to the manner in which membership of the company may be terminated or shall determine;
- 73.4. as to the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on, members of the company;



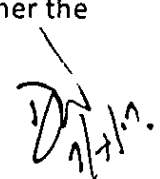
- 73.5. as to sub-committees in connection with various branches of the company's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such sub-committees; and
- 73.6. as to the manner in which the company's funds are to be distributed
74. Provided always that no byelaw as to the manner in which membership may be terminated shall have any validity or effect unless it provides that any member whose membership is proposed to be terminated shall be given a proper opportunity of attending and being heard at any meeting to which such proposal is to be submitted.
75. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the company, and any online banking transactions shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the board shall from time to time by resolution determine.

GENERAL OR HOUSE MANAGER

76. The board may from time to time appoint a person to the office of general or house manager or to any other salaried employment or office in the company for such period and on such terms as they think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment.
77. The general or house manager may not be a member of the board.
78. The board may entrust to and confer upon the general or house manager any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers provided that all activities of any such general or house manager should be reported back to the board as soon as possible.

OFFICERS

79. The board may elect from their own number persons to act as the chairperson and vice chairperson of the company (and "Officeholder").
80. Subject always to the provisions of article 55 any Officeholder shall initially hold office for a period of three years from the date of his appointment but if willing to act, may be re-appointed as an Officeholder for a further period of three years. On the expiry of the latter period of three years, he must retire as an Officeholder but he may offer himself for election as an Officeholder at any time after (i) the expiry of three years from the date of his retiral; or (ii) such earlier date if no other member of the board wishes to act as either the



chairperson or vice chairperson. For the avoidance of doubt in the event that a person is elected as a vice chairperson and thereafter as chairperson (or vice versa), they will be deemed to hold the same office and the provisions of this clause in respect of retirement shall apply notwithstanding that the office held was different.

81. Any person elected as chairperson or vice chairperson shall vacate office if he ceases to be a member of the board.

SECRETARY AND TREASURER


82. Subject to the provisions of the Act the board shall elect a secretary and a treasurer from their own number for such term and upon such conditions as they may think fit, and any secretary or treasurer so elected may be removed by them. *The secretary and treasurer may be one and the same person.* Neither the secretary nor the treasurer shall be entitled to any remuneration for acting as such.

MINUTES

83. The board shall ensure that minutes are made of all proceedings at general meetings, board meetings and meetings of committees or sub-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

84. The board shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements and which shall contain in particular (and without prejudice to the generality of the foregoing):
- 84.1. all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place;
 - 84.2. all sales and purchases of assets by the company; and
 - 84.3. all assets and liabilities of the Company.
85. The board shall procure the preparation of the annual accounts, complying with all relevant statutory requirements;
86. If an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor and where appointed the auditors duties shall be regulated in accordance with the provisions of the Act.


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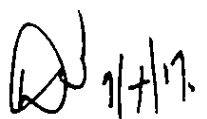
87. The books of account shall always be open to the inspection of members of the board or as authorised by ordinary resolution of the company.

NOTICES

88. Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
89. 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.
90. Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed 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.

INDEMNITY

91. Every board member, committee or sub-committee member or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 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; that may include, 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 any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
92. The company shall be entitled (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) to purchase and maintain for any board member or other officer of the company insurance against any loss or liability which any board member or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office; and such insurance may (subject to the provisions of section 68A of the Charities and Trustee Investment (Scotland) Act 2005) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a board member).

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