

FILE COPY



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

Company No. 258157

The Registrar of Companies for Scotland hereby certifies that

VISUAL STATEMENT

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 24th October 2003



NSC258157J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

Company Name in full

Visual Statement

I, Walter Clark

of Burness

† Please delete as appropriate.

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

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

Declarant's signature

Walter Clark

Declared at 50 Lothian Road, Festival Square, Edinburgh

On Day Month Year
2 2 1 0 2 0 0 3

① Please print name.

before me ① Andrew Jessop

Signed

Andrew Jessop

Date 22/10/2003

† 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.

Burness
50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ
calvis/a/1 Tel 0131 473 6000
DX number ED73 DX exchange Edinburgh



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

Package: 'Laserform'
by Laserform International Ltd.

30(5)(a)

Please complete in typescript,
or in bold black capitals.

CHFP025

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

Company Name in full

Visual Statement

I, Peter Lawson

of Burness

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] ~~XXXXXXXXXXXX~~
~~Director or Secretary of the company in the statement delivered under~~
~~Section 10 of the Companies Act 1985~~ I do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

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

Declarant's signature

P. Lawson

Declared at 50 Lothian Road, Festival Square, Edinburgh

on Day Month Year
2 1 1 0 2 0 0 3

① Please print name.

before me ① Walter Clark

Signed

Walter Clark

Date 21 / 10 / 03

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.

Burness
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DX 235 Edinburgh



Package: 'Laserform'
by Laserform International Ltd.

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*Please complete in typescript,
or in bold black capitals.*

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

25 8157

Company Name in full

Visual Statement

Proposed Registered Office

(PO Box numbers only, are not acceptable)

50 Lothian Road

Festival Square

Post town Edinburgh

County / Region

Postcode EH3 9WJ

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.

x

Agent's Name Burness

Address 50 Lothian Road

Festival Square

Post town Edinburgh

County / Region

Postcode EH3 9WJ

Number of continuation sheets attached

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

Burness

50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ

ref:clg/vis/9/1

Tel 0131 473 6000

DX number ED73

DX exchange Edinburgh

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Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**



Company Secretary (see notes 1-5)

Company name Visual Statement

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Burness

Previous forename(s)

Previous surname(s)

Address ††

50 Lothian Road

Festival Square

Post town

Edinburgh

County / Region

Postcode

EH3 9WJ

Country

Scotland

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

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

Consent signature

Date

21/10/03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Burness (Directors) Limited

Previous forename(s)

Previous surname(s)

Address ††

50 Lothian Road

Festival Square

Post town

Edinburgh

County / Region

Postcode

EH3 9WJ

Country

Scotland

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

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

21/10/03

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

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

☐

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

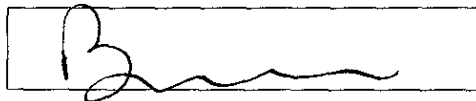
Date

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed



Date

21/10/03

Or the subscribers

Signed

Date

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

24314

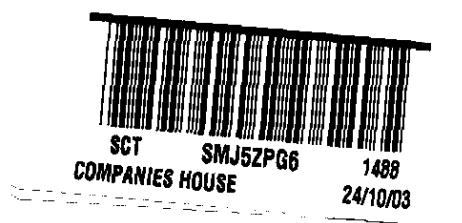
THE COMPANIES ACT 1985 to 1989
COMPANY LIMITED BY
GUARANTEE AND NOT HAVING A
SHARE CAPITAL
MEMORANDUM OF ASSOCIATION

of
VISUAL STATEMENT

THE COMPANIES ACT 1985 to 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM of ASSOCIATION

of
VISUAL STATEMENT

1. The company's name is "VISUAL STATEMENT" (hereinafter called "the Company").
2. The Company's registered office is situated in Scotland.
3. This clause shall be interpreted as incorporating an over-riding qualification limiting the powers of the Company such that any activity which would otherwise be permitted by the terms of this clause may be carried on only if that activity furthers a purpose which is regarded as charitable for the purposes of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force). Subject to that over-riding qualification, the Company's objects are:- to advance education in the performing and visual arts including ballet, dance, drama, the visual arts and other similar art forms (including costume; stage design; stagecraft; direction and management; and writing for stage) for the benefit of the community in the area of the Glasgow conurbation and elsewhere and in furtherance of that:
 - (i) to devise, operate and develop appropriate projects, courses of study and programmes for the provision of education in the arts for people by such other means or methods as the Company may consider to be appropriate which educational projects, courses and programmes may be undertaken in the Glasgow conurbation or elsewhere;



- (ii) To assist and support people to develop their artistic techniques and repertoires and to provide experience and insights into the lives of professional artists and the disciplines associated with the pursuit of artistic excellence;
- (iii) to pursue appropriate educational and artistic development strategies in pursuit of the aims of the Company;
- (iv) to provide, in conjunction with other agencies and professionals appropriate financial assistance and support for people following projects, courses of study and programmes devised, operated and developed by the Company;
- (v) to enlist and organise volunteers to assist in the said projects, courses of study and programmes;
- (vi) to provide, where appropriate, accreditation schemes for persons pursuing the projects, courses of study and programmes devised, operated and developed by the Company;
- (vii) to work with and co-operate with other relevant individuals, companies, bodies, institutions and agencies including but not limited to the Scottish Executive, Scottish local authorities, the Scottish Arts Council and all Scottish national arts companies for opera, ballet, dance, drama, the visual arts and other art forms in the pursuit of the Company's arts educational objectives;

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

- (a) To disseminate information, news and research findings relating to the Company and to any related educational projects.
- (b) To prepare, publish and/or distribute books, pamphlets, reports, leaflets, journals, audio and video material, multimedia products and any other instructional matter.

- (c) To advise in relation to, promote, organise and/or conduct conferences, seminars, workshops and other learning opportunities (which may include the use of electronic transmission) to permit people to share information and experiences about the activities of the Company.
- (d) To advise in relation to, commission and/or conduct research projects and programmes and to publish and promote the findings of such research.
- (e) To provide other information, advisory and support services which further the aims of the Company.
- (f) To co-operate with and enter into agreements with any individuals, authorities or other bodies (international, national, local or otherwise) in the furtherance of the above objects.
- (g) To promote companies whose activities may, directly or indirectly, further one or more of the above objects or any associated purpose or which may generate income to support the activities of the Company, acquire and hold shares, stocks, debentures and other interests in such companies and carry out, in relation to any such company which is a subsidiary of the Company, all such functions as may be associated with a holding company.
- (h) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the Company.
- (i) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the Company.

- (j) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the Company.
- (k) To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the Company.
- (l) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- (m) To borrow money and give security for the payment of money by, or the performance of other obligations of, the Company or any other person.
- (n) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- (o) To remunerate any individual in the employment of the Company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the Company and the spouse, widow/er, relatives and dependants of any such individual; and to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- (p) To oppose or object to any application or proceedings which may prejudice the Company's interests.
- (q) To enter into any arrangement with any individual organisation, government or authority which may be advantageous for the purposes of the activities of the Company and to obtain from any such individual organisation, government or authority any right, privilege or concession.

- (r) To enter into any arrangement for co-operation or mutual assistance with any individual or charitable body, whether incorporated or unincorporated.
- (s) To effect insurance against risks of all kinds.
- (t) To invest funds not immediately required for the purposes of the Company's activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- (u) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the Company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the Company is authorised to carry on.
- (v) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the Company or with the furtherance of its objects.
- (w) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the Company.
- (x) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the Company, whether by way of subscriptions, grants, loans, donations or otherwise.

- (y) To carry out any of these objects in any part of the world as principal, agent, contractor, Board Member or in any other capacity and through an agent, contractor, sub-contractor, Board Member or any person acting in any other capacity and either alone or in conjunction with others.
- (z) To do anything which may be incidental or conducive to the attainment of any of the objects of the Company.

And it is declared that

- (i) in this clause where the context so admits, “property” means any property, heritable or moveable, real or personal, wherever situated
- (ii) in this clause, and throughout this memorandum of association the word “charitable” shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Company and subject always to proviso (a) hereof, no Board Member shall receive any remuneration or any other benefit in money or monies-worth from the Company provided always that nothing herein shall prevent any payment in good faith by the Company:

- (a) of any remuneration or benefit in money or monies worth to any Board Member in respect of any appointment as a paid employee of the Company.
- (b) of payment to a company of which a board member may be a member where he/she holds not more than 100th part of the capital of the Company;

- (c) of reasonable and proper remuneration to any member of the Company or other person (not being a Board Member) for any services rendered to the Company;
 - (d) interest on money lent by a member of the Company or by a board member at a rate per annum not more than the lending rate prescribed for the time being by the Bank of Scotland or other stipulated by the Trustees;
 - (e) a reasonable and proper rent for premises let to the Company by any member of the Company or any Trustees;
 - (f) to any board member of out of pocket expenses.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the Company's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 7.1 If on the winding-up of the Company any property remains after satisfaction of all the Company's debts and liabilities, such property shall not be paid to or distributed among the members of the Company but shall be 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 Company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association.

- 7.2 The body or bodies to which property is transferred under clause 7.1 shall 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 may acquire jurisdiction.
- 7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, 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, in particular, contain entries from day to day of all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Company; such accounting records shall be open to inspection at all times by any board member of the Company.

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

Names and addresses of subscribers

Burness (Nominees) Limited
50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ



Dated 21 October 2003

Witness to the above signatures:-

Tina Hankin
50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ



THE COMPANIES ACT 1985 to 1989
A COMPANY LIMITED BY
GUARANTEE AND NOT HAVING A
SHARE CAPITAL
ARTICLES OF ASSOCIATION

of
VISUAL STATEMENT

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

ARTICLES of ASSOCIATION

of

VISUAL STATEMENT

CONSTITUTION

1. The Company is established as a Private Company in accordance with and subject to the provisions of the Companies Act 1985, as amended, and its Memorandum of Association.
- 2.1 The Regulations contained and incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) Amendment Regulations 1985 (such Table being hereinafter referred to as "Table A") save in so far as they are excluded or varied hereby and the Articles hereinafter contained shall be the regulations of the Company.
- 2.2 Regulations 2 to 35 inclusive, 40, 41, 54, 55, 57, 59, 64, 73 to 80 inclusive, 87, 89, 94 to 97 inclusive, 102 to 108 inclusive, 110, 114, 116 to 118 inclusive in Table A shall not apply to the Company.
- 2.3 In Regulation 1 in Table A, the definition of "the holder" shall be omitted.
- 2.4 "Non-remunerated Board Member" means a board member who is not a remunerated board member.
- 2.5 "Remunerated Board Member" means a board member who is in receipt of remuneration as an employee of the company.

MEMBERS

3. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership by a resolution of the Board shall be members of the Company.
- 4.1 A member may at any time withdraw from the Company by giving at least seven clear days notice to the Company.
- 4.2 Membership shall cease in the event of:

- 4.2.1 the death of a member of the Company;
 - 4.2.2 the bankruptcy, liquidation (other than for the purpose of reconstruction or amalgamation) of a member of the Company; or
 - 4.2.3 the Board of the Company passing a resolution to terminate the membership of any Member.
- 4.3 Subject to the foregoing Articles, where a member of the Company is a partnership, membership shall continue whatever the constitution of the partnership may be from time to time, and notwithstanding any changes that may from time to time take place in such constitution whether in consequence of a partner being assumed or any partner, present or future, ceasing for any reason to be such partner or otherwise in any manner of way.

GENERAL MEETINGS AND RESOLUTIONS

- 5.1 A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Regulation 38 in Table A shall be modified accordingly.
- 5.2 In the said Regulation 38:
- 5.2.1 in paragraph (b) the words “of the total voting rights at the meeting of all the members” shall be substituted for “in nominal value of the shares giving that right”; and
 - 5.2.2 the words “The notice shall be given to all the members and to the board members and auditors” shall be substituted for the last sentence.
- 5.3 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board Members and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 5.4 Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Board Members and to the Auditors for the time being of the Company.
- 5.5 No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided a quorum shall not be less than one half of all the persons plus one who at the commencement of the meeting are members of the Company and are entitled to attend and vote thereat.

- 5.6 The words “and at any separate meeting of the holders of any class of shares in the company” shall be omitted from Regulation 44 in Table A.
- 5.7 Paragraph (d) of Regulation 46 in Table A shall be omitted.
- 5.8 On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
- 5.9 If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board Members may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.

NUMBER AND APPOINTMENT OF BOARD MEMBERS

- 6.1 The Directors of the Company shall be called “Board Members”.
- 6.2 The maximum number and minimum number respectively of the Board Members may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Board Members and the minimum number of Board Members shall be three. Whenever the minimum number of the Board Members shall be three, the three Board Members shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Board Members generally, and Regulation 89 in Table A shall be modified accordingly. The quorum for meetings of Board Members shall be three. Where the situation arises of a ‘sole trustee’, the only power the sole trustee would have is to call a meeting to appoint new Board Members.
- 6.3 No person shall be appointed a Board Member at any General Meeting unless either:-
- 6.3.1 he/she is a Member of the Company pursuant to Article 3; and
- 6.3.2 he/she is approved for such appointment by resolution of the Board.
- 6.4 Subject to Article 6.3 hereof, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Board Member, either to fill a vacancy or as an additional Board Member.
- 6.5 The Board Members may appoint a person who is willing to act to be 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 any number determined in accordance with the Articles hereof as the maximum number of Board Members and for the time being in force.

- 6.6 Any Board Member may be removed from office by ordinary resolution of the Members of the Company who shall not be required to give any reason for such termination.
- 6.7 The quorum for the transaction of the business of the Board Members may be fixed by the Board Members unless so fixed at any other number shall be three provided that the requisite quorum shall all be Non-Remunerated Board Members. A person who holds office only as an alternate director Board Member shall, if his appointer is not present, be counted in the quorum.

BORROWING POWERS

7. The Board Members may exercise all the powers of the Company to borrow money and to mortgage and charge its undertaking and without prejudice to the foregoing or to the provisions of Regulation 70 in Table A the Board Members shall have power from time to time in their discretion borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security or floating or other charge over its undertaking, assets, 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 or of any other body or person corporate or otherwise; and without prejudice to the generality the Board Members may borrow money as aforesaid from a Board Member as well as from others.

INTERESTS AND EXPENSES OF BOARD MEMBERS

- 8.1 Subject to the provisions of the Act and to the provision of regulation 8.3 no Board Member or intending Board Member (including an alternate Board Member) shall be disqualified by his/her office from contracting with the Company, whether as vendor, purchaser, or otherwise (including the holding of any other office or appointment under the Company (except that of Auditor) or the acting for the Company in his/her professional capacity and the receiving of remuneration therefor) nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Board Member is in any way interested be liable to be avoided, nor shall any Board Member so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Board Member holding that office, or of the fiduciary relationship thereby established nor shall such Board Member be disqualified from voting on such contract or arrangement, but the nature of his/her interest shall be disclosed by him at the meeting of the Board Members at which the question of entering into the contract or arrangement is first taken into consideration, if his/her interest then exists, or in any other case at the first meeting of the Board Members after the acquisition of his/her interest. A general notice that a Board Member is a member of any specified firm or company and is to be regarded as interested in any contract which may, after the date of the notice, be made with that firm or company shall be sufficient disclosure under those Articles as regards any contract so made, and after such general notice it shall not be necessary for such Board Member to give a special notice relating to any particular transaction with that firm or company, provided that no such notice shall be of effect unless either it is given at a meeting of the Board Members or the Board Members take reasonable steps to ensure that it is brought

up and read at the next meeting of the Board Members after which it is given. Regulations 85 and 86 in Table A shall be amended accordingly.

- 8.2 If any Board Member or alternate Board Member shall be called upon to perform special services of any kind, or to travel, at home or abroad, on the Company's business, the Board Members may pay the reasonable travelling expenses and outlays of such Board Member or alternate Board Member and may arrange with him for such special remuneration for such services either by way of salary, commission or payment of a lump sum of money, or otherwise, as they shall think fit and Regulation 83 in Table A shall be amended accordingly. No Board Member entitled to receive remuneration or other benefits pursuant to proviso (a) of Clause 4 of the Memorandum of Association of the Company or pursuant to this article, shall be entitled to participate in or to vote in any proceedings of the board members relating to the fixing and arranging of such remuneration or benefits.
- 8.3 For the avoidance of doubt, a Remunerated Board Member shall not vote at a meeting of the Board Members or of the Committee of the Board Members on any resolution concerning a matter relating to his own appointment or employment and/or his conditions of service and remuneration or that of any other Remunerated Board Director and he shall withdraw from any such meeting for the duration of such discussion.
- 8.4 The words "of any class of shares or" shall be omitted from Regulation 83 in Table A.
- 8.5 In paragraph (c) of Regulation 94 in Table A the word "debentures" shall be substituted for the words "shares, debenture., or other securities" in both places where they occur.

DISQUALIFICATION OF BOARD MEMBERS

9. The office of a Board Member shall be vacated if he/she becomes incapable by reason of illness or injury of managing and administering his/her property and affairs, and Regulation 81 in Table A shall be modified accordingly.
10. The Board shall be entitled to appoint committees, working groups and/or action teams to undertake such tasks as the Board may determine and shall delegate to such committees, working groups and/or action teams such powers as shall be appropriate for the tasks in question. The Board shall determine the composition of such committees, working groups and action teams which may be composed of persons who are not Board Members and shall determine the procedures and operational parameters of such committees, working groups and/or action teams.

PATRONS/VICE PATRONS

11. The Board shall be entitled to invite a person or persons to be patrons and/or vice patrons of the Company for such period or periods and upon such terms as the Board shall determine.

FRIENDS

12. The Board shall be entitled to admit persons to be Friends of the Company on such terms and conditions as the Board shall determine from time to time. Such Friends shall be encouraged to provide support to the Board and to Company. The organisation shall be designed to ensure: appropriate involvement of the Friends in the affairs of the Company; the provision of opportunities for consultation; and the maintenance of good communications between the Company, the Friends and the wider community.

MINUTES

13. The words “of the holders of any class of shares in the Company” shall be omitted from Regulation 100 in Table A.

NOTICES

- 14.1 The second of Regulation 112 in Table A shall be omitted.
- 14.2 The words “or of the holders of any class of shares in the Company” shall be omitted from Regulation 113 in Table A.

INDEMNITY

15. Subject to the Provisions of the Act, but without prejudice to any indemnity to which a Board Member may otherwise be entitled the Board Members, Board Members, Solicitors, Officers and Auditors of the Company, and each of them and their respective estates and representatives shall at all time be indemnified out of the assets and funds of the Company from and against any liability incurred by them or him in defending any proceedings whether civil or criminal in which decree or judgement is given in their or his/her favour or in which they or he/she are acquitted or in connection with any application in which relief is granted to them or him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company and from and against all loss, costs and charges which they or he/she may properly incur or be put to in or about the *bona fide* execution of duties of their or his/her office, and none of them shall be answerable for any act or default of any other of them, or for the sufficiency of any security which may be taken by them or any of them unless the loss thereby arising shall happen through his/her own wilful neglect or default, nor shall any of them be liable for any agent, broker, banker or other person with whom or into whose hands the money or property of the Company shall from time to time be deposited or come, or for any involuntary loss or damage whatever, which may happen in the execution of their respective offices, services or trusts or in relation thereto.

Name and Address of Subscribers

BURNESS (NOMINEES) LIMITED
50 LOTHIAN RD
FESTIVAL SQUARE
EDINBURGH
EH3 9WJ

P. Lawlor

Dated: 21/10/03

Witness to the above Signatures:-

Tina Hankin
50 Lothian Rd
Festival Square
Edinburgh
EH3 9WJ

T. Hankin