Companies House
Scan Upon Demand

We apologise that the following documents are of poor quality.

Thank You for your Understanding.

(DUPLICATE FOR THE FILE.)

No. 25895

Certificate of Incorporation.

I Hereby Certify that

"VINDEX TRUSTEES LIMITED"

is this day incorporated under the Companies Act, 1948, and that this Company is **Limited.**

Signed by me at Edinburgh, this TWELFTH day of MARCH

One Thousand Nine Hundred and FORTY-NINE.

for Registrar of Companies.

No. of Certificate

Form No. 41.

THE COMPANIES ACT, 1929.

A 5/- Companies Registration Fee Stamp must be impressed here.

DECLARATION of compliance with the requirements of the Companies Act, ~~1929~~ 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Name of Company: VINDEX TRUSTEES LIMITED

Presented by—

JOHN OSWALD & SON,
(REGISTRATION AGENTS) LIMITED,
EDINBURGH.

REGISTERED

I James Alexander Cunningham

of 169 West George Street, Glasgow

(a) Here insert. "An enrolled Law-Agent engaged in the formation," or "A person named in the Articles of Association as a Director or Secretary."

Do solemnly and sincerely declare I am[a] an enrolled Law Agent engaged in the formation

of

Wilder Knitwear

Limited, and That all the requirements of the Companies Act, ~~1929~~ 1948 in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with. And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at Glasgow

the eighth day of March

One thousand nine hundred and forty-four

before me, James D. Mackintosh

Notary Public

Glasgow

(b) ~~Justice of the Peace for the~~ Notary Public.

of

James A. Cunningham

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

Memorandum

AND

Articles of Association

OF

VINDEX TRUSTEES LIMITED

Incorporated the day of 1949.

The Companies Act, 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

Memorandum of Association

OF

VINDEX TRUSTEES LIMITED

I.—The name of the Company (hereinafter called the Trust) is "VINDEX TRUSTEES LIMITED."

II.—The Registered Office of the Trust will be situated in Scotland.

III.—The objects for which the Trust is established are as follows:—

(*a*) To act alone or jointly with other persons as Trustees, Executors, Factors, Curators, Tutors, Administrators, Nominees, or Attorneys and to undertake, perform and carry on the various duties and kinds of business incidental to and connected therewith either gratuitously or otherwise.

(*b*) As Trustees, or otherwise as aforesaid :—

(1) To hold, property heritable or moveable, real or personal, of all kinds and to deal with, manage and turn to account any such property.

(2) To hold, acquire, purchase and sell shares, stocks, debentures, debenture stock and investments and securities of all kinds, bonds, bonds and dispos ions 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.

(*c*) To enter into an agreement with Maclay, Murray & Spens, Solicitors, Glasgow, in accordance with the terms of a draft initialled as relative hereto, in terms of which agreement Maclay, Murray & Spens, as such firm may be constituted from time to time and the individual partners thereof, undertake to guarantee all the obligations of the Trust to those transacting business with it.

(*d*) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

IV.—The income and property of the Trust whencesoever derived shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Trust. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer, director, or servant of the Trust or to any member of the Trust, or to any partnership in which a member of the Trust is a partner in return for services actually rendered, nor prevent the payment of interest on money lent or reasonable and proper rent for premises demised or let by any member of the Trust.

V.—The liability of the members is limited.

VI.—Each member undertakes to contribute to the assets of the Trust in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up, and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding five pounds.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

Hugh B. Spens, Kerr Wheir Dunlop, Solicitor

Matthew Kyle, 6 Mansion Road, Newlands, Glasgow S. 3. Solicitor.

[illegible] Bardowie Castle, Milngavie, by Glasgow Solicitor

[illegible] Solicitor

David Murray Finlay Campbell Solicitor

[illegible] 12 Queen Crescent Newton Mearns, Solicitor

James Alexander Lumsden, 169 West George Street, Glasgow, Solicitor.

Dated the Fourth day of March, One thousand nine hundred and forty-nine.

Witness to the above Signatures:— D. McKillar

169 West George Street

Glasgow C.1

Law Apprentice

The Companies Act, 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

Articles of Association

OF

VINDEX TRUSTEES LIMITED

I.—PRELIMINARY.

1. In these Articles, unless there be something in the subject of context inconsistent therewith—

"The Trust" means Vindex Trustees Limited.

"The firm" means Maclay, Murray & Spens, Solicitors, Glasgow, or their successors.

"Month" means calendar month.

"The Statutes" means The Companies Act, 1948 and any other Statutes applicable to the Trust from time to time.

"The Act" means The Companies Act, 1948.

"The Directors" means the Directors for the time being of the Trust.

"The Secretary" means the Secretary or Secretaries from time to time of the Trust.

These Articles shall be construed with reference to the provisions of the Statutes, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Statutes.

The Trust is established for the purposes expressed in the Memorandum of Association.

2. For the purpose of registration the Members of the Trust are declared not to exceed ten.

3. The business shall be carried on by or under the management of the Directors subject only to such control of meetings as is provided for by these Articles, or is required by the Statutes.

4. No invitation shall be made to the public to subscribe to Debentures of the Trust or to become members.

II. MEMBERSHIP.

5. All Directors shall ex officio be members of the Trust and any other person, may, with the assent of the Directors, become a member.

6. The rights and privileges of membership shall be personal and incapable of transfer.

7. Any member may withdraw from the Trust by notice in writing addressed and delivered to the Secretary; and on the expiry of one month from the date of such notice he shall cease to be a member.

8. Any person ceasing to be a member shall nevertheless remain liable for, and shall pay to the Trust all moneys which, at the time of his ceasing to be a member, may be due from him to the Trust.

III. GENERAL MEETINGS.

9. Meetings of the Trust shall be held in accordance with the Statutes, and at such time and place as the Directors shall determine.

10. The Directors may, whenever they think fit, and shall on a requisition made in writing by any three or more members convene an Extraordinary General Meeting.

11. General Meetings shall be called in accordance with and subject to the provisions of Section 133 of the Act. Notice accordingly, specifying the place, day and hour of Meeting, and, in case of special business, the general nature of such business, shall be given to the members entitled to receive notices in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Trust in General Meeting; but the accidental omission to send such notice to or the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting.

12. Three members personally present shall be a quorum for a General Meeting.

13. Every question submitted to a Meeting shall be decided by a show of hands, and in case of an equality of votes the Chairman shall have a casting vote in addition to the vote to which he may be entitled as a Member.

IV.—VOTES OF MEMBERS.

14. Every member shall have one vote, but no member shall be entitled to vote at any Meeting unless all moneys due from him to the Trust have been paid.

V.—DIRECTORS.

15. The partners of the firm for the time being shall be the Directors of the Company.

16. No Director shall be disqualified by his office from contracting with the Trust or with the firm either as vendor, purchaser or otherwise; nor shall any such contract or agreement, or any contract or arrangement entered into by or on behalf of the Trust with the firm or any company or partnership or society of or in which any Director shall be a member or otherwise interested, be avoided; nor shall any Director so contracting, or being such member or so interested, be precluded from voting as a Director or otherwise on any such contract or arrangement, or be liable to account to the Trust or firm for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relation thereby established.

17. A Director may occupy any other place or office of profit in the Trust (except that of Auditor) on such terms as to remuneration and otherwise as may be arranged between him and the Directors.

18. The office of a Director shall be vacated if a Director ceases to be a partner of the firm.

VI.—POWERS OF DIRECTORS.

19. The management of the business and the control of the Trust shall be vested in the Directors, who may exercise all such powers, and do all such acts and things as may be exercised or done by the Trust, and are not hereby or by the Statutes required to be exercised or done by the Trust in General Meeting.

20. A Meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions by the regulations of the Trust for the time vested in or exercisable by the Directors generally.

be deemed to have been served at the time when the letter containing the same was put into the post office, and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into the post office. A member whose registered address is not in the United Kingdom shall not be entitled to receive any notices.

XI.—INDEMNITY.

39. The Directors, Secretary and other officers of the Trust for the time being acting in relation to any of the affairs of the Trust, and each of them, and his respective heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Trust from and against all liability incurred by him as such Director, Secretary or other officer in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under Section 148 of the Act in which relief is granted to him by the Court.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

[illegible] Solicitor

[illegible], Bardrochie Castle, Milngavie, by Glasgow Solicitor

[illegible]

David [illegible] Finnieston Campsie Glas. Solicitor

[illegible], Solicitor

James [illegible], Glasgow, solicitor.

Dated the [illegible] day of [illegible], One thousand nine hundred and forty-nine.

Witness to the above Signatures:—

[illegible]

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum

AND

Articles of Association

OF

VINDEX TRUSTEES LIMITED

Incorporated the day of 1949.

MACLAY, MURRAY & SPENS,
Solicitors,
169 WEST GEORGE STREET, GLASGOW, C.2

BURNS & HEPP LTD., 68 West Nile Street, Glasgow, C.2

26895
32

Number of Company

Form No. 11

THE COMPANIES ACT, 1948

Notice of Increase in Number of Members

Pursuant to section 7 (3)

Insert the Name of the Company

NOTE.—This Notice must be forwarded to the Registrar of Companies within 15 days after the Increase was resolved on or took place. If default is made the Company and every officer of the Company who is in default are liable to a default fine.

Presented by

REGISTERED
26 JAN 1959

The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 19 & 21 North John Street, Liverpool, 2; 5 St. James's Square, Manchester, 2; 75 St. Mary Street, Cardiff; and 177 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

NOTICE

of Increase in the Number of Members of

TO THE REGISTRAR OF COMPANIES.

hereby gives you notice,

pursuant to section 7 (3) of the Companies Act, 1948, ~~that by (a)~~

~~Resolution~~ of the Company ~~dated the~~ ---------- ~~day of~~ ---------- ~~195~~-

the number of Members in the Company has been increased by the addition thereto of

Members

beyond the present registered number of Ten members.

(Signature)

(State whether Director or Secretary) Secretary

Dated the day of

195

(a) "Ordinary," "Extraordinary" or "Special".

NOTE. This margin is reserved for binding and must not be written across.

26875/57

THE COMPANIES ACT, 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum

AND

Articles of Association

OF

VINDEX TRUSTEES LIMITED

Incorporated the 12th day of March, 1949.

Solicitors:
MACLAY, MURRAY & SPENS,
169 West George Street,
GLASGOW, G2 2LA

No. 26895

Certificate of Incorporation.

I HEREBY CERTIFY that "VINDEX TRUSTEES LIMITED" is this day Incorporated under the Companies Act, 1948, and that this Company is Limited.

SIGNED by me at Edinburgh, this Twelfth day of March, One Thousand Nine Hundred and Forty-nine.

(Sgd.) P. JAMIESON,
for Registrar of Companies.

SEAL

The Companies Act, 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

OF

VINDEX TRUSTEES LIMITED

I.—The name of the Company (hereinafter called the Trust) is "VINDEX TRUSTEES LIMITED".

II.—The Registered Office of the Trust will be situated in Scotland.

III.—The objects for which the Trust is established are as follows:—

(*a*) To act alone or jointly with other persons as Trustees, Executors, Factors, Curators, Tutors, Administrators, Nominees, or Attorneys and to undertake, perform and carry on the various duties and kinds of business incidental to and connected therewith either gratuitously or otherwise.

(*b*) As Trustees, or otherwise as aforesaid:—

(1) To hold, property heritable or moveable, real or personal, of all kinds and to deal with, manage and turn to account any such property.

(2) 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.

(c) To enter into an agreement with Maclay, Murray & Spens, Solicitors, Glasgow, in accordance with the terms of a draft initialled as relative hereto, in terms of which agreement Maclay, Murray & Spens, as such firm may be constituted from time to time and the individual partners thereof, undertake to guarantee all the obligations of the Trust to those transacting business with it.

(d) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

IV.—The income and property of the Trust whencesoever derived shall be applied solely towards the promotion of the objects of the Trust as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Trust. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer, director, or servant of the Trust or to any member of the Trust, or to any partnership in which a member of the Trust is a partner in return for services actually rendered, nor prevent the payment of interest on money lent or reasonable and proper rent for premises demised or let by any member of the Trust.

V.—The liability of the members is limited.

VI.—Each member undertakes to contribute to the assets of the Trust in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up, and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding five pounds.

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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

HUGH B. SPENS, Keir Mains, Dunblane, Solicitor.

MATTHEW WYLLIE, 6 Ossian Road, Newlands, Glasgow, S.3, Solicitor.

T. P. SPENS, Bardowie Castle, Milngavie, by Glasgow, Solicitor.

RALPH RISK, 364 Albert Drive, Pollokshields, Glasgow, S.1, Solicitor.

DAVID MURRAY, Finglen, Campsie Glen, Solicitor.

WM. A. GUNN, 12 Beech Avenue, Newton Mearns, Solicitor.

JAMES ALEXANDER LUMSDEN, 169 West George Street, Glasgow, Solicitor.

Dated the Fourth day of March, One thousand nine hundred and forty-nine.

Witness to the above Signatures:—

D. J. MCKICHAN,
169 West George Street,
Glasgow,
Law Apprentice.

The Companies Act, 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

Articles of Association

OF

VINDEX TRUSTEES LIMITED

I.—PRELIMINARY.

1.—In these Articles, unless there be something in the subject or context inconsistent therewith—

"The Trust" means Vindex Trustees Limited.

"The Firm" means Maclay, Murray & Spens, Solicitors, Glasgow, or their successors.

"Month" means calendar month.

"The Statutes" means The Companies Act, 1948, and any other Statutes applicable to the Trust from time to time.

"The Act" means The Companies Act, 1948.

"The Directors" means the Directors for the time being of the Trust.

"The Secretary" means the Secretary or Secretaries from time to time of the Trust.

These Articles shall be construed with reference to the provisions of the Statutes and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Statutes.

The Trust is established for the purposes expressed in the Memorandum of Association.

2.—For the purpose of registration the Members of the Trust are declared not to exceed ten.

3. The business shall be carried on by or under the management of the Directors, subject only to such control of meetings as is provided for by these Articles, or is required by the Statutes.

4.—No invitations shall be made to the public to subscribe to Debentures of the Trust or to become members.

II.—MEMBERSHIP.

5.—All Directors shall *ex officio* be members of the Trust and any other person, may, with the assent of the Directors, become a member.

6.—The rights and privileges of membership shall be personal and incapable of transfer.

7.—Any member may withdraw from the Trust by notice in writing addressed and delivered to the Secretary; and on the expiry of one month from the date of such notice he shall cease to be a member.

8.—Any person ceasing to be a member shall nevertheless remain liable for, and shall pay to the Trust all moneys which, at the time of his ceasing to be a member, may be due from him to the Trust.

III.—GENERAL MEETINGS.

9.—Meetings of the Trust shall be held in accordance with the Statutes, and at such time and place as the Directors shall determine.

10.—The Directors may, whenever they think fit, and shall on a requisition made in writing by any three of more members convene an Extraordinary General Meeting.

11.—General Meetings shall be called in accordance with and subject to the provisions of Section 133 of the Act. Notice accordingly, specifying the place, day and hour of Meeting, and, in case of special business, the general nature of such business, shall be given to the members entitled to receive notices in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Trust in General Meeting; but the accidental omission to send such notice to or the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting.

12.—Three members personally present shall be a quorum for a General Meeting.

13.—Every question submitted to a Meeting shall be decided by a show of hands, and in case of an equality of votes the Chairman shall have a casting vote in addition to the vote to which he may be entitled as a Member.

IV.—VOTES OF MEMBERS.

14.—Every member shall have one vote, but no member shall be entitled to vote at any Meeting unless all moneys due from him to the Trust have been paid.

V.—DIRECTORS.

15.—The partners of the firm for the time being (other than any partner who for the time being is a Director of a company any of whose shares are listed on The Stock Exchange) shall be the Directors of the Company.

16.—No Director shall be disqualified by his office from contracting with the Trust or with the firm either as vendor, purchaser or otherwise; nor shall any such contract or agreement, or any contract or arrangement entered into by or on behalf of the Trust with the firm or any company or partnership or society of or in which any Director shall be a member or otherwise interested, be avoided; nor shall any Director so contracting, or being such member or so interested, be precluded from voting as a Director or otherwise on any such contract or arrangement, or be liable to account to the Trust or firm for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relation thereby established.

17.—A Director may occupy any other place or office of profit in the Trust (except that of Auditor) on such terms as to remuneration and otherwise as may be arranged between him and the Directors.

18.—The office of a Director shall be vacated if a Director ceases to be a partner of the firm.

VI.—POWERS OF DIRECTORS.

19.—The management of the business and the control of the Trust shall be vested in the Directors, who may exercise all such powers, and do all such acts and things as may be exercised or done by the Trust, and are not hereby or by the Statutes required to be exercised or done by the Trust in General Meeting.

20.—A Meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions by the regulations of the Trust for the time vested in or exercisable by the Directors generally.

VII. PROCEEDINGS OF DIRECTORS.

21.—The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their Meetings as they think fit, and may determine the quorum necessary for the transaction of business, and until otherwise determined two Directors shall be a quorum. A Director may, and the Secretary at the request of any Director shall, at any time summon a Meeting of the Directors.

22. Without prejudice to the general powers conferred by the Articles upon the Directors, the Directors may determine who shall be entitled to sign on the Trust's behalf bonds, bills, notes, discharges, receipts, acceptances, endorsements, cheques, releases, conveyances,

[illegible] deeds and documents of any kind relating to [illegible] or moveable, real or personal property, and also from time to time may provide for the management of the business of the Trust and of the administration of the Trust in such manner as they think fit, and in particular may appoint persons to be agents of the Trust and may delegate their own powers or some of them to such agents, and upon such terms as may be thought expedient, and may appoint, and at their discretion remove or suspend such agents or such officers of the Trust, including a Secretary or Secretaries, cashiers, managers, clerks and others as they see fit.

23. Questions arising at any meeting of Directors shall be decided by a majority of votes, and in case of equality of votes the Chairman shall have a second or casting vote.

24. The Directors shall elect the Chairman of the Trust from among their number.

25. The Directors may delegate any of their powers to such member or members of their body as they think fit.

26. A resolution in writing, signed by all the Directors for the time being in Great Britain, shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly called and constituted.

VIII. SEAL

27. The Directors shall provide for the safe custody of the Seal, and every instrument to which the Seal of the Trust is affixed shall be signed by two Directors, or by one Director and the Secretary, or in lieu of the Secretary by some other person authorised or appointed by the Directors.

IX. AUDIT.

28. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

X. NOTICES.

29. A Notice may be served by the Trust upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address. Any Notice served by post shall be deemed to have been served at the time when the letter containing the same was put into the post office, and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into the post office. A member whose registered address is not in the United Kingdom shall not be entitled to receive any notices.

XI.—INDEMNITY.

30.—The Directors, Secretary and other officers of the Trust for the time being acting in relation to any of the affairs of the Trust, and each of them, and his respective heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Trust from and against all liability incurred by him as such Director, Secretary or other officer in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted or, in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

HUGH B. SPENS, Keir Mains, Dunblane, Solicitor.

MATTHEW WYLLIE, 6 Ossian Road, Newlands, Glasgow, S.3, Solicitor.

T. P. SPENS, Bardowie Castle, Milngavie, by Glasgow, Solicitor.

RALPH RISK, 364 Albert Drive, Pollokshields, Glasgow, S.1, Solicitor.

DAVID MURRAY, Finglen, Campsie Glen, Solicitor.

WM. A. GUNN, 12 Beech Avenue, Newton Mearns, Solicitor.

JAMES ALEXANDER LUMSDEN, 169 West George Street, Glasgow, Solicitor.

Dated the Fourth day of March, One thousand nine hundred and forty-nine.

Witness to the above Signatures:—

D. J. McKICHAN,
169 West George Street,
Glasgow,
Law Apprentice.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum

AND

Articles of Association

OF

VINDEX TRUSTEES LIMITED

Incorporated the 12th day of March, 1949

SOLICITORS
MACLAY MURRAY & SPENS,
104 WEST GEORGE STREET,
GLASGOW, G2 2LA

No. 26895

THE COMPANIES ACTS, 1948 to 1976

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

VINDEX TRUSTEES LIMITED

Passed on 9th January, 1978

26895/101

At an Extraordinary General Meeting of the above company, duly convened and held at 169 West George Street, Glasgow, on 9th January, 1978 the following resolution was duly passed as a Special Resolution:-

"That Article 15 of the Articles of Association of the Company be altered by inserting in brackets immediately after the word 'being' the words 'other than any partner who for the time being is a Director of a company any of whose shares are listed on The Stock Exchange'."

Secretary.

p.184

26895/20

Number of Company 26895

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

VINDEX TRUSTEES LIMITED

Passed 29th July, 1985

At an Extraordinary General Meeting of the above named Company, duly convened, and held at 169 West George Street Glasgow, G2 2LA on the Twenty ninth day of July, 1985 the subjoined Special Resolution was duly passed, viz:-

"That the Articles of Association of the Company be altered

a) By deleting from Article 5 the words "All Directors shall ex officio" and substituting therefor the words "The partners of the firm for the time being shall"

b)

b) By deleting Article 15 and substituting therefor the following Article:

15) The partners of the firm for the time being who have been partners for not less than one month (other than any partner who has declined in writing to accept office within the said period of one month or who has resigned office) shall be the Directors of the Trust. A partner of the firm for the time being who has declined to accept office or has resigned office shall be capable of appointment or re-appointment as Director by resolution of the Directors.

c) By adding at the end of Article 18 the words "or resigns office by writing under his hand left at the registered office of Trust."

Secretary

I certify that this is a true copy of the Articles of Association of Vindex Trustees Limited lodged in accordance with Section 9, European Communities Act 1972.

Director

The Companies Act, 1948.

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association *

OF

VINDEX TRUSTEES LIMITED

I.—PRELIMINARY.

1.—In these Articles, unless there be something in the subject or context inconsistent therewith—

"The Trust" means Vindex Trustees Limited.

"The Firm" means Maclay, Murray & Spens, Solicitors, Glasgow, or their successors.

"Month" means calendar month.

"The Statutes" means The Companies Act, 1948, and any other Statutes applicable to the Trust from time to time.

"The Act" means The Companies Act, 1948.

"The Directors" means the Directors for the time being of the Trust.

"The Secretary" means the Secretary or Secretaries from time to time of the Trust.

These Articles shall be construed with reference to the provisions of the Statutes and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Statutes.

The Trust is established for the purposes expressed in the Memorandum of Association.

2.—For the purpose of registration the Members of the Trust are declared not to exceed ten.

3. The business shall be carried on by or under the management of the Directors, subject only to such control of meetings as is provided for by these Articles, or is required by the Statutes.

*As amended by Special Resolution passed on 29th July 1985.

4. No invitations shall be made to the public to subscribe to Debentures of the Trust or to become members.

II.—MEMBERSHIP.

5.—The Partners of the firm for the time being shall be members of the Trust and any other person, may, with the assent of the Directors, become a member.

6.—The rights and privileges of membership shall be personal and incapable of transfer.

7.—Any member may withdraw from the Trust by notice in writing addressed and delivered to the Secretary; and on the expiry of one month from the date of such notice he shall cease to be a member.

8.—Any person ceasing to be a member shall nevertheless remain liable for, and shall pay to the Trust all moneys which, at the time of his ceasing to be a member, may be due from him to the Trust.

III.—GENERAL MEETINGS.

9.—Meetings of the Trust shall be held in accordance with the Statutes, and at such time and place as the Directors shall determine.

10.—The Directors may, whenever they think fit, and shall on a requisition made in writing by any three of more members convene an Extraordinary General Meeting.

11.—General Meetings shall be called in accordance with and subject to the provisions of Section 133 of the Act. Notice accordingly, specifying the place, day and hour of Meeting, and, in case of special business, the general nature of such business, shall be given to the members entitled to receive notices in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Trust in General Meeting; but the accidental omission to send such notice to or the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting.

12.—Three members personally present shall be a quorum for a General Meeting.

13.—Every question submitted to a Meeting shall be decided by a show of hands, and in case of an equality of votes the Chairman shall have a casting vote in addition to the vote to which he may be entitled as a Member.

IV.—VOTES OF MEMBERS.

14.—Every member shall have one vote, but no member shall be entitled to vote at any Meeting unless all moneys due from him to the Trust have been paid.

V.- DIRECTORS.

15) The partners of the firm for the time being who have been partners for not less than one month (other than any partner who has declined in writing to accept office within the said period of one month or who has resigned office) shall be the Directors of the Trust. A partner of the firm for the time being who has declined to accept office or has resigned office shall be capable of appointment or re-appointment as Director by resolution of the Directors.

16.—No Director shall be disqualified by his office from contracting with the Trust or with the firm either as vendor, purchaser or otherwise; nor shall any such contract or agreement, or any contract or arrangement entered into by or on behalf of the Trust with the firm or any company or partnership or society of or in which any Director shall be a member or otherwise interested, be avoided; nor shall any Director so contracting, or being such member or so interested, be precluded from voting as a Director or otherwise on any such contract or arrangement, or be liable to account to the Trust or firm for any profit realised by any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relation thereby established.

17.—A Director may occupy any other place or office of profit in the Trust (except that of Auditor) on such terms as to remuneration and otherwise as may be arranged between him and the Directors.

18.-The office of a Director shall be vacated if a Director ceases to be a partner of the firm or resigns office by writing under his hand left at the registered office of the Trust.

VI.—POWERS OF DIRECTORS.

19.—The management of the business and the control of the Trust shall be vested in the Directors, who may exercise all such powers, and do all such acts and things as may be exercised or done by the Trust, and are not hereby or by the Statutes required to be exercised or done by the Trust in General Meeting.

20.—A Meeting of the Directors for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions by the regulations of the Trust for the time vested in or exerciseable by the Directors generally.

VII.—PROCEEDINGS OF DIRECTORS.

21.—The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their Meetings as they think fit, and may determine the quorum necessary for the transaction of business, and until otherwise determined two Directors shall be a quorum. A Director may, and the Secretary at the request of any Director shall, at any time summon a Meeting of the Directors.

22.—Without prejudice to the general powers conferred by the Articles upon the Directors, the Directors may determine who shall be entitled to sign on the Trust's behalf bonds, bills, notes, discharges, receipts, acceptances, endorsements, cheques, releases, conveyances,

contracts, minutes, deeds and documents of any kind relating to heritable or moveable, real or personal property, and also from time to time may provide for the management of the business of the Trust and of the administration of the Trust in such manner as they think fit, and in particular may appoint persons to be agents of the Trust and may delegate their own powers or some of them to such agents, and upon such terms as may be thought expedient, and may appoint, and at their discretion remove or suspend such agents or such officers of the Trust, including a Secretary or Secretaries, cashiers, managers, clerks and others as they see fit.

23.—Questions arising at any meeting of Directors shall be decided by a majority of votes, and in case of equality of votes the Chairman shall have a second or casting vote.

24.—The Directors shall elect the Chairman of the Trust from among their number.

25.—The Directors may delegate any of their powers to such member or members of their body as they think fit.

26.—A resolution in writing, signed by all the Directors for the time being in Great Britain, shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly called and constituted.

VIII.—SEAL

27.—The Directors shall provide for the safe custody of the Seal, and every instrument to which the Seal of the Trust is affixed shall be signed by two Directors, or by one Director and the Secretary, or in lieu of the Secretary by some other person authorised or appointed by the Directors.

IX.—AUDIT.

28.—Auditors shall be appointed and their duties regulated in accordance with the provisions of the Statutes.

X.—NOTICES.

29.—A Notice may be served by the Trust upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address. Any Notice served by post shall be deemed to have been served at the time when the letter containing the same was put into the post office, and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into the post office. A member whose registered address is not in the United Kingdom shall not be entitled to receive any notices.

XI.—INDEMNITY.

30.—The Directors, Secretary and other officers of the Trust for the time being acting in relation to any of the affairs of the Trust, and each of them, and his respective heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Trust from and against all liability incurred by him as such Director, Secretary or other officer in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted or, in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

HUGH B. SPENS, Keir Mains, Dunblane, Solicitor.

MATTHEW WYLLIE, 6 Ossian Road, Newlands, Glasgow, S.3, Solicitor.

T. P. SPENS, Bardowie Castle, Milngavie, by Glasgow, Solicitor.

RALPH RISK, 364 Albert Drive, Pollokshields, Glasgow, S.1, Solicitor.

DAVID MURRAY, Finglen, Campsie Glen, Solicitor.

WM. A. GUNN, 12 Beech Avenue, Newton Mearns, Solicitor.

JAMES ALEXANDER LUMSDEN, 169 West George Street, Glasgow, Solicitor.

Dated the Fourth day of March, One thousand nine hundred and forty-nine.

Witness to the above Signatures:—

D. J. MCKICHAN,
169 West George Street,
Glasgow,
Law Apprentice.

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Number of Company 26895

THE COMPANIES ACT 1985

C O M P A N Y L I M I T E D B Y S H A R E S

RESOLUTION

of

VINDEX TRUSTEES LIMITED

Passed 8th October, 1991

At the Annual General Meeting of the above named Company, duly convened, and held at 151 St. Vincent Street, Glasgow G2 5NJ on the Eighth day of October 1991 the subjoined Special Resolution was duly passed:-

"That the Company, being a dormant company within the meaning of Section 252 (5) of the Companies Act 1985, should dispense and hereby dispenses with the obligation to appoint auditors and accordingly that the provisions of Section 384 (1) of the said Act shall not apply to the Company".

.....

Secretaries

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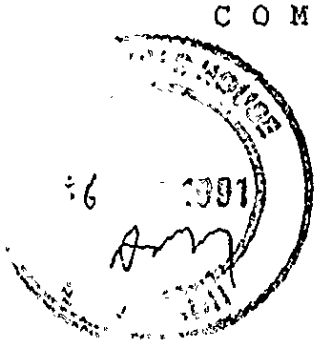
Number of Company 26895

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION
of
VINDEX TRUSTEES IMITED

Passed 3rd October, 1991

By Written Resolution of the Members dated the Third day of October 1991 the subjoined Resolutions were duly passed, viz:-

(a) "That, in accordance with the terms of Section 366A of the Companies Act 1985 (as inserted by Section 115(2) of the Companies Act 1989) and with immediate effect, the Company does hereby dispense with the holding of the Annual General Meeting of the Company for 1992 and subsequent years."

(b) "That, in accordance with the terms of Section 252 of the Companies Act 1985 (as inserted by Section 16 of the Companies Act 1989) and with immediate effect, the Company does hereby dispense with the laying of accounts and reports before the Company in general meeting in respect of the year ended 30th June 1992 and subsequent financial years."

.....
Secretaries