



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number

99885

I hereby certify that

ST. AIDANS PROJECT ASSOCIATION LIMITED

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

Signed at Edinburgh

3 July 1986

A handwritten signature in black ink, appearing to be 'David Longhead', written over a rectangular stamp area.

Registrar of Companies



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**Statutory Declaration of compliance
with requirements on application
for registration of a company**

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

[] [] [] []

99885

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* ST.AIDANS PROJECT ASSOCIATION LIMITED

* Insert full
name of Company

I, RONALD GORDON WALKER,
of 11 WHITEHALL STREET, DUNDEE

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~person named as director or secretary of the company in the statement delivered to the registrar~~
~~under section 10(2)†~~ and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at Dundee

Declarant to sign below

the Sixth day of June

One thousand nine hundred and Eighty six

before me Gordon H. Brough N.P.

R. G. Walker

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):

MESSRS THORNTON OLIVER W.S.
11 WHITEHALL STREET,
DUNDEE
DD1 4AE

GB/RGW/MB

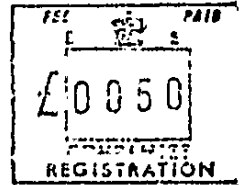
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New Companies Section

Post room

18 JUN 1986

CO.230(J3093)(c)

THE COMPANIES ACT 1985



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

99885 | 2

MEMORANDUM OF ASSOCIATION

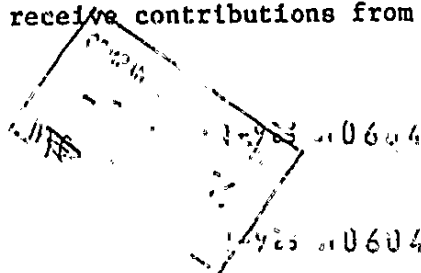
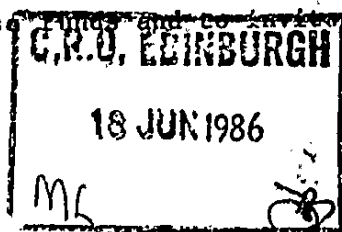
OF

ST. AIDANS PROJECT ASSOCIATION LIMITED

1. The name of the Company is "St. Aidans Project Association Limited"
2. The registered office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:
 - (a) to promote the welfare and to advance the education and skills of disabled people in Tayside by whatever means may be deemed appropriate including, without prejudice to the foregoing generality, the promotion, establishment and maintenance of one or more centres for the benefit, education, advancement and general well-being of disabled people in Tayside;
 - (b) to promote and encourage the provision of more adequate public facilities for disabled people and to advance the education and awareness of the public in Tayside of the needs of disabled people; and
 - (c) to promote, encourage and assist in research into ways of improving and furthering the welfare, education and skills of disabled people generally.

In carrying out the above objects, the Company shall have regard, particularly but not exclusively, to the benefit, education, advancement and general well-being of young disabled people.

4. In furtherance of the above objects, but not otherwise, the Company is established for the following ancillary purposes:-
 - (a) To carry on any other charitable purpose or objective which can be advantageously or conveniently carried on by the Company by way of an extension of or an association with the objects stated in Clause 3 hereof or which may be calculated directly or indirectly to advance the objectives stated in the said lastmentioned clause.
 - (b) To borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.
 - (c) To raise funds and to invite and receive contributions from any person



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or persons whatsoever by way of subscription, donation or otherwise, and whether absolutely, conditionally or in trust provided that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.

- (d) To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- (e) To purchase, take on lease or in exchange, hire or otherwise acquire or deal with any real or personal property, whether heritable or moveable, and any right or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects.
- (f) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects.
- (g) Subject to Clause 5 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company.
- (h) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (i) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain, Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof and to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body.
- (j) To establish and support or aid the establishment and support of an charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.
- (k) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.
- (l) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (m) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- (n) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

PROVIDED THAT:-

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Company shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which, if an object of the Company, would make it a trade union.
- (iii) Provided also that in relation to any property which may come into the hands of the Company as trustees under any trust (whether established by any trust deed or any scheme settled by the Court of Session or made in pursuance of any enactment relating to educational endowments or war charities or otherwise) nothing herein shall authorise the Company to deal therewith otherwise than in accordance with the terms of the trust and with any law relevant thereto, nor shall the incorporation of the Company affect the liability as an individual of any member of the Management Committee or Governing Body who may be a party to such dealings.

DECLARING THAT this Clause and the whole Memorandum and Articles of Association of the Company shall be read and interpreted as if there were embodied therein an overriding qualification to the effect that no expenditure of income by the Company shall be permitted for the purpose of carrying out any activities which are not wholly charitable within the meaning of section 360 of the Income and Corporation Taxes Act 1970 or of any statutory modification or amendment thereof (which meaning shall be ascribed to the word "charitable" wherever used in this Memorandum) and that in all cases in which activities permitted by the objects of the Company are in their nature capable of being exercised for purposes which are not charitable or only partially so, as well as for purposes which are wholly charitable, the powers contained in the objects of the Company shall be held to limit such activities to those which will not prejudice the charitable status of the Company within the statutory meaning before mentioned.

- 5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company, and no member of the Management Committee or Governing Body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

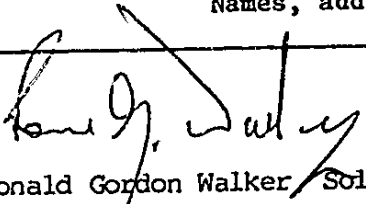
Provided that nothing herein shall prevent any payment in good faith by the Company:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of the Management Committee or Governing Body) for any services rendered to the Company;
- (b) of interest on money lent by any member of the Company or of the Management Committee or Governing Body at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Management Committee or Governing Body;

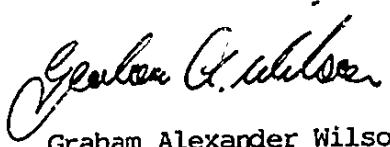
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of the Management Committee or Governing Body;
 - (d) of fees, remuneration or other benefit in money or money's worth to any company of which a member of the Management Committee or Governing Body may also be a member holding not more than 1/100th part of the capital of that company; and
 - (e) to any member of the Management Committee or Governing Body of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company 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, such amount as may be required not exceeding one pound.
8. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

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


Ronald Gordon Walker, Solicitor
11 Whitehall Street,
Dundee

(Home Address: Taycliff, 20 Dundee Road, West Ferry, Dundee)


Graham Alexander Wilson, Solicitor,
11 Whitehall Street,
Dundee.

(Home Address:
(75 Monifieth Road, Broughty Ferry, Dundee)

Dated at Dundee this Sixth day of June 1986.

Witness to the above Signatures:- Gordon H. Brang, Solicitor, 11 Whitehall Street,
Dundee

CO.214(J3100)(c)
GB/PH

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

98890/5

ARTICLES OF ASSOCIATION

of

ST. AIDANS PROJECT ASSOCIATION LIMITED

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act 1985.

"the seal" means the common seal of the Company.

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

"the United Kingdom" means Great Britain and Northern Ireland.

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

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

OBJECTS

2. The Company is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. The number of members with which the Company proposes to be registered is 500, but the Management Committee may from time to time register an increase of members.
4. The subscribers to the Memorandum of Association and such other persons as the Management Committee shall admit to membership shall be members of the Company. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.
5. Unless the members of the Management Committee or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 68, the members of the Management Committee may in their absolute discretion permit any member of the Company to

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retire provided that after such retirement the number of members is not less than two.

GENERAL MEETINGS

6. The Company shall in each year hold a General Meeting as its annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Management Committee shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
7. The Management Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act.

NOTICE OF GENERAL MEETINGS

8. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, 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 ninety-five per cent. of the total voting rights at that meeting of all the members.
9. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of

the accounts, balance sheets, and the reports of the Management Committee and auditors, the election of members of the Management Committee in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

11. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, ten members present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Management Committee may determine.
12. The chairman, if any, of the Management Committee shall preside as chairman at every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Management Committee present shall elect one of their number to be chairman of the meeting.
13. If at any meeting no member of the Management Committee is willing to act as chairman or if no member of the Management Committee is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
14. 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (a) by the chairman; or
 - (b) by at least two members present in person or by proxy; or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

16. Except as provided in Article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote..
18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

20. Every member shall have one vote.
21. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
22. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.
23. On a poll votes may be given either personally or by proxy.
24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
25. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. An instrument appointing a proxy shall be in the forms specified in Articles 60 and 61 of Table A contained in The Companies (Tables A to F) Regulations 1985 or a form as near thereto as circumstances admit.
26. The instrument appointing a proxy shall be deemed to confer authority

to demand or join in demanding a poll.

27. A vote given in accordance with the terms of an instrument of 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 proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

28. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual member of the Company.

MANAGEMENT COMMITTEE

29. The subscriber of the Memorandum and Articles of Association of the Company shall be the first members of the Management Committee.
30. The maximum and minimum number of the members of the Management Committee shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number and the minimum number of members of the Management Committee shall be two.
31. The members of the Management Committee shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Management Committee or any Committee of the Management Committee or General Meetings of the Company or in connection with the carrying out of the objects of the Company.

BORROWING POWERS

32. The Management Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

33. The business of the Company shall be managed by the Management Committee 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 Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid if that regulation had not been made.
34. All cheques, promissory notes, drafts, bills of exchange and other

negotiable instruments, 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 Management Committee shall from time to time by resolution determine.

35. The Management Committee shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Management Committee;
 - (b) of the names of the members of the Management Committee present at each meeting of the Management Committee and of any committee of the Management Committee;
 - (c) of all resolutions and proceedings at all meetings of the Company, and of the Management Committee and of committees of the Management Committee.

DISQUALIFICATION OF MEMBERS OF THE MANAGEMENT COMMITTEE

36. The office of member of the Management Committee shall be vacated if the member:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (b) becomes prohibited from being a director by reason of any order made under the Act or in terms of the Insolvency Act 1985; or
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
 - (d) resigns his office by notice in writing to the Company; or
 - (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act.
37. A member of the Management Committee shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote his vote shall not be counted.

ROTATION OF MEMBERS OF THE MANAGEMENT COMMITTEE

38. At each Annual General Meeting of the Company one third of the members of the Management Committee for the time being or, if their number is not three or a multiple of three, then the number nearest one third, shall retire from office.
39. The members of the Management Committee to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Management Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
40. A retiring member of the Management Committee shall be eligible for re-election.
41. The Company at the meeting at which a member of the Management Committee retires in manner aforesaid may fill the vacated office by

electing a person thereto, and in default the retiring member of the Management Committee shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Management Committee shall have been put to the meeting and lost.

42. No person other than a member of the Management Committee retiring at the meeting shall unless recommended by the Management Committee be eligible for election to the office of member of the Management Committee at any General Meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
43. The Company may from time to time by ordinary resolution increase or reduce the number of members of the Management Committee, and may also determine in what rotation the increased or reduced number is to go out of office.
44. The Management Committee shall have power at any time, and from time to time, to appoint any person to be a member of the Management Committee, either to fill a casual vacancy or as an addition to the existing members of the Management Committee, but so that the total number of members of the Management Committee shall not at any time exceed any maximum number fixed in accordance with these Articles. Any member of the Management Committee so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the members of the Management Committee who are to retire by rotation at such meeting.
45. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of the Management Committee before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member of the Management Committee.
46. The Company may by ordinary resolution appoint another person in place of a member of the Management Committee removed from office under the immediately preceding Article. Without prejudice to the powers of the Management Committee under Article 44 the Company in General Meeting may appoint any person to be a member of the Management Committee either to fill a casual vacancy or as an additional member of the Management Committee. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a member of the Management Committee on the day on which the member of the Management Committee in whose place he is appointed was last elected a member of the Management Committee.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

47. The Management Committee 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 decided by a majority of votes. In the case of an equality of votes the chairman

shall have a second or casting vote. A member of the Management Committee may, and the secretary on the requisition of a member of the Management Committee shall, at any time summon a meeting of the Management Committee. It shall not be necessary to give notice of a meeting of the Management Committee to any member of the Management Committee for the time being absent from the United Kingdom.

48. The quorum necessary for the transaction of the business of the Management Committee may be fixed by the Management Committee, and unless so fixed shall be four.
49. The continuing members of the Management Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the Management Committee, the continuing members or member of the Management Committee may act for the purpose of increasing the number of members of the Management Committee to that number, or of summoning a General Meeting of the Company, but for no other purpose.
50. The Management Committee may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members of the Management Committee present may choose one of their number to be chairman of the meeting.
51. The Management Committee may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee and shall report all acts and proceedings to the Management Committee as soon as is reasonably practicable.
52. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
53. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
54. All acts done by any meeting of the Management Committee or of a committee of the Management Committee, or by any person acting as a member of the Management Committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
55. A resolution in writing, signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee, shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.

SECRETARY

56. The secretary shall be appointed by the Management Committee for such term, at such remuneration and upon such conditions as the Management Committee may think fit; and any secretary so appointed may be removed by it: Provided always that no member of the Management Committee may occupy the salaried position of secretary.
57. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Management Committee and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Management Committee and as, or in place of, the secretary.

THE SEAL

58. The Management Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Management Committee or of a committee of the Management Committee authorised by the Management Committee in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

ACCOUNTS

59. The Management Committee shall cause accounting records to be kept in accordance with the Act.
60. The accounting records shall be kept at the registered office of the Company or, subject to Section 222 of the Act at such other place or places as the Management Committee thinks fit, and shall always be open to the inspection of the officers of the Company.
61. The Management Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Management Committee or any of them shall be open to the inspection of members not being members of the Management Committee, and no member (not being a member of the Management Committee) shall have any right of inspecting any account or book or document of the company except as conferred by statute or authorised by the Management Committee or by the Company in General Meeting.
62. The Management Committee shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act.
63. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report, and Management Committee's report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

64. Auditors shall be appointed and their duties regulated in accordance with Part XI Chapter V of the Act.

NOTICES

65. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
66. Notice of every general meeting shall be given in any manner herein-before authorised to:-
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
 - (c) the auditor for the time being of the Company; and
 - (d) each member of the Management Committee.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

67. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

68. The Management Committee may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:-
- (i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
 - (ii) The conduct of members of the Company in relation to one another, and to the Company's servants.

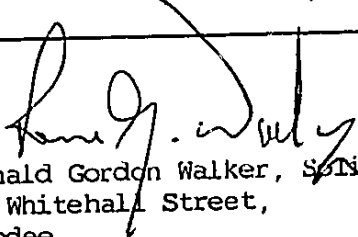
(iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.

(iv) The procedure at general meetings and meetings of the Council and Committees of the Management Committee in so far as such procedure is not regulated by these presents.

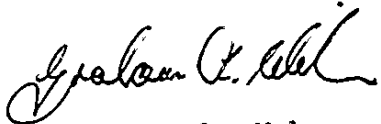
(v) And, generally, all such matters as are commonly the subject matter of Company rules.

The Company in General Meeting shall have the power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Management Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

Names, addresses and descriptions of Subscribers


Ronald Gordon Walker, Solicitor,
11 Whitehall Street,
Dundee

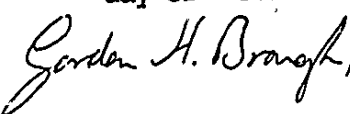
(Home Address: Taycliff, 20 Dundee Road, West Ferry, Dundee)


Graham Alexander Wilson, Solicitor,
11 Whitehall Street,
Dundee

(Home Address: 75 Monifieth Road, Broughty Ferry, Dundee.

Dated at Dundee this Sixth day of June 1986.

Witness to the above Signatures:-

 Gordon H. Brangh, Solicitor, 11 Whitehall Street,
Dundee.

G

COMPANIES FORM No. 10

Statement of first directors and secretary and intended situation of registered office

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

Please complete
legibly, preferably
in black type, or
bold block lettering

For official use

98885/4

Name of company

* Insert full name
of company

* ST AIDANS PROJECT ASSOCIATION LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

100 St Vincent Street, Broughty Ferry, Dundee	
Postcode	DD5 2EZ

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

Messrs Thornton Oliver W.S. 11 Whitehall Street, Dundee	
Postcode	DD1 4AE

Number of continuation sheets attached (see note 1)

0

Presenter's name address and
reference (if any):

MESSRS THORNTON OLIVER W.S.
11 WHITEHALL STREET
DUNDEE
DD1 4AE

For official Use	
General Section	Post room
COMPANIES REGISTRATION - 9.11.1986 11.11.1986	

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		LUIGI GUISEPPE HURRELL	
Previous name(s) (note 3)		NONE	
Address (notes 4 & 7)		22 FAIRHILL CRESCENT, PERTH	
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		<i>L. Hurrell</i>	
		Date 6th June 1986	

Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date	

delete if the form is
signed by the
subscribers

<i>Robert Quinn</i>	
Signature of agent on behalf of subscribers	
Date 6th June 1986	

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) RONALD GORDON WALKER		Business occupation	
		WRITER TO THE SIGNET	
Previous name(s) (note 3) NONE		Nationality	
Address (note 4) "TAY CLIFF ", 20 DUNDEE ROAD,		BRITISH	
WEST FERRY, DUNDEE		Date of birth (where applicable)	
	Postcode DD5 1LX	(note 6) N.A.	
Other directorships † EISHKEN ESTATE LIMITED: WHITEHALL THEATRE (DUNDEE) LIMITED			
I consent to act as director of the company named on page 1			
Signature <i>Ronald Gordon Walker</i>		Date 6th June 1986	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3) GRAHAM ALEXANDER WILSON		Business occupation	
		SOLICITOR	
Previous name(s) (note 3) NONE		Nationality	
Address (note 4) 75 MONIFIETH ROAD,		BRITISH	
BROUGHTY FERRY, DUNDEE		Date of birth (where applicable)	
	Postcode DD5 2SA	(note 6) N.A.	
Other directorships † NONE			
I consent to act as director of the company named on page 1			
Signature <i>Graham A. Wilson</i>		Date 6th June 1986	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)			
		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	