



FILE COPY

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

Company No. 380551

The Registrar of Companies for Scotland hereby certifies that

COCKBURN FAMILY TRUSTEES LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Scotland

Given at Companies House on **17th June 2010**



NSC380551D



Companies House
— for the record —

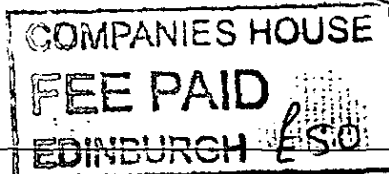


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

Application to register a company

Oyez



A fee is payable with this form.
Please see 'How to pay' on the last page.

☒ **What this form is for**
You may use this form to register a
private or public company.

☐ **What this form is NOT for**
You cannot use this form to register
a limited liability partnership. To do
this, please use form LL IN01.

THURSDAY



S4SZ0KK4

SCT 17/06/2010 1029
COMPANIES HOUSE

Part 1 Company details

Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

A1

Company details

Please show the proposed company name below.

Proposed company
name in full 1

Cockburn Family Trustees Limited

For official use

SC380551

1 Duplicate names

Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at:
www.companieshouse.gov.uk

A2

Company name restrictions 2

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response.

2 Company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website:
www.companieshouse.gov.uk

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' 3

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative.

3 Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this.
For more details, please go to our
website:
www.companieshouse.gov.uk

A4

Company type 4

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked):

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

4 Company type

If you are unsure of your company's
type, please go to our website:
www.companieshouse.gov.uk

IN01

Application to register a company

Situation of registered office ¹

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☐ England and Wales
☐ Wales
☒ Scotland
☐ Northern Ireland

1 Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

Registered office address ²

Please give the registered office address of your company.

Building name/number Princes Exchange, 1

Street Earl Grey Street

Post town Edinburgh

County/Region Midlothian

Postcode E H 3 9 E E

2 Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

Articles of association ³

Please choose one option only and tick one box only.

Option 1 I wish to adopt one of the following model articles in its entirety. Please tick only **one** box.

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2 I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only **one** box.

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3 ☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

3 For details of which company type can adopt which model articles, please go to our website: www.companieshouse.gov.uk

Restricted company articles ⁴

Please tick the box below if the company's articles are restricted.

☐

4 Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.companieshouse.gov.uk

IN01

Application to register a company

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary**B1****Secretary appointments 1**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) 2	

1 Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

2 Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address 3**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

3 Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3**Signature 4**

I consent to act as secretary of the proposed company named in Section A1.

Signature	Signature X
-----------	----------------

4 Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1 Corporate secretary appointments		1 Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Please use this section to list all the corporate secretary appointments taken on formation.		
Name of corporate body/firm	Turcan Connell	
Building name/number	Princes Exchange, 1	
Street	Earl Grey Street	
Post town	Edinburgh	
County/Region	Midlothian	
Postcode	E H 3 9 E E	
Country	Scotland	
C2 Location of the registry of the corporate body or firm		
Is the corporate secretary registered within the European Economic Area (EEA)?		
► Yes Complete Section C3 only ► No Complete Section C4 only		
C3 EEA companies		2 EEA A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk 3 This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.		
Where the company/firm is registered		
Registration number		
C4 Non-EEA companies		4 Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.		
Legal form of the corporate body or firm	Partnership	
Governing law	Scottish	
If applicable, where the company/firm is registered		
Registration number		
C5 Signature		5 Signature The person named above consents to act as corporate secretary of the proposed company.
I consent to act as secretary of the proposed company named in Section A1.		
Signature	Signature X <i>Turcan Connell</i> X	

IN01

Application to register a company

Director

D1

Director appointments 1

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E5.

Title*	Mr
Full forename(s)	Douglas Andrew
Surname	Connell
Former name(s) 2.	
Country/State of residence 3.	Scotland
Nationality	British
Date of birth	<div> <div>d</div> <div>1</div> <div>8</div> <div>m</div> <div>0</div> <div>5</div> <div>y</div> <div>1</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>4</div> </div>
Business occupation (if any) 4	Solicitor/Writer to the Signet

1 Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

2 Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

3 Country/State of residence

This is in respect of your usual residential address as stated in section D4.

4 Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address 5

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	Princes Exchange, 1
Street	Earl Grey Street
Post town	Edinburgh
County/Region	Midlothian
Postcode	<div> <div>E</div> <div>H</div> <div>3</div> <div>9</div> <div>E</div> <div>E</div> </div>
Country	Scotland

5 Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.


Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature 6

I consent to act as director of the proposed company named in Section A1.

Signature	<div>Signature</div> <div> <div>X</div>  <div>X</div> </div>
-----------	---

6 Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

04

Director appointments 1

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E5.

Title*	
Full forename(s)	
Surname	
Former name(s) 2	
Country/State of residence 3	
Nationality	
Date of birth	<div>d</div> <div>d</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div>
Business occupation (if any) 4	

1 Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

2 Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

3 Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

4 Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

05

Director's service address 5

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	
Street	
Post town	
County/Region	
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>
Country	

5 Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

06

Signature 6

I consent to act as director of the proposed company named in Section A1.

Signature	<div>Signature</div> <div>X</div>
-----------	-----------------------------------

6 Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

Corporate director appointments 1

Please use this section to list all the corporate directors taken on formation.

Name of corporate body or firm	Turcan Connell (Trustees) Limited
Building name/number	Princes Exchange, 1
Street	Earl Grey Street
Post town	Edinburgh
County/Region	Midlothian
Postcode	E H 3 9 E E
Country	Scotland

1 Additional appointments

If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

- Yes Complete Section E3 only
- No Complete Section E4 only

EEA companies 2

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/firm is registered 3	Scotland
Registration number	SC030589

2 EEA

A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk

3 This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

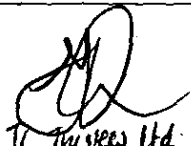
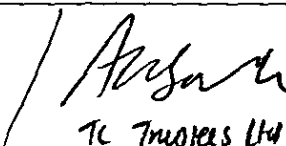
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered 4	
If applicable, the registration number	

4 Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

Signature 5

I consent to act as director of the proposed company named in Section A1.

Signature	<div style="display: flex; justify-content: space-between;"> <div>  <p>Turcan Connell (Trustees) Ltd</p> </div> <div>  <p>Turcan Connell (Trustees) Ltd</p> </div> </div>
-----------	---

5 Signature

The person named above consents to act as corporate director of the proposed company.

IN01

Application to register a company

Part 3**Statement of capital**

Does your company have share capital?

- **Yes** Complete the sections below.
 ► **No** Go to **Part 4 (Statement of guarantee)**.

F1**Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling.

If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share 1	Amount (if any) unpaid on each share 1	Number of shares 2	Aggregate nominal value 3
				£
				£
				£
				£
Totals				£

F2**Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share 1	Amount (if any) unpaid on each share 1	Number of shares 2	Aggregate nominal value 3
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share 1	Amount (if any) unpaid on each share 1	Number of shares 2	Aggregate nominal value 3
Totals				

F3**Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate
nominal value 4**4. Total aggregate nominal value**

Please list total aggregate values in different currencies separately. For example: £100 + € 100 + \$10 etc.

1. Including both the nominal value and any share premium.

2. Total number of issued shares in this class.

3. Number of shares issued multiplied by nominal value of each share.

Continuation Pages

Please use a Statement of Capital continuation page if necessary.

IN01

Application to register a company

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**.

Class of share

Prescribed particulars

1 Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company

Class of share

Prescribed particulars

1

1. Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company



Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

- **Yes** Complete the sections below.
- **No** Go to **Part 5** (Statement of compliance).

**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

1 Name

Please use capital letters.

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) 1:	Turcan Connell (Trustees) Limited
Surname 1:	
Address 2:	Princes Exchange, 1 Earl Grey Street, Edinburgh
Postcode	E H 3 9 E E
Amount guaranteed 3:	£1

Subscriber's details

Forename(s) 1:	
Surname 1:	
Address 2:	
Postcode	
Amount guaranteed 3:	

Subscriber's details

Forename(s) 1:	
Surname 1:	
Address 2:	
Postcode	
Amount guaranteed 3:	

IN01

Application to register a company

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

1 Name

Please use capital letters.

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- ▶ **No** Go to **Section H1** (Statement of compliance delivered by the subscribers).
- ▶ **Yes** Go to **Section H2** (Statement of compliance delivered by an agent).





Statement of compliance delivered by the subscribers

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

1 Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature X	 TC Trustees Ltd	X
Subscriber's signature	Signature X	 TC Trustees Ltd	X
Subscriber's signature	Signature X		X
Subscriber's signature	Signature X		X
Subscriber's signature	Signature X		X
Subscriber's signature	Signature X		X
Subscriber's signature	Signature X		X
Subscriber's signature	Signature X		X

IN01

Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.	
Agent's signature	Signature X	X

IN01

Application to register a company



Presenter information

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

Contact name

Tom Duguid

Company name

Turcan Connell

Address

Princes Exchange

1 Earl Grey Street

Post town

Edinburgh

County/Region

Midlothian

Postcode

E H 3 9 E E

Country

Scotland

DX

723300 Edin 43

Telephone

0131 228 8111



Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☒ At the registered office address (Given in Section A6).
☐ At the agents address (Given in Section H2).



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☒ You have used the correct appointment sections.
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☒ The document has been signed, where indicated.
- ☒ All relevant attachments have been included.
- ☒ You have enclosed the Memorandum of Association.
- ☒ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House.'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Memorandum of Association

of

COCKBURN FAMILY TRUSTEES LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Company

Name of each subscriber

Authentication of each subscriber

Turcan Connell (Trustees) Limited



Dated 17th June 2010

Signed by Gavin Graham Robert McEwan
and Alexander Kenneth Garden as
directors of Turcan Connell (Trustees)
Limited

THURSDAY



S4SZ1KX5

SCT

17/06/2010

1028

COMPANIES HOUSE

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

COCKBURN FAMILY TRUSTEES LIMITED

Dated 17 June 2010

THURSDAY



S4TGDKXZ

SCT

17/06/2010

404

COMPANIES HOUSE

THE COMPANIES ACT 2006

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

Articles of Association

of

**COCKBURN FAMILY TRUSTEES LIMITED
("the Company")**

1. Preliminary

None of the articles for a private company not having a share capital set out in Schedule 2 to the Companies (Model Articles) Regulations 2008 shall apply to the Company.

2. Interpretation

In these articles:

2.1 Act means the Companies Act 2006 including any statutory modification or re-enactment of it for the time-being in force.

assets includes property, rights, and interests of every description, whether present or future, actual or contingent and wherever situated.

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

in writing written or produced by any substitute for writing, including by electronic means, or partly one and partly another.

person includes any partnership or other body of persons, whether incorporated or unincorporated.

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

- 2.2 unless the context otherwise requires, words or expression contained in these articles bear the same meaning as in the Act but excluding statutory modification of them not in force when these articles become binding on the Company;
- 2.3 unless the contrary intention appears, words importing one gender include all other genders and words importing the singular include the plural and vice versa; and
- 2.4 headings are inserted for reference only and do not affect the interpretation of these Articles.

3. Liability

The liability of the members is limited

4. Guarantee

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 is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he 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.

5. Objects

The Company's objects are:

- 5.1 to act as and undertake and perform the duties of trustee, executor, protector administrator, attorney, agent or nominee of or for any person, trust, corporation, association or other body or for any other object and to hold any other office of trust or confidence either solely or in conjunction with any other person and to undertake and execute any trust or discretion or distribution amongst the beneficiaries or other persons entitled to any income or capital, and whether in money or specie, in furtherance of any discretion, obligation or permission in relation to any assets.
- 5.2 for the above purposes to hold property, heritable or moveable, real or personal, of all kinds and to deal with, manage and turn to account any such property.
- 5.3 for the above purposes to hold, acquire, purchase and sell shares, stocks, debentures, debenture stock and investments and securities of all kinds, bonds, bonds and dispositions in security, mortgages, charges, lands, buildings, heritable property and real estate of all kinds, and of all tenures and any equitable or other interests in heritable or moveable, real or personal property, and to advance and lend money with or without

security upon such terms as may be arranged, and to leave money on current account with any Bank or Building Society or on deposit receipt or deposit account therewith, provided always that the property, money and assets held under any particular trust deed, deed of appointment or directions, power of attorney, or other fiduciary trust of any kind, shall not be invested or dealt with otherwise than in accordance with the terms and provisions of any trust so created.

- 5.4 in the matters and for the purposes aforesaid to act solely or jointly with any other person, corporation or body.
- 5.5 to carry on business as a general commercial company.
- 5.6 to carry on any trade or business whatsoever.
- 5.7 to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it.
- 5.8 to do all such things as the directors consider to be desirable or for the benefit of the Company.
- 5.9 to borrow or raise money by any method and to obtain any form of credit or finance.
- 5.10 to secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any security, mortgage, charge or lien over the whole or any part of the undertaking or assets of the Company.
- 5.11 to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to the discharge of any liabilities or the observance or performance of any kind of obligations of any person and to secure any such guarantee indemnity or arrangement or the discharge of any liabilities or the observance or performance of any such obligations by any charge over the whole or any part of the undertaking or assets of the Company.
- 5.12 to dispose of, sell, transfer, surrender or extinguish all or any part of the undertaking, assets and liabilities of the Company
- 5.13 to grant any interest or right out of or in respect of the undertaking, assets or liabilities of the Company.
- 5.14 to exercise any power of the Company for any consideration of any kind or for no consideration.

And it is declared that:

- (a) this article 5 shall be interpreted in the widest and most general manner and without regard to any restrictive principle of interpretation;
- (b) each of the above sub-articles shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other sub-clause;
- (c) each sub-article is without prejudice to the generality of the objects and powers conferred by any other sub-article and no sub-article shall be in any way limited or restricted by reference to or interference from any other sub-article;

6. Members

- 6.1 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person shall be admitted a member of the Company unless he is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him.
- 6.2 A Member may at any time withdraw from the Company by giving at least seven clear days' notice to the Company. Any person ceasing to be a member shall nevertheless remain liable for, and shall pay to the Company all moneys which, at the time of his ceasing to be a member, may be due from him to the Company.
- 6.3 Membership shall not be transferable.
- 6.4 Membership shall cease if a member:
 - (a) dies;
 - (b) ceases to exist;
 - (c) resigns by giving written notice to the Company;
 - (d) ceases to be a director by virtue of a provision of this Act or is prohibited from being a director by law;
 - (e) becomes apparently insolvent or makes any arrangement with his creditors, or (being a company or other body corporate) goes into liquidation other than for the purposes of solvent reconstruction; or

- (f) otherwise ceases to qualify for membership under these articles.

7. General Meetings

- 7.1 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act.
- 7.2 A general meeting at which it is proposed to pass a special resolution shall be called by fourteen clear days' notice in writing at the least. Provided that a general meeting shall, notwithstanding that it is called by shorter notice than as aforesaid, be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 90 per cent of the total voting rights at that meeting of all the members.

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

- 7.3 Every notice calling a general meeting shall specify the place and the day and hour of the meeting. The notice shall specify the general nature of such business and, if any resolution is to be proposed as a special resolution, the notice shall contain a statement to that effect. The notice must also contain a statement setting out the right of members to appoint a proxy under the Act and these articles.

8. Proceedings at General Meetings

- 8.1 No business shall be transacted at any meeting unless a quorum is present. In the case of a company with a single member one qualifying person (as defined in Section 318(3) of the Companies Act 2006) present at a meeting is a quorum. In any other case (and subject to the Act) two qualifying persons present at a meeting are a quorum.
- 8.2 If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- 8.3 The chairman, if any, of the board of directors or in his absence the deputy chairman, if any, or some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor the deputy chairman or such other director is

present within 15 minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

8.4 The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting (except where the meeting has been adjourned for 30 days or more when notice of the adjourned meeting shall be given as in the case of an original meeting).

8.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-

- (a) the chairman; or
- (b) by any member present in person or by proxy having the right to vote at the meeting; or
- (c) any member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

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

8.6 If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the chairman be of sufficient magnitude to vitiate the resolution.

8.7 If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the chairman may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairman may appoint

scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

- 8.8 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.
- 8.9 A poll demanded on the election of a chairman or on the question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.
- 8.10 Subject to the provisions of the Act, a resolution in writing shall be as valid and effective as if the same had been passed at a general meeting duly convened and held.
- 8.11 When during any period when the company has only one member, the member takes a decision which may be taken by the company in general meeting and which has the effect as if agreed by the company general meeting, the member shall (unless the decision is taken by way of written resolution) provide the company with a written record of that decision.

9. Votes of Members

- 9.1 Where in Scotland or elsewhere a curator bonis, guardian, trustee or receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, or incapacity the directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the directors may require, permit such curator bonis, guardian, trustee or receiver or other person on behalf of such member to vote in person or by proxy at any general meeting or to exercise any other right conferred by membership in relation to meetings of the Company.
- 9.2 On a poll votes may be given either personally or by proxy.
- 9.3 An instrument appointing a proxy shall be in writing and shall be signed by the appointor.
- 9.4 An instrument appointing a proxy must be left at the registered office of the Company or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or

adjourned meeting (or, in the case of a poll, before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.

9.5 An instrument appointing a proxy may be in the usual common form, or in such other form as the directors may accept, and shall be deemed to confer authority to demand or join in demanding a poll. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

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

10. Appointment and Retirement of Directors

10.1 There shall at be a minimum of at least one director. The maximum number of directors shall be twelve. Subject to these articles the directors shall be appointed for a term not exceeding five years and shall be eligible for re-appointment. The Company may by ordinary resolution from time to time increase or reduce the number of directors.

10.2 The Company may by ordinary resolution, for which special notice shall not be required, remove a director at any time and may by a like resolution appoint another person in his place. The Company may also by ordinary resolution appoint any person to be a director either to fill a vacancy should one arise for any reason or as an additional director but so that the maximum number of directors fixed by or in accordance with these presents is at no time exceeded.

10.3 The directors shall have power at any time and from time to time to appoint any person to be a director either to fill a vacancy should one arise for any reason or as an additional director, but so that the total number of the directors shall not at any time exceed the maximum number fixed by or in accordance with these presents.

11. Disqualification of Directors

11.1 The office of a director shall be vacated in any of the following events, namely:-

- (a) if he resigns by notice in writing to the Company at the registered office; or

- (b) if he shall enter into an arrangement with his creditors or become apparently insolvent; or
- (c) if in Scotland or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a curator bonis or guardian or a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or
- (d) he is removed from office by special resolution.
- (e) if he shall for more than nine months have been absent without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated.

12. Proceedings of the Directors

- 12.1 The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes, and in the case of an equality of votes the chairman shall have a second or casting vote. Any member of the board of directors may, and the Secretary (if one is appointed) on the requisition of a director shall, at any time summon a meeting of the directors.
- 12.2 The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one director. A meeting of the directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the directors.
- 12.3 The continuing directors may act notwithstanding any vacancies, but, if and so long as the number of directors is reduced below the minimum number fixed by or in accordance with these presents, the continuing director or directors may act for the purpose of filling up such vacancies or of summoning general meetings of the Company, but for no other purpose.
- 12.4 The directors will elect a chairman and a deputy chairman of the board of directors. If no chairman shall have been appointed, or if at any meeting the chairman shall not be present within fifteen minutes after the time appointed for holding the same, the deputy chairman (if any) shall be chairman of the meeting. If no chairman or deputy chairman shall have been appointed, or if at any meeting neither the chairman nor the deputy chairman shall be present within fifteen minutes after the time appointed for holding the

same, the directors present may choose one of their number to be chairman of the meeting.

- 12.5 A resolution in writing signed by a majority of the directors for the time being shall be as effective as a resolution passed at a meeting of the directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the directors.
- 12.6 The directors may delegate any of their powers to a committee consisting of such number of directors and/or any other persons as the directors shall at a meeting of directors think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the directors.
- 12.7 The meetings and proceedings of any committee shall be governed by the provisions of these presents regulating the meetings and proceedings of the directors so far as the same are applicable and are not superseded by any regulations made by the directors; provided that no resolution of any committee shall be effective unless a majority of the members of the relevant committee at the meeting are directors or unless such resolution is approved by the directors.
- 12.8 All acts done by any meeting of the directors or any committee, or by any person acting as a director or as a member of a committee, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment or continuance in office of any director or member of a committee or person acting as such or that any such member or person was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director or a member of a committee and had been entitled to vote.
- 12.9 Any one or more (including without limitation, all) of the directors or any committee may participate in a meeting of the directors or such committee:-
- (a) by means of a conference telephone or similar communications equipment or any other suitable electronic means allowing all persons participating in the meeting to communicate with all the other participants; or
 - (b) by a succession of telephone calls to directors from the chairman of the meeting following disclosure to them of all material points.

Participating by such means shall constitute presence in person at a meeting. Such meeting shall be deemed to have occurred either (i) at the place where most of the

directors participating are present or (ii) at the place where the chairman of the meeting is present.

13. Powers of the Trustees

- 13.1 The business of the Company shall be managed by the directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these presents, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these presents and to such regulation being not inconsistent with the aforesaid provisions as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
- 13.2 All cheques, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
- 13.3 The directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the directors;
 - (b) of the names of the directors present at each meeting of the directors and of any committee of the directors or established by the directors;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the directors and of the committees of or established by the directors.

14. Secretary

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

15. Accounts

- 15.1 Accounting records sufficient to show and explain the Company's transactions and otherwise complying with the Act shall be kept at the registered office, or at such other place within Scotland as the directors think fit, and shall at all times be open to inspection by the directors. Subject as aforesaid no person shall have any right of inspecting any

account or book or document of the Company except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the directors.

16. Audit

- 16.1 Auditors or Independent Examiners, as appropriate, shall be appointed and their duties regulated in accordance with the provisions of the Act and of the Charities and director Investment (Scotland) Act 2005 and any statutory modification or re-enactment thereof.

17. Notices

- 17.1 Any notice or document may be served by the Company on any director either personally or by sending it through the post in a prepaid letter addressed to such director, or by sending it by email to such director, at the registered address as appearing in the Register of Members or to such other address or email address as he may supply to the Company for the giving of notices to him, and any notice so served by post or by email shall be deemed (i) to have been duly served notwithstanding that such director be then dead or bankrupt and whether or not the Company have notice of his death or bankruptcy; and (ii) to have been duly served on him as both director and Member of the Company as required by the Act.
- 17.2 A director whose address in the Register of directors is outside the United Kingdom and who has not supplied to the Company either an address for service within the United Kingdom or an email address, shall not be entitled to receive any notice from the Company.
- 17.3 Any notice or document served by post shall be deemed to have been served at the expiration of 24 hours (or, where second class mail is employed, 48 hours) after the letter containing the same is posted, and in proving such service it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted. Any notice or document served by email shall be deemed to have been served at the expiration of 24 hours after the email containing the same has been sent, and in proving such service it shall be sufficient to show that the email containing the notice or document was properly addressed and sent.

18. Indemnity

- 18.1 Subject to the provisions of the Act and of the Memorandum of Association a director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.