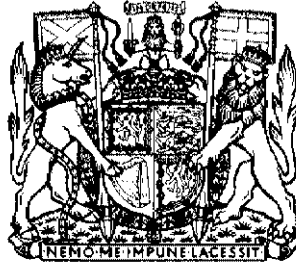


File Copy



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 338992

The Registrar of Companies for Scotland hereby certifies that  
ABERDEEN BAIRNS

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

Given at Companies House on 5th March 2008



\*NSC338992P\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

The above information was communicated in non-legible form and authenticated by the  
Registrar of Companies under section 710A of the Companies Act 1985



**Companies House**

— for the record —

Electronic statement of compliance  
with requirements on application  
for registration of a company  
pursuant to section 12(3A) of the  
Companies Act 1985

Company number

**338992**

Company name

**ABERDEEN BAIRNS**

I,

**BRUNO LUCIANO ZANI**

of

**3 STATION SQUARE  
ABOYNE  
ABERDEENSHIRE  
AB34 5HX**

a

person named as a director of the company in the  
statement delivered to the registrar of companies  
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section  
12(3A) of the Companies Act 1985

Statement:

I hereby state 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.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies  
electronically and authenticated in accordance with the registrar's  
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to  
criminal prosecution



**Companies House**  
— for the record —

**10(ef)**

**First directors and secretary and  
intended situation  
of registered office**

Received for filing in Electronic Format on the: **05/03/2008**



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*Company Name  
in full:* **ABERDEEN BAIRNS**

*Proposed Registered  
Office:* **7 BRIDGE STREET  
BALLATER  
ABERDEENSHIRE  
AB35 5QP**

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*memorandum delivered by an agent for the subscriber(s):* **Yes**

*Agent's Name:* **NEW COMPANIES LIMITED**  
*Agent's Address:* **PO BOX 10052  
BALLATER  
ABERDEENSHIRE  
AB35 5ZF**

---

*Company Secretary*

*Name* **SUSAN ADELE FALCONER ZANI**

*Address:* **3 STATION SQUARE  
ABOYNE  
ABERDEENSHIRE  
AB34 5HX**

*Consented to Act:* **Y** *Date authorised* **05/03/2008** *Authenticated:* **YES**

## *Director 1:*

*Name*            **MR BRUNO LUCIANO ZANI**

*Address:*      **3 STATION SQUARE  
ABOYNE  
ABERDEENSHIRE  
AB34 5HX**

*Nationality:*    **ITALIAN**

*Business occupation:*   **RETIRED CHEF**

*Date of birth:*    **28/05/1940**

*Consented to Act:* **Y**            *Date Authorised:* **05/03/2008**   *Authenticated:* **YES**

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## *Director 2:*

*Name*            **MR PAUL BOWMAN**

*Address:*      **4 BATTOCK PLACE  
TORRY  
ABERDEEN  
AB11 8EW**

*Nationality:*    **BRITISH**

*Business occupation:*   **SALES MANAGER**

*Date of birth:*    **31/05/1961**

*Consented to Act:* **Y**            *Date Authorised:* **05/03/2008**   *Authenticated:* **YES**

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## *Authorisation*

*Authoriser Designation:* **subscriber**

*Date Authorised:* **05/03/2008**

*Authenticated:* **Yes**

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

**ABERDEEN BAIRNS**

NAME

1 The name of the company is "ABERDEEN BAIRNS (hereinafter called "the Association").

REGISTERED OFFICE

2 The registered office of the Association is to be situate in Scotland.

OBJECTS

3 The objects for which the Association is established are

▪ To advance in life and relieve needs of young people through:

(i) The provision of all types of materials including but not restricted to sporting, recreational and appropriate medical equipment;

(ii) The provision of recreational and leisure time activities provided in the interest of social welfare, designed to improve their conditions of life;

(iii) Providing support and activities which develop their skills, capacities and capabilities to enable them to participate in society as mature and responsible individuals.

▪ To act as a resource for young people up to the age of 17 living in the city of Aberdeen and Aberdeenshire requiring support of all kinds to help in the amelioration of their circumstances in life;

▪ To help young people, especially but not exclusively through leisure time activities, so as to develop their capabilities that they may grow to full maturity as individuals and members of society.

▪ To providing advice and assistance and organising programmes of physical, educational and other activities as a means of:

(a) advancing in life and helping young people by developing their skills, capacities and capabilities to enable them to participate in society as independent, mature and responsible individuals;

(b) advancing education by means of tutored and practical training;

(c) providing recreational and leisure time activity in the interests of social welfare for people living in the area of benefit who have need by reason of their youth, infirmity or disability, poverty or social and economic circumstances with a view to improving the conditions of life of such persons;

and in furtherance of the above objects but not further or otherwise the Association shall have the following powers:

3.1 to pay all costs, charges and expenses in connection therewith, and to pay the costs, charges and expenses of and incidental to the formation, promotion and registration of the Association;

3.2 to acquire with or without valuable consideration any legal and equitable estate or interest in land, any personal property and any rights, actions or privileges which the Association may think necessary for the promotion of its objects, and to construct, maintain, demolish, adapt and alter any buildings or erections necessary or convenient for the objects of the Association, and to make regulations for any property which may be so acquired;

3.3 subject to such consents as may be required by law to sell, improve, mortgage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;

3.4 subject and without prejudice to any use for the objects of the Association by the trustees to permit the property of the Association or any part thereof to be used free of rent for the said objects by such organisations or persons as the Association may determine but subject to payment in respect of and incidental to the maintenance and use thereof and otherwise upon such terms as are agreed, or to be used otherwise than for the objects of the Association subject to payment sufficient at least to defray the expenses in respect of and incidental to the use but so as not to interfere substantially with the use of such property for the said objects;

3.5 to edit, print, publish and issue either gratuitously or otherwise books, papers, reports, guide books, periodicals, circulars, articles, films and other matter or records in any form to increase public knowledge of the history and design of the property of the Association or any part or parts thereof and otherwise in furtherance of the objects of the Association;

3.6 to establish and maintain a technical and historical museum and library open to the public;

3.7 to collect and disseminate information on all matters affecting the said objects or any of them and exchange such information with others interested in similar objects as aforesaid whether in the United Kingdom or elsewhere, and to hold conferences, exhibitions, seminars, meetings, lectures, courses and discussions;

3.8 to employ and remunerate all such officers and servants not being trustees as may be required for the purposes of the Association, and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees of the Association and their widows and other dependants;

3.9 to borrow or raise money for the purposes of the Association on such terms and subject to such consents as may be required by law on such security (if any) as may be thought fit, and to issue any debentures or debenture stock whether perpetual, irredeemable or otherwise;

3.10 to establish, promote, form and support or aid in the establishment, promotion and formation and support of any charitable associations or institutions, to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further the objects of the Association, and to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the said objects or similar charitable purposes and to exchange information and advice with them;

3.11 subject to such consents as may be required by law to enter into and carry into effect any arrangement for the transfer of the whole or any part of the undertaking and assets of the Association to, or any arrangement for merger or amalgamation with, or any arrangement to acquire the whole or any part of the undertaking or assets of any other charitable institution or institutions having objects altogether or mainly similar to those of the Association Provided that any charitable institution or institutions which may acquire

any part of the assets or undertaking of the Association, or which may survive, or be created as a result of any such merger or amalgamation, or in whose name on behalf of the Association the whole or any part of the assets or undertaking of any institution or institutions are acquired, shall prohibit the distribution of its or their income amongst its or their members to an extent no less than is imposed on the Association under or by virtue of Clause 4 hereof;

3.12 to raise funds and to invite and to receive subscriptions, endowments, grants (whether government, municipal or from any statutory or charitable body or otherwise) and donations (whether of real or personal property) and devises and bequests for all or any of the objects of the Association Provided that the Association shall not engage in any substantial permanent trading activity in raising funds for the said objects and shall conform to any relevant statutory regulations, and to sell, charge, exchange or dispose of, and lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purposes of the Association and generally to manage, invest and expend all monies belonging to the Association;

3.13 during such period as may be permitted by law to accumulate the whole or any part or parts of the income of the Association in a reserve fund or funds and pending the application thereof to invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

3.14 to sell or to co-operate with others in selling in any building postcards, souvenirs, novelties, promotional articles and gift merchandise for the purpose of promoting the objects of the Association;

3.15 to establish, operate and carry on or to co-operate with others in establishing, operating and carrying on in any building in which the Association is interested the supply thereof of food and drink and other refreshments by way of sale Provided always that the amenities mentioned in this paragraph shall be provided only for the purposes of attending a performance, meeting or function sponsored by the Association;

3.16 to make representations at public enquiries, appeals or in such other ways as shall appear necessary from time to time in furtherance of the objects of the Association;

3.17 subject to Clause 4 hereof to employ upon reasonable and proper terms as to remuneration and otherwise architects, surveyors, engineers, construction experts, accountants and solicitors and other professional persons, clerks and other staff for the purpose of fulfilling the objects of the Association;

3.18 to make such arrangements as are necessary to enable the public (whether free or at a charge) to view and enjoy the property of the Association and any buildings;

3.19 to do all such other lawful things as shall further the attainment of the above objects or any of them

Provided always that

3.19.1 in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;

3.19.2 the objects of the Association shall not extend to the regulations between workers and employers or organisations of workers and organisations of employers;

3.19.3 in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may

be required by law, and as regards any such property the Trustees of the Association shall be chargeable for any such property that may come into their hands, and shall be answerable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Trustees have been if no incorporation had been effected, and incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

#### APPLICATION OF INCOME

4 The income and property of the Association shall be applied solely towards the promotion of the objects of the Association and no member shall have any personal claim on any property of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association Provided always that nothing herein shall prevent the payment in good faith by the Association of

4.1 the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of him or her, when instructed by the Association to act in a professional capacity on its behalf Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

4.2 reasonable and proper remuneration for any services rendered to the Association by any member, officer or servant of the Association who is not a Trustee;

4.3 interest on money lent by any member of the Association or Trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Trustees;

4.4 fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company;

4.5 reasonable and proper rent for premises demised or let by any member of the Association or a Trustee;

4.6 reasonable out-of-pocket expenses to any Trustee.

#### LIMITED LIABILITY OF MEMBERS

5 The liability of the members is limited.

#### MEMBERS' GUARANTEES

6 Every person who is a member of the Association undertakes to contribute such amount not exceeding £1 as may be required to the assets of the Association if it should be wound up while that person is a member or within one year after that person ceases to be a member, for payment of the debts and liabilities of the Association contracted before that person ceases to be a member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

#### SURPLUS ON WINDING UP

7 If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the



objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution or, in default thereof, by a judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and insofar as effect cannot reasonably be given to the aforesaid provision then to some charitable object.

#### ACCOUNTS

8 True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure takes place and of the property, credits and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, such accounts shall be open to inspection of the members. Once at least in every year the accounts of the Association shall be examined, and the correctness thereof and of the balance sheet ascertained by one or more auditor or auditors qualified to act as auditor under the Companies Act 1985.

#### INTERPRETATION

9 Any rules for meanings and construction set forth in the articles of association as adopted on registration of the Association as a charity shall apply to the memorandum of association as if expressly set forth herein unless the context otherwise requires and it is hereby declared that the headings in the memorandum and articles of association are only for ease of reference and shall not affect the meaning or construction of anything in the memorandum and articles of association.

We, the several persons whose Names and Addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

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NAMES AND ADDRESSES OF SUBSCRIBERS

---

Bruno Luciano Zani  
3 Station Square  
Aboyne  
Aberdeenshire  
AB34 5HX

Paul Bowman  
4 Battock Place  
Torry  
Aberdeen  
AB11 8EW

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DATED 5 March 2008

## THE COMPANIES ACTS 1985 TO 1989

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

#### ARTICLES OF ASSOCIATION OF

#### **ABERDEEN BAIRNS**

#### PRELIMINARY

##### Particular definitions

1.1 In the articles of association of the company named above (hereinafter called "the Association") here set forth as may be amended from time to time (hereinafter called "the articles" and the expression "article" shall be construed accordingly) the expression "the Act" means the Companies Act 1985. Any references in the articles to a member of the Trustees shall be construed as one with the expression "director" in section 741 of the Act, and the expression "Trustees" hereinafter contained shall be construed accordingly.

##### General definitions

1.2 Words and expressions used in the articles, unless the context otherwise requires, have the same meaning as in the Act. Statutory references in the articles shall include, subject as aforesaid, the statute as amended, extended or applied by or under any other statutory provision or as re-enacted. The headings and index are only for ease of reference and shall not affect the meaning or construction of anything in articles.

#### STATUS

##### Purposes

2.1 The Association is established for the purposes expressed in the memorandum of association.

##### Private company

2.2 The Association is a private company.

##### Articles deemed to be Deed

2.3 The articles are deemed to be delivered and completed as a Deed at the same time as incorporation, or adoption of the articles by special resolution as the case may be, of the Company and the members for the time being are deemed to be bound accordingly by the articles and acknowledge the effect under section 14 of the Act as to the memorandum and articles of association of the Company.

#### MEMBERS

##### Number and class of members

3 The number of members with which the Association proposes to be registered is unlimited, and there may be such one or more class of members having such rights and subject to such restrictions as the members entitled to receive such notice of and to attend and vote at any general meeting of the Association by special resolution may determine.

##### Trustees' discretion and categories of members

4 The subscribers to the memorandum of association and such other persons who may be proposed and seconded for membership respectively by any of the Trustees at a meeting of the Trustees, sign an application form and pay any fees and subscriptions as the Trustees may from time to time prescribe, and as the Trustees within their absolute discretion shall admit to membership, shall be members of the Association Provided always that membership shall be open irrespective of sex, political opinion, nationality, religion or race to:

4.1 individuals aged 18 years or over and who live within the area of benefit as mentioned in the objects of the Association,

4.2 individuals aged 18 years or over who live outside the area of benefit, who shall be known as "associate members", but shall not have the right to vote at general meetings of the Association,

4.3 individuals aged under 18 years living within or without the area of benefit, who shall be known as "junior members", subject to such conditions as the Trustees may decide from time to time, but shall not have the right to vote at general meetings of the Association,

4.4 national, international and local voluntary or non-profit making organisations whether corporate or unincorporated which wish to support or further the objects of the Association, and

4.5 the statutory authorities may wish to be members in whose administrative area the area of benefit lies.

#### Cessation of membership

5 A person shall cease to be a member of the Association 30 days after either the Association receives from such person notice in writing of such person's intention to resign, or forthwith upon the passing of a resolution by the members in general meeting without any opposition apart from the person proposed to be removed that such person should cease to be a member Provided always that any such person proposed to be removed shall be entitled to attend and make reasonable representations at any general meeting voting thereon and Provided always that membership of the Association shall not be assigned, transferred or transmitted in any way. The rights of a member as such are personal and shall not be transferable and shall cease and determine absolutely on the death of a member.

#### GENERAL MEETING

##### Annual general meeting

6 The Association may hold in each year a general meeting, specifying it in the notice thereof as its annual general meeting in addition to any other meetings in that year. Not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next Provided always that so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Trustees shall determine.

##### Extraordinary general meetings

7 All general meetings, other than annual general meetings, shall be called extraordinary general meetings.

##### Convening and requisitioning general meetings

8 The Trustees may whenever they think fit convene an extraordinary general meeting. Extraordinary general meetings shall also be convened for a date not later than eight weeks

after receipt of, and on such requisition by members of the Association as, at the date of the deposit of the requisition, represent not less than one tenth of the total voting rights of all the members having at the said date a right to vote at general meetings of the Association.

## NOTICES OF GENERAL MEETINGS

### Length of notice and omissions

9 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice in writing. Any other meeting of the Association shall be called by at least 14 clear days' notice in writing. Provided always that any meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed by

9.1 all the members entitled to attend and vote in the case of an annual general meeting, and

9.2 in the case of any other meeting a majority in number of the members having the right to attend and vote being a majority together representing not less than 95 per centum of the total rights at that meeting of all the members.

The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. The notice shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to all the members, to the Trustees and to the auditors. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings, at any meeting.

### Contents of notice

10 Any notice convening a general meeting must indicate the place, date and time of it, set out and describe as such all proposed special and extraordinary resolutions, state if the meeting is to be an annual general meeting, and describe generally the nature of all intended business, except only ordinary business at an annual general meeting comprising consideration of the accounts, balance sheet, and the reports of the committee and auditors, the election of chairman vice-chairman and of members of the Trustees in place of those retiring, and the appointment, and the fixing of the remuneration, of the auditors.

## PROCEEDINGS AT GENERAL MEETINGS

### Quorum of members

11 Business shall not be transacted at any general meeting unless a quorum is present at the start and throughout the meeting. Save as herein otherwise provided a quorum shall not be less than one tenth of all the person who at the commencement of the meeting are members of the Association and are entitled to attend and vote thereat.

### Absence of quorum

12 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of 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 at such other place as the Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting or if during the meeting a quorum ceases to be present the members present who are entitled to attend and vote thereat shall be a quorum.

### Chairman

13 The members of the Association shall elect at the beginning of each annual general meeting a chairman and a vice-chairman, and the chairman, or in the absence thereof the

vice-chairman (if any), shall preside as chairman at every general meeting, but if there be no such chairman or vice-chairman, or if at any meeting neither shall be present within 15 minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose one of the Trustees, or if a Trustee is not present, or if each one of the Trustees present declines to take the chair, the members shall choose some member of the Association who shall be present, willing and entitled to vote thereat to preside. The chairman of the meeting shall conduct and make all arrangements and determine all disputes at any meeting as in the absolute discretion thereof but subject to the articles the chairman shall think fit.

#### Adjournment

14 The chairman may, within 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Save as aforesaid, the members shall not be entitled to any notice of adjournment, or of the business to be transacted at an adjourned meeting.

#### Poll

15 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman or any member present in person. The representative of any organisation being a member may demand a poll and vote on a show of hands or on a poll and in so demanding or voting the organisation shall be deemed to be acting personally. Unless a poll be so demanded a declaration by the chairman 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 minutes of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution save that any error which would change the result of a resolution being passed or not as the case may be at the meeting shall vitiate the resolution in question. The demand for a poll may be withdrawn.

#### Attendance of Trustee

16 A Trustee, whether or not being a member of the Association, may attend and speak at any general meeting.

#### Conduct of poll

17 Subject as mentioned below, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

#### Casting vote of chairman

18 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

#### VOTES OF MEMBERS

##### Vote per capita

19 Subject as herein provided, every member shall have one vote.

#### Disenfranchisement for non-payment

20 A member shall not be entitled to vote at any general meeting unless all moneys presently owing by that member and demanded by the Association have been paid.

#### Proxies

21 On a poll votes may be given personally or by proxy and any instrument of proxy shall be in such form as the Trustees may require or in any other common or usual form.

#### Written resolutions

22 Subject to the Act, a resolution in writing may consist of two or more documents in like form each signed by one or more, but together comprising all, of the members for the time being entitled to receive notice of and to amend and vote at general meetings (or being organisations by their duly authorised representatives) and shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.

### BOARD OF TRUSTEES

#### Composition

23 The Trustees shall consist of such minimum number (if any) of members of the Association as shall be determined by the members of the Association and until so fixed the minimum number shall be two and there shall be no maximum number. The Trustees, so long as there are not less than three members thereof, shall comprise the chairman, a vice-chairman, treasurer and such other officers as the members shall determine Provided always that any person who is not a member of the Association shall not be eligible to be a Trustee. The Association may increase or reduce the number of the Trustees from time to time Provided always that the minimum number shall not be less than two.

### POWERS AND DUTIES OF THE TRUSTEES

#### Discretion and validity of actions

24 The business of the Association shall be managed by the Trustees, who may exercise all such powers of the Association as are not required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act, the articles and to such regulations and bye-laws as may be prescribed by the Association in general meeting, being not inconsistent with the aforesaid provisions, but any regulation made by the Association in general meeting and any bye-law shall not invalidate any prior act of the Trustees which would have been valid if that regulation or, as the case may be, bye-law had not been made.

#### Bye-laws

25 The Trustees may make from time to time and at any time such rules or bye-laws not inconsistent with the memorandum and articles of association as they consider to be necessary or convenient for the proper conduct and management of the Association subject always to any extension, modification or repeal thereof as may be resolved by the members in general meeting. Any such rules or bye-laws shall be deemed not to form part of the articles and shall be construed separately from the articles except as such rules or bye-laws may provide to the contrary but nevertheless shall be binding on the members and the Trustees subject as aforesaid as therein provided.

#### Cheques

26 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn,

accepted, endorsed, or otherwise executed, as the case may be, by any two or more of the Trustees or one Trustee and the secretary in such manner as the Trustees shall from time to time determine but indicating the charitable status of the Association. Any bank account in which assets of the Association are held shall be operated only by the Trustees and shall include the name of the Association and indicate the charitable status of it.

#### Borrowing powers

27 Subject to Clause 3.19.3 of the memorandum of association of the Association, the Trustees may exercise all the powers of the Association to borrow money without limit as to amount and upon such terms and in such manner, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, 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 Association, or of any third party, as they think fit.

#### Recording administration

28 The Trustees shall cause minutes to be made:

28.1 of all the appointments of officers made by the Trustees;

28.2 of the names of the Trustees present at each meeting of the Trustees and any sub-committee thereof, and

28.3 of all the resolutions proceedings and business at all meetings of the Association, and of the Trustees, and of any sub-committee,

and, together with all registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Association, the same may be recorded as the Trustees may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification, and the Trustees present at any meeting of the Trustees or of a sub-committee shall sign their names in a book to be kept for that purpose, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

#### Effect of vacancies in office

29 The Trustees for the time being may act notwithstanding any vacancy in their body Provided always that in case the Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the articles it shall be lawful for them to act as the Trustees for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

#### Appointment by Trustees

30 The Trustees may from time to time and at any time appoint a member of the Association to be a Trustee, either to fill a casual vacancy or by way of addition to the Trustees Provided always that the prescribed maximum (if any) be not thereby exceeded. Any member so appointed shall retain office only until the next annual general meeting, but such member shall then be eligible for re-election.

#### DISQUALIFICATION OF THE TRUSTEES

##### Vacation of office

31 The office of Trustee shall be vacated if the holder thereof:

31.1 becomes bankrupt or makes generally any arrangement or composition with the



creditors thereof, or

31.2 becomes a person in respect of whom an order is made by any competent court by reason of mental disorder or becomes incapable by reason of illness or injury of managing and administering the property and affairs thereof, or

31.3 ceases to be for whatever reason a member of the Association, or

31.4 resigns office by notice in writing to the Association but so that any purported resignation shall not be valid unless there are immediately thereafter in office Trustees comprising the minimum number prescribed for the time being or order the articles, or

31.5 becomes prohibited from holding office by reason of any of the matters in the Act or the Company Directors Disqualification Act 1986 or of the Charities Act 2007, or otherwise becomes prohibited by law from being a director of a company, or

31.6 is convicted of an offence which is likely to bring the Association into disrepute, or

31.7 is removed from office under the provisions of the Act or the articles, or

31.8 has been absent for more than six consecutive months without permission of the Trustees from meetings thereof held during that period and the Trustees so resolve

31.9 receives from the Association any payment except only as may be permitted expressly by the memorandum of association but subject thereto the Trustees may be paid all reasonable travelling, hotel and other expenses incurred properly by them in connection with their attendance at meetings of Trustees and committees of Trustees and general meetings and otherwise in connection with the discharge of their duties immediately upon the happening of any such event.

#### ROTATION OF THE TRUSTEES

##### Trustees next to retire

32 At the first annual general meeting all the Trustees for the time being shall retire from office. At every subsequent annual general meeting one-third of the Trustees shall retire from office. Subject to the Act and to article 36, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Trustees on the same day those to retire (unless they otherwise agree among themselves) shall be determined by lot.

##### Eligibility for re-election

33 The retiring officers and other members of the Trustees shall be eligible for re-election except that the office of chairman and vice-chairman shall not be held more than twice in immediate succession by the same person.

##### Re-election for retiring Trustees

34 The Association may, at the meeting at which all the Trustees retire in manner aforesaid, fill up the vacated offices by persons elected thereto and in default the retiring Trustees if offering themselves for re-election except in respect of the office of chairman shall be deemed to have been re-elected except as aforesaid unless a resolution for the re-election of retiring members shall have been put to the meeting and lost.

##### Proposal and consent for election

35 Any person not being a Trustee retiring at the meeting, unless recommended by the Trustees for election, shall not be eligible for election as a Trustee at any general meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the secretary notice in writing, signed by some member duly qualified to be

present and vote at the meeting for which such notice is given, of the intention of such member to propose such person for election, and also notice in writing, signed by the person to be proposed, of the willingness thereof to be elected. The prescribed time mentioned above shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting, there shall be not less than four nor more than 28 intervening days.

#### Changes of Trustees resolved by members

36 The Association from time to time in general meeting may determine by ordinary resolution to increase or reduce the number of Trustees and in what order of rotation any increased or reduced number of trustees shall go out of office, and may make the appointments necessary for effecting any such increase.

#### Removal by extraordinary resolution

37 In addition and without prejudice to the provisions of section 303 of the Act, the Association may by extraordinary resolution remove any Trustee before the expiration of the period of office thereof notwithstanding anything in the articles or any agreement between the Association and such Trustee, and may by an ordinary resolution appoint another member instead thereof but any person so appointed shall retain office so long only as the member in whose place such person is appointed would have held the same if the person so removed had not been removed.

### PROCEEDINGS OF THE TRUSTEES

#### Control of proceedings by Trustees

38 The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Trustee may, and the secretary on the requisition of a Trustee shall, at any time summon a meeting of the Trustees. It shall not be necessary to give notice of a meeting of the Trustees to any Trustee for the time being absent from the United Kingdom unless notice of the address abroad thereof has been given to the Association.

#### Quorum of Trustees

39 The quorum necessary for the transaction of the business of the Trustees may be fixed by the members of the Association, and unless so fixed shall be, and in any case shall never be less than, two.

#### Chairman to preside

40 The chairman of the Association or in the absence thereof the vice-chairman shall preside at all meetings of the Trustees at which the chairman or in the absence thereof the vice-chairman shall be present, but in the absence of the chairman and vice-chairman the Trustees shall elect another Trustee to preside for that meeting.

#### Committees

41 The Trustees may delegate any of their powers to committees consisting of such member or members of the Association as they think fit, and any committee so formed shall, in the exercise of powers so delegated, conform to the articles and to any regulations and bye-laws imposed on it by the Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of the articles for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees. All acts and proceedings of any such committee shall be reported to the Trustees as soon as possible.

#### Validity of acts despite defaults

42 All acts bona fide done by any meeting of the Trustees or of any committee, or by any Trustees, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee, or that such Trustee or any of them were disqualified, shall be as valid as if every such person had been duly appointed or had duly appointed continued in office and was qualified to be a Trustee.

#### Resolutions in writing

43 A resolution shall be in writing and may consist of two or more documents in like form signed by one or more of all the Trustees or members of any committee thereof who are entitled to receive notice of a meeting of the Trustees or of such committee and shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and held.

#### The seal

44 The seal if any of the Association shall not be affixed to any instrument except by the authority of a resolution of the Trustees and in the presence of at least two Trustees or one of them and the secretary, and the said Trustees and secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### Indemnity

45 Subject to section 310 of the Act and the memorandum of association every Trustee, member or other officer or servant of the Association shall be indemnified out of the assets of the Association against all losses or liabilities which such person may sustain or incur in or about the bona fide execution of the duties thereof or otherwise in relation thereto, including any liability incurred thereby in defending any proceedings, whether civil or criminal, in which judgment is given in favour thereof or in which such person is acquitted or in connection with any application under sections 144(3) or 727 of the Act in which relief is granted by the Court, and no Trustee, member or other officer or servant shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the bona fide execution of the duties of the office thereof or in relation thereto, and the Association may purchase and maintain insurance against liability relating to the Association in respect of negligence, default, breach of duty and breach of trust attaching to any officer or auditor of the Association for the time being Provided always that the Trustees shall state the existence of any such insurance in their report for each financial year.

#### COMPANY SECRETARY

##### Control by Trustees

46 Subject to sections 10(3) and 288(2) of the Act a company secretary ("secretary") shall and an assistant or deputy secretary may be appointed by the Trustees for such term, at such reasonable remuneration (but if being a Trustee without remuneration) and upon such conditions as they may think fit; and any secretary, assistant secretary and deputy secretary so appointed may be removed by them.

##### Exclusion of dual role

47 A provision of the Act or the articles requiring or authorising a thing to be done or to a member of the Trustees and the secretary shall not be satisfied by its being done by or to the same person acting both as a Trustee and as, or in place of, the secretary, and anything required or authorised to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the Association authorised generally or specially in that behalf by the Trustees.

## ACCOUNTS

### Accounting records

48 The Trustees shall cause accounting records to be kept in accordance with section 221 of the Act.

### Accounting records to be kept at registered office

49 The accounting records shall be kept at the registered office of the Association, or, subject to section 222 of the Act, at such other place or places as the Trustees shall think fit, and shall be open during all normal business hours to inspection by the Trustees.

### Inspection of records by members

50 Subject to any reasonable restriction as to the time and manner of inspecting the same, the accounts and books of the Association or any of them shall be open to inspection by the members.

### Laying of accounts

51 The Trustees shall from time to time cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts and balance sheets and reports as are required by sections 226, 234, 234A and 235 of the Act, and otherwise comply with the requirements of Chapter I of Part VII of the Act.

### Preliminary issue of accounts

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 auditors' report and Trustees' report, shall be sent, not less than 21 days before the date of the meeting to every member and every holder of debentures of the Association subject nevertheless to article 9 Provided always that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

### Restriction on application of income

53 The income of the Association shall be applied solely towards the provision of all or any of the objects of the Association in accordance with clause 4 of the memorandum of association of the Association at such time or times and in such manner as the Trustees shall think fit, with power to the Trustees to create a reserve fund or funds to be applicable as aforesaid and pending such application to invest it as the Trustees shall think fit Provided always that the payment of dividends to the members is prohibited.

## CONFORMITY

### Audit

54.1 Auditors shall be appointed and their duties regulated in accordance with sections 235 to 237 and Chapter V of Part XI of the Act.

### Annual report

54.2 The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment, extension or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

### Annual return

54.3 The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment, extension or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## NOTICES

### Manner of giving notice

55 A notice may be given by the Association to any member either personally or by sending it by post to the registered address thereof, or, if that member has no registered address within the United Kingdom, to the address, if any, supplied by that member to the Association for the giving of notices to that member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

### Persons entitled to notice

56 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

56.1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;

56.2 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for the death or bankruptcy thereof would be entitled to receive notice of the meeting;

56.3 the Trustees; and

56.4 the auditor for the time being of the Association.

No other person shall be entitled to receive notices of general meetings.

## RECORDS

57 The Trustees may cause all or any accounts, books, minutes, registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Association to be recorded as the Trustees may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification and any reference in the articles to books or registers or other documentary record shall be deemed to include such other means as aforesaid.

## DISSOLUTION

58 The provisions (if any) for the time being in the memorandum of association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in the articles.

## EXEMPT NAME STATUS

59 Without prejudice to clauses 4 and 7 of the memorandum of association and so long as the Association is exempt from having the word "Limited" as the last word of its name any profits of the Association or other income shall be applied in promoting its objects, and the payment of dividends to its members is prohibited, and all the assets which would otherwise be available to its members generally shall be transferred on its winding up either to another body with objects similar to those of the Association or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the

body is a member of the Association) Provided always that this article shall prevail in the case of any conflict between it and any other provision in the articles, and the memorandum and articles shall not be altered so that the Association ceases to comply with section 30(3) of the Companies Act 1985.

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 auditors' report and Trustees' report, shall be sent, not less than 21 days before the date of the meeting to every member and every holder of debentures of the Association subject nevertheless to article 9 Provided always that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

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NAMES AND ADDRESSES OF SUBSCRIBERS

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DATED 5 March 2008