



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

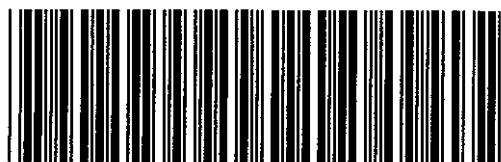
Company No. 194639

The Registrar of Companies for Scotland hereby certifies that

TURNING POINT SCOTLAND

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

Given at Companies House, Edinburgh, the 25th March 1999



NSC194639N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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



COMPANIES HOUSE

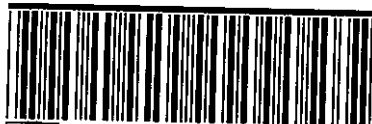
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Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

[Handwritten signature]

Company Name in full



SCT *SJNYSERT* 716
COMPANIES HOUSE 19/03/99

[Handwritten: TURNING POINT SCOTLAND]

I,
of

[Handwritten: IAIN BURNS HILL]

[Handwritten: 92 HYNDLAND ROAD, GLASGOW]

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

[†] Please delete as appropriate.

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

Declarant's signature

[Handwritten: Iain Hill]

Declared at

[Handwritten: GLASGOW]

the

[Handwritten: NINTH]

day of

[Handwritten: MARCH]

One thousand nine hundred and ninety

[Handwritten: NINE]

• Please print name.

before me •

[Handwritten: MARK ESPIE EDWING]

Signed

[Handwritten signature: Mark Edwing]

Date

[Handwritten: 9/3/99]

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

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

*[Handwritten: MARK EDWING : T.C. YOUNG & SON
30 GEORGE SQUARE, GLASGOW
G2 1LH Tel 0141-221 5582
DX number G278 DX exchange GLASGOW]*

Companies House receipt date barcode

Form revised March 1995

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION
OF
TURNING POINT SCOTLAND

1. The name of the company (hereinafter called "the Association") is Turning Point Scotland.
2. The Registered Office will be situate in Scotland.
3. The Association is established for the following charitable objects:-
 - 3.1 To protect and/or further the health of individuals suffering problems related to alcohol or drug dependency, mental disorder, learning disabilities or any other disability, through the provision of care, support, treatment, training, education or any other appropriate service.
 - 3.2 In furtherance of the above objects but not further or otherwise, the Association shall have the following powers:-
 - (a) To promote and organise co-operation in the achievement of the above purpose.
 - (b) To accept subscriptions, bequests and donations (whether heritable, real or personal estate) and whether subject to any special Trust or not for all or any of the purposes of the Association. To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise and where appropriate to act as Executor in testamentary estates. The Association shall not undertake permanent trading activities in raising funds for the objects of the Association.



- (c) To purchase or otherwise acquire and take over the whole or any part of the property, assets, liabilities and engagements of any one or more Companies, Societies, Associations or bodies, which the Association may lawfully acquire, having objects similar to those of the Association and to amalgamate with any such Companies, Societies, Associations or bodies.
- (d) To purchase, take on feu, lease, hire, take in exchange or otherwise acquire any heritable or real or personal property and any rights, privileges or licences necessary, convenient or advantageous for the purposes of the activities of the Association, and to construct, alter and maintain any houses or buildings or other properties acquired for such purposes; and to sell, manage and improve, develop, repair, lease or otherwise let on hire, exchange, mortgage, charge, dispose of or otherwise deal with all or any of such property, rights or privileges.
- (e) To procure and provide information.
- (f) To improve, manage, construct, repair, develop or otherwise deal with all or any part of the undertaking, property and rights of the Association.
- (g) To sell, feu, let, hire, license, give in exchange or otherwise dispose of all or any part of the undertaking, property and rights of the Association.
- (h) To borrow or raise money and give security for the payment of money by, or the performance of other obligations of, the Association or any other charitable body.
- (i) To make grants or loans (with or without security) to any other charitable body or charitable purpose and to grant guarantees and contracts of indemnity on behalf of any such charitable body or charitable purpose.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments and to operate bank accounts.
- (k) To invest the monies of the Association not immediately required for the purposes of its activities in such investments, securities or property and in such a manner as may be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments, securities or property.

- (l) To employ and remunerate such persons as may from time to time be considered expedient for the furtherance of these objects and to make provisions for pensions and other related benefits for such employees and former employees and the widows, partners and dependents of any such individuals.
- (m) To effect insurance against risks of all kinds including, without prejudice to the foregoing generality, such insurance as may lawfully be effected in respect of the liabilities of Directors, Auditors, Secretaries or other Officers of the Association.
- (n) To enter into any arrangement or to act in concert with any organisations, government or authority which may be advantageous for the purposes of the activities of the Association and to obtain from any such organisation, government or authority any charter, right, privilege or concession.
- (o) To enter into partnership or any other arrangement for sharing profit, co-operation or mutual assistance with any body, whether incorporated or unincorporated.
- (p) To promote any private Act of Parliament, provisional order and other authority to enable the Association to alter its constitution or to carry on and achieve the Association's charitable purposes foresaid.
- (q) To accept as consideration for any business, property and rights disposed of, any shares, debentures or securities.
- (r) To establish and support any Charitable Association or other unincorporated body having objects altogether or in parts similar to those of the Association and to promote any Company or other incorporated body formed for the purpose of carrying on any activity which the Association is authorised to carry on.
- (s) To assist in the formation of other charitable bodies, corporate or otherwise, and to provide management, administration and financial services to such other bodies.
- (t) To purchase, amalgamate with or otherwise acquire and take over all or any part, which the Association may lawfully acquire or take over, of the property, assets, liabilities and engagements of any one or more charitable Companies, Societies, Associations or bodies, whether incorporated or not, having objects similar to those of the Association.
- (u) To transfer all or any part of the undertaking, property and rights of the Association to any body, incorporated or unincorporated, with which the Association is authorised to amalgamate.

- (v) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any purpose connected with the activities of the Association or with the furtherance of its objects.
- (w) To print and publish any newspapers, periodicals, books or leaflets necessary or desirable for the promotion of the objects of the Association.
- (x) To undertake and execute any charitable trust which may lawfully be undertaken by the Association and may be conducive to its objects.
- (y) To manufacture, buy, sell, rent, let on hire and deal in all articles and commodities, of whatsoever nature as may be deemed suitable or desirable for promoting the objects of the Association.
- (z) To arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes and conferences to further the objects of the Association.
- (aa) To pay from the funds of the Association the costs, charges and expenses of and necessary for the formation and registration of the Association.
- (bb) To do all such other lawful things as shall further the attainment of any of the objects of the Association.
- (cc) To carry on trade insofar as either the trade is exercised in the course of the actual carrying out of the objects of the Association or the work of the trade is carried on by the beneficiaries or the trade is ancillary to the carrying out of the said objects and in particular to provide and sell refreshments printed matter and other commodities where the provision of such commodities is an added attraction and is usual or necessary for the convenience of visitors to premises occupied by the Association in furtherance of its objects.

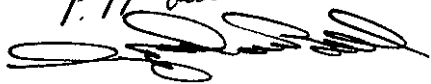
AND so that:-

- (1) The objects of the Association shall not extend to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
- (2) The word "Company" in this clause, except where used in reference to the Association, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. (a) The income and property of the Association shall be applied solely toward the promotion of its objects as set forth in this Memorandum of Association and no part thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, director's fee or otherwise howsoever by way of profit, to the Members of the Association and no Member of the Board of Directors shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association.
- (b) Notwithstanding however the terms of Clause 4(a), the Association shall be entitled:
 - (i) To pay reasonable and proper remuneration to any Member, Officer or Employee of the Association (not being a member of the Board of Directors) for any services rendered to the Association.
 - (ii) To pay to any member of the Board of Directors or Member, Officer or Employee of the Association out of pocket expenses reasonably incurred on behalf of the Association by such member of the Board of Directors or Member, Officer or Employee of the Association.
 - (iii) To pay rent at a rate not exceeding the open market rent for the premises let to the Association by any member of the Board of Directors, Member, Officer or Employee of the Association.
- (c) The powers contained in Clause 4(b) may be exercised only on condition that no person shall be entitled to vote on a resolution nor be in attendance during that part of a meeting concerning his own appointment to any office of the Association or any payment made or to be made to him by the Association.
5. The liability of the Members is limited.
6. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while being a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before ceasing to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Pound Sterling.
7. (a) If on the winding up of the Association any property remains after satisfaction of all the Association's debts and liabilities, such property shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the Association and whose constitution restricts the distribution of income and assets among the members to an extent at least as great as does this Memorandum of Association.

- (b) The body or bodies to which property is transferred in terms of this clause shall be determined by the Members of the Association at or before the time of dissolution or, failing such determination and approval, by such court as may have or may acquire jurisdiction.
- (c) To the extent that effect cannot be given to the provisions of this clause, the relevant property shall be applied to some other charitable object or objects.
8. Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall be open to inspection at all times by any member of the Board of Directors of the Association. Once at least in every year, the accounts of the Association shall be examined by one or more properly qualified auditor or auditors who shall make a report to the Members on the accounts examined by them and on every balance sheet and income and expenditure account, copies of which are to be laid before the Association in general meeting.

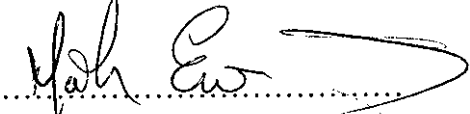
We the subscribers of this Memorandum of Association wish to be formed into a company pursuant to this memorandum.

<i>Cain Hill</i>	Iain Burns Hill, 92 Hyndland Road, Glasgow
<i>B. J. Wright</i>	Barbara Jean Wright, The Coachhouse, The Hawthorns, Galashiels
<i>L. A. Boyd</i>	Lesley Jane Boyd, 11A Albert Terrace, Edinburgh
<i>P. M. Gilder</i>	Paula Margaret Gilder, 4 London Street, Edinburgh
	Graham Bell, An Claggan, Argyll Road, Kilcreggan

<i>Morag Alexander</i>	Morag Alexander, 110 Queens Drive, Glasgow
------------------------	--

Dated the Ninth day of March 1999

Witness to the above signatures

X <i>Mark Espie Ewing</i>		Mark Espie Ewing
Signature	
Address 30 GEORGE SQUARE	
 GLASGOW	
Occupation SOLICITOR	

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
TURNING POINT SCOTLAND

SC 194639.

INTERPRETATION

1. In these Articles:

"the Association" means the above named Company.

"the Act" means the Companies Act, 1985, including any statutory modification or re-enactment of any of the provisions thereof.

"the Regulations" means the Charities Accounts (Scotland) Regulations 1992 including any modification and re-enactment of any of the provisions thereof by statute, statutory instrument or otherwise.

"the Articles" means the Articles of the Company.

"the Board of Directors" means the members for the time being of the Board of Directors hereby constituted to act as the Committee of Management or governing body of the Company.

"the Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"the Auditor" means the person or firm appointed from time to time to act as Auditor of the company within the provisions of the Act.

"Independent Examiner" means the person so defined in the Regulations.

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

"executed" includes any mode of execution.

"office" means the registered office of the Company.

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

Unless the context otherwise requires, references to and expressions referring to the masculine gender shall be deemed to include the feminine gender.

Expressions referring to writing shall unless the contrary intention appears be construed as including references to typewriting, printing, lithography and other modes of representing or reproducing words in a visible form.

2. The number of Members with which the Association is registered is unlimited.
3. (a) There shall be two classes of Members, namely:-
 - (i) Ordinary Members open to individuals who support the objects of the Association.
 - (ii) Associate Members open to individuals, statutory bodies, voluntary or community organisations or any other body (whether incorporated or unincorporated) sympathetic to the objects of the Association.
- (b) Each Ordinary Member shall have one vote at general meetings of the Association. Associate Members shall have no voting rights at General meetings of the Association.
- (c) The qualification of members regardless of category shall be their due admission as such in terms of Articles 4 and 5 hereof and their membership shall continue until terminated under one or other of the provisions of Article 6 hereof.
- (d) Any organisation or body (whether incorporated or unincorporated) applying for membership as a member and for so long as it remains a member shall nominate in writing a person to act as its representative in applying for membership and in exercising the rights of membership on its behalf, with full power to such organisation at any time to recall its nomination and nominate a new representative.
4. Applications for membership shall be in writing and signed by or on behalf of the applicants.
5. Membership of the Association shall be open only to those organisations who are invited by the Board of Directors to subscribe for membership of the Association. The Secretary shall upon the due admission of any applicant by the Board of Directors or in accordance with such delegated procedure as the Board of Directors may from time to time authorise, enter the name of such applicant in the Books of the

Association and upon such entry such applicant shall become an Ordinary Member or Associate Member as appropriate.

6. Membership of the Association shall automatically terminate:-

- (a) On the death or dissolution of a Member.
- (b) On the intimation to the Secretary of a Member's wish to resign membership, either immediately or with effect from any later date stated in the intimation.
- (c) If the Board of Directors shall resolve to expel a Member.

No right or privilege of any Member shall be in any way transferable but all such rights and privileges shall cease upon the Member ceasing to be such whether by dissolution or otherwise.

GENERAL MEETINGS

- 7. The Association shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Board of Directors shall appoint.
- 8. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 9. An Extraordinary General Meeting shall be convened by the Board of Directors on requisition by Members under Section 368 of the Act or on requisition by a resigning Auditor under Section 391 of the Act.
- 10. Subject to Articles 7. and 9. the Board of Directors may convene general meetings whenever they think fit.

NOTICE OF GENERAL MEETINGS

- 11. Not less than 28 days written notice (exclusive of the date on which it is posted and the date of the meeting) shall be given to all current Members of all general meetings of the Association.
- 12. A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms and proposer of any resolution which is to be proposed as a special resolution or extraordinary resolution and shall indicate the general nature of any other business to be transacted at the meeting.

13. Notice of every general meeting shall be given to all the Members of the Association; such notice shall be posted to each Member at his or her address as last notified to the Association. Notice of every such general meeting shall also be given to the members of the Board of Directors and to the Auditor for the time being of the Association.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, also all that is transacted at an Annual General Meeting with the exception of those items of business detailed in Articles 27, 28 and 29 hereof.
16. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, a quorum shall be either (a) not less than four current Ordinary Members or (b) not less than one third of the current Ordinary Members of the Association, whichever is the greater number personally present.
17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Ordinary Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day at such other time and place as the Chairperson of the meeting may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Ordinary Members present shall be a quorum.
18. The Chairperson of the Association, whom failing the Vice-Chairperson shall preside as Chairperson at every general meeting of the Association. If neither the Chairperson nor the Vice-Chairperson shall be present and willing to act within 15 minutes after the time appointed for the holding of the meeting, the Ordinary Members present shall choose some other member of the Board of Directors, or if no such member shall be present and willing to act, they shall choose some other attending Ordinary Member of the Association to act as Chairperson.
19. The Chairperson 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. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. At all general meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Members present in person and entitled to vote unless (except as regards a resolution for the appointment of the Chairperson or for the adjournment of the meeting, on which a show of hands shall be conclusive) before or upon the declaration of the result of the show of hands a poll shall be demanded by the Chairperson or by at least two Members present in person and entitled to vote or by a Member or Members present in person and representing one-tenth of the total voting rights of all the Members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the Chairperson of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive and an entry to that effect in the Minute Book of the Association shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.
21. If a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that upon which a poll has been demanded.
24. The proceedings at any general meeting of the Association shall not be invalidated by the subsequent discovery of any defect in the appointment of any representative or any defect in the qualification of any Member, voting thereat.
25. No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered; any such objection shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
26. Every Ordinary Member of the Association shall have one vote.

OFFICE BEARERS

27. (a) The office-bearers for the Association shall be appointed from among the Board of Directors to hold the offices of :-

Chairperson
Vice-Chairperson
Treasurer

and such other office-bearers as the Association may from time to time decide in general meeting, by ordinary resolution.

- (b) The appointment of office-bearers shall be made at a meeting of the Board of Directors as soon as reasonably practicable after the incorporation of the Association and thereafter at a meeting of the Board of Directors held as soon as reasonably practicable after each Annual General Meeting.
 - (c) An office-bearer whose period of office expires under Article 28 hereof may be reappointed to such office or any other office provided he is willing to act. Where a Chairperson has held office for a period of three consecutive years he or she will not be eligible for re-appointment as an office-bearer until a period of one year has elapsed.
 - (d) The appointment of any Member as an office-bearer shall terminate automatically when he or she ceases to be an Ordinary Member of the Association or if he resigns from such office by notice to the Association. In the event of the termination of the appointment of an office-bearer in terms of this paragraph, the Board of Directors shall, at a meeting held as soon as reasonably practicable after such termination, appoint another member of the Board of Directors to hold such office until the conclusion of the first Annual General Meeting which follows such appointment.
 - (e) The office-bearers shall not receive any remuneration for their services, but they shall be entitled to reimbursement of any expenditure reasonably incurred by them in carrying out their duties.
 - (f) There shall not be any age limit for office-bearers and accordingly Section 293 of the Act shall not apply.
28. At the conclusion of every Annual General Meeting, all the office-bearers shall retire and shall be eligible for reappointment. The business of the Annual General Meeting shall include the following items:-
- (a) The presentation of a report on the work done by or under the auspices of the Association, for approval.
 - (b) The presentation of the audited or independently examined accounts of the Association for the preceding financial year.
 - (c) A report on the election of members to the Board of Directors.
 - (d) If appropriate, the appointment of an Auditor or Auditors or the appointment of an Independent Examiner.

BOARD OF DIRECTORS OF THE ASSOCIATION

29. The Board of Directors shall consist of not less than seven or more than twelve in number or such other number as may be decided by ordinary resolution at a general

meeting of the Association. The members of the Board of Directors shall be elected by ballot from amongst the Ordinary Members of the Association.

30. Until the first Annual General Meeting of the Association, the Board of Directors shall consist of the subscribers of these Articles of Association and such other persons as shall be acceptable to them and shall have agreed in writing to act in this capacity.
31.
 - (a) At the first Annual General Meeting of the Association, the original members of the Board of Directors shall retire from office and at each subsequent Annual General Meeting, one-third of the members of the Board of Directors (to the nearest round number) shall retire from office but shall all be eligible for reappointment except in the case where a member has been a member of the Board of Directors for a continuous period of six years in which case he or she will not be eligible for reappointment until a period of one year has elapsed.
 - (b) The members of the Board of Directors to retire under Article 31 (a) shall be those who have been longest in office since they were last appointed or reappointed; the question of who is to retire between members appointed or reappointed on the same date, in the absence of mutual agreement, shall be determined by lot.
32. Written notice of nominations for election (other than nominations by the Board of Directors themselves) must have been sent to the Secretary not later than 28 days before the relevant Annual General Meeting. Should the number of nominations exceed the number of vacancies, the Secretary shall within fourteen days notify all Members of the nominations and the election shall be made at the Annual General Meeting by ballot amongst the Ordinary Members of the Association, in accordance with such arrangements as may be laid down by the Board of Directors from time to time. Such ballot shall be secret if so determined by the Board of Directors or if so requested by at least ten Ordinary Members of the Association. Those Ordinary Members unable to attend shall be entitled to a proxy vote. The determination of the Chairperson, whom failing, a deputy Chairperson, that a member or members has/have been duly elected shall be final and binding.
33.
 - (a) Within the membership limits prescribed by Article 29 hereof, the Board of Directors may co-opt additional members being Ordinary Members of the Association to fill vacancies. Such co-opted members shall hold office until the next Annual General Meeting of the Association, when they shall be subject to election as provided in Article 32 hereof.
 - (b) The Board of Directors may also co-opt not more than three additional members of the Board of Directors, who shall be supernumerary at the numbers proscribed in Article 29 hereof and shall hold office for such period as the Board of Directors may think appropriate and whose co-option shall be reviewed annually by the Board of Directors as soon as reasonably practicable after each Annual General Meeting of the Association.

- (c) Co-opted members shall have full voting rights.
34. In addition to the foregoing retirement provisions, the office of an elected member of the Board of Directors shall be vacated:-
- (a) If he or she becomes bankrupt or makes any arrangement or composition with his and her creditors;
 - (b) If he or she becomes of unsound mind;
 - (c) In the case of an individual who is a representative of an organisation or body under Article 3 (d) hereof, where such nomination is recalled by the organisation or where the organisation is dissolved;
 - (d) If by notice in writing to the Association he or she resigns from membership of the Board of Directors.
 - (e) If he or she ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986; or
 - (f) If the Board of Directors resolves to remove him or her from office.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

35. The Board of Directors shall be responsible for the carrying out of the policy of the Association, and for the administration, management and control of the affairs and property of the Association, and generally may exercise all such powers of the Association and do on its behalf all such acts as may be exercised and done by the Association, and as are not by statute or by these Articles required to be exercised or done by the Association in general meeting; subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting. No regulation however, made by the Association in general meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.
36. The Board of Directors shall appoint and employ such officers and staff as they consider necessary, and shall (subject to the provisions of the Memorandum of Association) regulate their duties and fix their salaries.
37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board of Directors shall from time to time determine. The Board of Directors may exercise all the powers of the Association to borrow money without limit as to amount and upon such terms and in such manner as they think fit to grant any

mortgage, charge or standard security over its undertakings and the property or any part thereof and to give security for the payment of money by or the performance of other obligations of the Association or any other body.

38. The Board of Directors shall cause Minutes to be made in books provided for the purpose:-
- (a) Of all appointments of officers and staff made by the Board of Directors.
 - (b) Of the names of the members of the Board of Directors present at each meeting thereof; and
 - (c) Of all resolutions and proceedings at all meetings of the Board of Directors.

PROCEEDINGS OF THE BOARD OF DIRECTORS

39. The Board of Directors shall meet at least four times in each year, and may adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
40. The quorum necessary for the transaction of business of the Board of Directors shall be one third of the elected members of the Board of Directors from time to time. If the number of members of the Board of Directors is less than the minimum number specified in Article 29 the continuing members of the Board of Directors may only act for the purpose of filling vacancies or calling a general meeting of the Association.
41. The Chairperson, or in his absence the Vice-Chairperson, shall preside at meetings of the Board of Directors. In the absence of both the Chairperson and the Vice-Chairperson, the members of the Board of Directors present shall choose one of their number to chair the meeting.
42. The continuing members of the Board of Directors may act notwithstanding any vacancy in their body.
43. The Board of Directors shall have power to set up such other committees, and working groups as it may think appropriate from time to time, and may determine their terms of reference, powers, duration and composition, and such committee or groups shall be given power to co-opt such additional members as the Board of Directors may determine.
44. The Board of Directors (and likewise any subsidiary committee or group) shall have the power to invite to its meetings assessors or other representatives from professional or statutory bodies. Such assessors or representatives may join in the deliberations of the meeting but shall have no voting rights.

45. All acts done by any meeting of the Board of Directors or of any subsidiary committee or group, or by any person acting as a member of any of the foregoing, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that he or she was disqualified, be as valid as if every such person had been appointed and was duly qualified to be a member of the relevant committee or group.

SECRETARY

46. The Secretary shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Board of Directors.

THE COMMON SEAL

47. The Common Seal of the Association shall not be affixed to any instrument except by the authority of the Board of Directors and every instrument to which the Common Seal shall be affixed shall be signed by an office-bearer of the Association and shall be countersigned by the Secretary or by a second office-bearer or by some other person appointed by the Board of Directors for the purpose. Notwithstanding the foregoing, the Association shall not require to have or to use a Common Seal.

ACCOUNTS

48. The Board of Directors shall cause proper books of accounts to be kept with respect to:-
- (a) All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
 - (b) All sales and purchases of goods by the Association, and
 - (c) The assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions and to comply with any applicable requirement of the Act and the Regulations.

49. The books of account shall be kept at the registered office of the Association or, subject to Section 222 of the Act, at such other place as the Board of Directors shall think fit, and shall always be open to the inspection of the members of the Board of Directors.

50. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Association shall be open to the inspection of Members not being members of the Board of Directors. No Member, not being a member of the Board of Directors, shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board of Directors or by the Association in general meeting.
51. The Board of Directors shall from time to time in accordance with Section 235 of the Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets and reports as are referred to in this section.
52. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Auditor's report, shall not less than 14 days before the date of the meeting be sent to all persons entitled under Article 13 to receive notice of such meeting.
53. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and the balance sheet ascertained by the Auditor or the Independent Examiner, as the case may be. Unless or until otherwise resolved by the Board of Directors, the accounting year shall run from 1st April to 31st March in the following year.
54. The Auditor, if any, shall be appointed and his duties regulated in accordance with Sections 384 to 391 of the Act. The Association may take advantage of any exemption from appointing an Auditor available to it under the Act. The Association shall, if it does not appoint an Auditor, appoint instead an Independent Examiner.

INDEMNITY

55. (a) Subject to the provisions of the Act and of the Memorandum of Association, a director, auditor, secretary or other officer of the Association shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his or her duties or in relation thereto.
- (b) The Board of Directors may from time to time purchase and maintain in force insurance, at the expense of the Association, for the benefit of any member of the Board of Directors, manager or other officer of the Association against any liability which may attach to him or her or loss or expenditure which he or she may incur in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as a member of the Board of Directors, manager or officer.

DISSOLUTION

56. Clause 7 of the Memorandum of Association of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Names and Addresses of Subscribers:-

Iain Hill

Iain Burns Hill, 92 Hyndland Road, Glasgow

Bj Wright

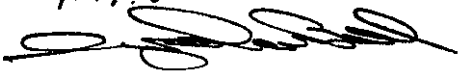
Barbara Jean Wright, The Coachhouse, The Hawthorns, Galashiels

L. S. Boyd.

Lesley Jane Boyd, 11A Albert Terrace, Edinburgh

P. M. Gilder

Paula Margaret Gilder, 4 London Street, Edinburgh



Graham Bell, An Claggan, Argyll Road, Kilcreggan

Morag Alexander

Morag Alexander
110 Queens Drive, Glasgow

Dated the Ninth day of March 1999

Witness to the above signatures

NAME:

Signature

Address

Occupation



Mark Espie Ewing

30 GEORGE SQUARE

GLASGOW

SOLICITOR



10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full



SCT *SJNYTERU* 717
COMPANIES HOUSE 19/03/99

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Post town

County / Region

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

Agent's Name

Address

Post town

County / Region

Number of continuation sheets attached

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

Companies House receipt date barcode

Form revised March 1995

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

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

T.C. YOUNG & SON

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

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County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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Other directorships

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Date

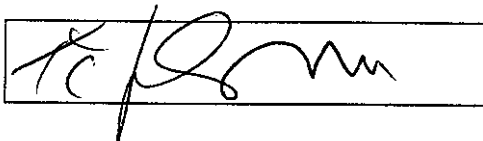
Directors (continued) (see notes 1-5)

NAME	*Style / Title	MRS		*Honours etc	
* Voluntary details	Forename(s)	LESLEY JANE			
	Surname	BOYD			
	Previous forename(s)	NONE			
	Previous surname(s)	BATCHELOR			
Address	11A, ALBERT TERRACE				
Usual residential address	1				
For a corporation, give the registered or principal office address.	Post town	EDINBURGH			
	County / Region	LOTHIAN	Postcode	EH10 5EA	
	Country	SCOTLAND			
	Date of birth	Day	Month	Year	Nationality
		27	5	48	SCOTTISH
	Business occupation	HEALTH SERVICE MANAGER			
	Other directorships	NONE			
	I consent to act as director of the company named on page 1				
Consent signature	L.J. Boyd			Date	9.3.99

This section must be signed by
Either

an agent on behalf
of all subscribers

Signed



Date

9/3/99

Or the subscribers

(i.e those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

30(5)(a)

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

1999



SCT *SJNEQER7* 494
COMPANIES HOUSE 19/03/99

full

TORNING POINT SCOTLAND

I,

IAIN BURNS HILL

of

92 HYNALAND ROAD, GLASGOW

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

[†] Please delete as appropriate.

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

Declarant's signature

Iain Hill

Declared at

GLASGOW

the

NINTH

day of

MARCH

One thousand nine hundred and ninety

NINE

• Please print name.

before me •

MARK ESPR EDING

Signed

Mark Espr Eding

Date

9/3/99

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

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

MARK EDING : T.C. YOUNG (SON)

30 GEORGE SQUARE, GLASGOW

G2 1LH Tel 0141 - 221 5562

DX number G278 DX exchange GLASGOW

Companies House receipt date barcode

Form revised March 1995

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