



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

Company No. 163596

The Registrar of Companies for Scotland hereby certifies that  
LESBIAN, GAY & BISEXUAL COMMUNITY PROJECT LIMITED

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

Given at Companies House, Edinburgh, the 21st February 1996



\*NSC163596L\*

**J. HENDERSON**

Registrar Of Companies



**C O M P A N I E S   H O U S E**



COMPANIES HOUSE

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

# 12

100500

Company Name in full

LESBIAN, GAY & BISEXUAL COMMUNITY  
PROJECT LIMITED



\*F012001J\*

I, TIMOTHY MARTIN HOPKINS

of 2 ALBERT PLACE, EDINBURGH, EH7 5HN

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 of the  
Companies Act 1985]<sup>†</sup> and that all the requirements of the Companies Act  
1985 in respect of the registration of the above company and of matters  
precedent and incidental to it have been complied with.

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

Declarant's signature

T.M.H.

Declared at

EDINBURGH

the

THIRTEENTH

day of

FEBRUARY

One thousand nine hundred and ninety

SIX

† Please print name.

before me

GEORGE JOHN SCOTT

Signed

George Scott

Date

13 - 2 - 96

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

T.M. HOPKINS

2 ALBERT PLACE, EDINBURGH, EH7 5HN

Tel 0131-553 1459

DX number

DX exchange



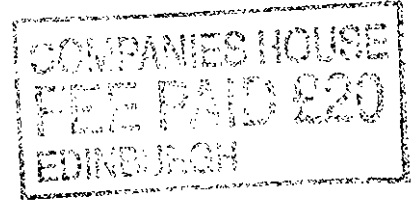
SCT \*SG2DJJ2R\* 702  
COMPANIES HOUSE 15/02/96

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff  
for companies registered in England and Wales  
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh



Company Limited by Guarantee and not having Share Capital

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MEMORANDUM of ASSOCIATION

of

LESBIAN, GAY & BISEXUAL COMMUNITY PROJECT LIMITED

1. The name of the Association (hereinafter called "the Company") is "LESBIAN, GAY & BISEXUAL COMMUNITY PROJECT LIMITED".

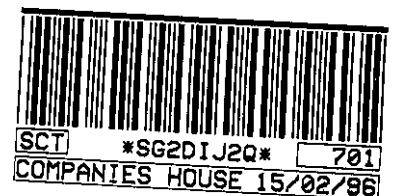
2. The registered office of the Company will be situated in Scotland.

3. The Company's objects are:

(a) To benefit the Community by the preservation and protection of the good health both physical and mental of gay men, lesbians and bisexual people in Scotland. To provide health education for the benefit of such persons.

(b) In furtherance of the said objects, but not further or otherwise, the Company shall have the following powers:

- i. To manage and run a Community Centre in the city of Edinburgh, for the benefit of gay men, lesbians and bisexuals.
- ii. Subject to such consents as may be required by law, 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.
- iii. To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and provided also that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.
- iv. To lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company.
- v. To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- vi. To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other securities or obligations of any other company.
- vii. 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.



- viii. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects.
- ix. Subject to such consents as may be required by law, 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.
- x. Subject to Clause 4 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.
- xi. To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows or other dependants.
- xii. To make payments towards insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act.
- xiii. To subscribe to, become a member of, or amalgamate or cooperate 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 or Northern Ireland) 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 4 hereof and to purchase or otherwise acquire and undertake all such 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.
- xiv. To establish and support or aid the establishment and support of any 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.
- xv. 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.
- xvi. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- xvii. 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 a manner as allowed by law, having regard to such trusts.
- ii. The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- iii. The Company shall not sell, mortgage, charge or lease any property which it holds without such authority, approval or consent as may be required by law, and as regards any such property the Board of Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by law by any court or body over such Board of Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no member of its Board of Directors 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 its Board of Directors for any services rendered to the Company;

(b) of interest on money lent by any member of the Company or of its Board of Directors at a rate per annum not exceeding 2 per cent more than the minimum lending rate prescribed for the time being by a clearing bank selected by the Board of Directors or 3 per cent whichever is the greater;

(c) of reasonable or proper rent for premises demised or let by any member, officer or servant;

(d) to any officer or servant of the Company of reasonable out of pocket expenses.

5. The liability of the members is limited.

6. 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/she is a member, or within one year after she/he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he/she ceases to be a member, and of the rights of the contributors among themselves, such amounts as may be required not exceeding one pound.

7. 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 amongst the members of the Company, but shall be given or transferred to some other charitable institution or institutions within the UK or elsewhere, such 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 4 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.

*T.M.H.*

TIMOTHY MARTIN HOPKINS  
2 ALBERT PLACE  
EDINBURGH,  
EH7 5HN  
13/2/96

*IAN DUNN*

IAN CAMPBELL DUNN  
30 Gayfield Square  
Edinburgh  
EH1 3PA

13 February 1996

*Paul Bryan*

PAUL JOHN SIMON BRYAN-LOUSON  
49 (3F) EBBEST  
EDINBURGH  
EH6 7RP  
13/2/96.

All in the presence of.

*George J Scott* Witness

GEORGE JOHN SCOTT  
NOTARY PUBLIC  
4 GAYFIELD SQUARE  
EDINBURGH.

# The Companies Acts 1985 to 1989

Company Limited by Guarantee and not having Share Capital

## ARTICLES of ASSOCIATION

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of

## LESBIAN, GAY & BISEXUAL COMMUNITY PROJECT LIMITED

### GENERAL

1. In these Articles the words in the first column below shall have the meanings set out opposite them respectively in the second column, unless the context otherwise requires:

<u>Words</u>	<u>Meanings</u>
The Act	The Companies Act 1985
These presents	These Articles of Association and the regulations of Lesbian, Gay & Bisexual Community Project Limited from time to time in force
The Company	The above named Company
The Board of Directors	The Board of Directors for the time being of the Company
The Office	The registered office of the Company
The Seal	The common seal of the Company
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in visible form
Mental incapacity / mentally incapable	Mental disorder as defined within the Mental Health Act 1983

And words importing the singular number only shall include the plural number, and vice versa;

words importing the feminine gender only shall include the masculine gender and vice versa; and

subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of members with which the Company proposes to be registered is unlimited.

3. The provisions of sections 191(7), 352 and 353 of the Act shall be observed by the Company and 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.

4. The Company is established for the objects declared in the Memorandum of Association.

## MEMBERS

5. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership under Article 6 shall be members of the Company.

## ADMISSION TO MEMBERSHIP

6. (1) Any person over the age of 18 years who is in sympathy with the objects of the Company may apply in writing to the Board of Directors for membership of the Company.  
(2) The Board of Directors may request attendance as an observer at six consecutive meetings of the Board of Directors and other such information and declarations as may reasonably be required from an applicant before granting membership.  
(3) The Board of Directors shall not reject an application without sufficient reason.

## RIGHTS OF MEMBERS

7. The rights of members of the Company in regard to the Company's activities (other than in regard to voting, receiving notice of, attending and speaking at General Meetings, eligibility for membership of the Board of Directors and other matters expressly provided for in these Articles) shall be determined from time to time by the Board of Directors.

## TERMINATION OF MEMBERSHIP

8. A member may terminate her/his membership of the Company by giving notice in writing to the Secretary.

## SUBSCRIPTIONS

9. No member of the Company shall pay subscriptions.

## EXPULSION OF MEMBERS

10. If the Board of Directors resolves, by a majority of not less than two thirds of the members of the Board of Directors present and voting at a meeting of such Board at which not fewer than four members of the Board shall be present, that a member should be excluded from the Company for conduct which in the opinion of the Board of Directors is contrary or prejudicial to the interests of the Company, the member in question shall immediately cease to be a member of the Company, and, notwithstanding anything in these Articles, shall not be re-admitted to membership unless the Board of Directors are satisfied from his/her conduct that re-admission should be permitted. The member and the Board of Directors shall have at least ten clear days notice in writing of the meeting of the Board at which such resolution shall be voted upon, and the notice shall give particulars of the complaint against the member. The member may attend the said meeting and shall be given all reasonable and proper opportunity of answering the complaint against him/her, and may be present at the voting and take part and vote in the proceedings.

## GENERAL MEETINGS

11. The Company shall hold a General Meeting in every calendar year, as its Annual General Meeting, at such time and place as may be determined by the Board of Directors, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation or in the following year.

12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

13. The Board of Directors may whenever it thinks 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.

14. Twenty-one days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days notice in writing at the least of every other General Meeting (exclusive in every case of both of the day on which it is served and of the day for which it is given), specifying the place, the day and the general nature of the business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors of the Company) as are under these presents or under the Act entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

15. The accidental omission to give any notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolutions passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board of Directors and of the Auditors, the election of Directors and the appointment of, and the fixing of the remuneration of, the Auditors.

17. No business shall be transacted at any General Meeting, except the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business. Save as hereinafter otherwise provided, three or one tenth (whichever shall be the greater) of the members of the Company personally present shall be a quorum.

18. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be dissolved.

19. The Chairperson (if any) of the Board of Directors shall preside as Chairperson at every General Meeting, but if there is no such Chairperson, or if at the meeting she/he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside, the members present shall choose some member of the Board of Directors, or, if no such member be present, or if all members of the Board of Directors present decline to take the chair, they shall choose some other member who shall be present to preside.

20. The Chairperson may, with the consent of the majority of the members at 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 business which might have been transacted at the meeting from which the adjournment originated. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of



hands, demanded by the Chairperson or by at least three of the members of the Company present in person or by proxy, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded, a declaration by the Chairperson of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or has been lost, or not carried by a particular majority, and an entry to that effect in the Minute Book 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 that resolution. The demand for a poll may be withdrawn.

22. Subject to the provisions of Article 23, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

23. No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

25. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

26. Subject as hereinafter provided, every member of the Company shall have one vote.

27. Save as herein expressly provided no member other than a member duly registered shall be entitled to vote on any question at any General Meeting.

28. The Chairperson shall have no vote at any General Meeting or meeting of the Board of Directors of the Company except:

- (a) where there is an equality of votes
- (b) on a vote relating to admission to membership
- (c) on a vote relating to expulsion from membership

in which cases the Chairperson shall be entitled to a vote.

29. In the case of there being a vote requiring a proportion of the votes of the members, and a proportion resulting in a fraction, such number shall be rounded down to the nearest whole number.

30. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy need not be a member.

31. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.

32. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy thereof, shall be deposited at the registered office of the Company not less than forty-eight hours before the time appointed for the holding of the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall be invalid.

33. Unless notice shall be given to the Company of the death or insanity of the principal, or of its revocation, a vote given in accordance with an instrument of proxy shall be valid.

34. Any instrument of proxy shall be in the following form:

" I  
of  
a member of Lesbian, Gay & Bisexual Community Project Limited  
hereby appoint  
of  
to vote for me and on my behalf at the (Annual or Extraordinary, or adjourned,  
as the case may be) General Meeting of the Company  
to be held on  
and at every adjournment thereof.

As witness my hand this                      day of                      19                      "

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### ASSOCIATE MEMBERS

35. There may be Associate Members of the Company. Associate Membership shall be honorary and the holders shall not be members of the Company or Directors. They shall be entitled (subject as provided in Article 66 hereof) to receive notice of and to attend and speak at General Meetings of the Company but shall not be entitled to vote at such meetings.

36. Any Associate Member shall remain an Associate Member until the conclusion of the General Meeting of the Company on or next following the anniversary of his/her becoming an Associate Member, or until he/she resigns his/her position by notice in writing delivered to the Office, or until he/she shall be removed by a resolution of the Board of Directors which has received the affirmative vote of not less than two thirds of every Director voting thereon. Any Associate Member ceasing to be such under this Article shall be eligible for re-appointment.

37. Associate Members may be appointed at any time or times (without limit in number) by the Board of Directors.

38. The Board of Directors shall be entitled to confer at any time or times upon any Associate Member any of the rights which it is entitled to confer upon members of the Company under Article 7 and may at any time or times withdraw any rights so conferred.

#### BOARD OF DIRECTORS

39. Until otherwise determined by a General Meeting, the number of Directors shall not be less than three nor more than ten.

40. The Board of Directors may from time to time and at any time appoint any member of the Company as a Director, either to fill a casual vacancy or by way of addition to the Board of Directors. Any member so appointed shall retain her/his office only until the next Annual General Meeting, but she/he shall then be eligible for re-election.

#### POWERS OF THE BOARD OF DIRECTORS

41. The business of the Company shall be managed by the Board of Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, and establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by statute or by these presents required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations

of these presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or 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 Board of Directors which would have been valid if such regulation had not been made.

42. The members for the time being of the Board of Directors may act notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be or be reduced to fewer than three, it shall be lawful for the remaining Directors to act as the Board of Directors for the purposes of admitting persons to membership of the Company, filling up vacancies in their body under Article 40, or of summoning a General Meeting, but not for any other purpose.

#### SECRETARY

43. The Secretary shall be appointed by the Board of Directors for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283(1)-(3) and 284 of the Act shall apply and be observed. The Board of Directors may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### THE SEAL

44. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors and of the Secretary or such person other than the Secretary as the Board of Directors may appoint for the purpose; and the said Directors and Secretary or other person as aforesaid shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### DISQUALIFICATION OF DIRECTORS

45. The office of a Director shall be vacated:

- A. If a receiving order is made against him/her or he/she makes any arrangement or composition with his/her creditors.
- B. If she/he becomes mentally incapable.
- C. If he/she ceases to be a member of the Company.
- D. If by notice in writing to the Company she/he resigns her/his office.
- E. If he/she ceases to hold office by reason of any order made under sections 295 to 299 and Schedule 12 to the Act.
- F. If she/he is removed from office by a resolution duly passed pursuant to sections 303 and 304 of the Act.
- G. If he/she shall cease to be a member of the Company pursuant to Article 8 or 10.

There shall be no retiring age for Directors, and section 293 of the Act shall not apply.

46. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract, arrangement, or dealing with the Company, shall declare the nature of her/his interest at a meeting of the Board of Directors, and subject thereto and subject to the right of the remaining Directors to resolve that she/he withdraw and not vote on the particular matter, she/he may be counted in the quorum present at any meeting of the Board of Directors whereat such contract, arrangement or dealing with the Company is considered or entered into and may vote in respect thereof.

## ROTATION OF DIRECTORS

47. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one third of the Directors for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire from office.

48. The Directors to retire shall be those who have been longest in office since their last election or appointment. As between Directors of equal seniority, the Directors to retire shall be, in the absence of agreement, selected from among them by lot. The length of time a Director has been in office shall be computed from his/her last election or appointment. A retiring Director shall be eligible for re-election.

49. The Company may, at the Meeting at which a Director retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself/herself 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 Director shall have been put to the Meeting and lost.

50. No person not being a Director retiring at the Meeting shall, unless recommended by the Board of Directors for election, be eligible for election to membership of the Board of Directors at any General Meeting, unless within the prescribed time before the day appointed for the Meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the Meeting for which such notice is given, of her/his intention to propose such person to be elected, and also notice in writing signed by that person of her/his willingness to be elected. The prescribed time above mentioned shall be that between the date when the notice is served, or deemed to be served, and the day appointed for the Meeting there shall be not less than four nor more than twenty-eight intervening days.

51. The Company may from time to time in General Meeting increase or reduce the number of Directors and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

## PROCEEDINGS OF THE BOARD OF DIRECTORS

52. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum of Directors necessary for the transaction of business. Unless otherwise determined, three or one third (whichever shall be the greater) of the Directors shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. Each Director shall have one vote only, except the Chairperson as herein provided.

53. A Director or the Secretary of the Company may, and on the request of any three or one half (whichever shall be the greater) of the Directors or the Secretary shall, at any time, summon a meeting of the Board of Directors by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

54. The Board of Directors shall from time to time elect from the Directors a Chairperson, a Treasurer, and such other officers as it may from time to time think fit, and may determine their duties and for what periods they are respectively to hold office. The Chairperson shall be entitled to preside at all meetings of the Board of Directors so long as he/she is a member of the Company. If no such Chairperson be elected, or if at any meeting the Chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Directors present may choose one of their number to be Chairperson of the meeting.

55. A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulation of the Company for the time being vested in the Board of Directors generally.

56. The Board of Directors may delegate any of their powers to sub-committees consisting of such Director or Directors or other persons as the Board of Directors shall think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board of Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board of Directors. All acts and proceedings of any such sub-committee or sub-committees shall be reported back as soon as possible to the Board of Directors.

57. All acts bona fide done by any meeting of the Board of Directors or of any sub-committee of the Board of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director 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 or had duly continued in office and was qualified to be a Director.

58. The Board of Directors shall cause proper minutes to be made of all appointments of officers made by the Board of Directors, and of the proceedings of all meetings of the Company and of the Board of Directors and of sub-committees of the Board of Directors, and of all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

59. A resolution in writing signed by three or two thirds (whichever shall be the greater) of the members for the time being of the Board of Directors or of any sub-committee of the Board of Directors who are entitled to receive notice of a meeting of the Board of Directors or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors or of such sub-committee duly convened and constituted. Any such resolution may be in several documents in the like form, each signed by one or more of the members of the Board of Directors or of such sub-committee.

## ACCOUNTS

60. The Board of Directors shall cause accountancy records to be kept in accordance with sections 221-223 of the Act.

61. The books of account shall be kept at the Office, or, subject to section 222 of the Act, at such other place or places as the Board of Directors shall think fit, and shall always be open to the inspection of the members of the Board of Directors.

62. The Board of Directors 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 Company, or any of them, shall be open to the inspection of members (not being Directors) and no such member shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board of Directors or by the Company in General Meeting.

63. At the Annual General Meeting in every year the Board of Directors shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account, since the incorporation of the Company) made up to date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Directors and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to

accompany the same shall, not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings, in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241 of the Act.

#### AUDIT

64. Auditors shall be appointed and their duties regulated in the manner provided by sections 236, 237, 241, 262, 384-392 and 713 of the Act or any statutory modification thereof for the time being in force.

#### NOTICES

65. A notice may be served by the Company upon any member or Associate Member of the Company either personally or by sending it through the post in a pre-paid letter addressed


- i. in the case of notice to a member, to such member at his/her registered address as appearing in the register of members, or
- ii. in the case of notice to any Associate Member, to the Associate Member in question at such address in the United Kingdom as shall have been most recently notified to the Company as being his/her address for service of notices.

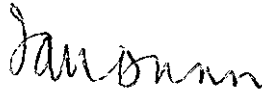
66. Any member of the Company described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon her/him, shall be entitled to have notices served upon her/him at such address, but, save as aforesaid and as provided by the Act, only those members of the Company who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company. Any Associate Member of the Company who has not notified the Company of an address in the United Kingdom for service of notices shall not be entitled to receive notices of General Meetings from the Company.

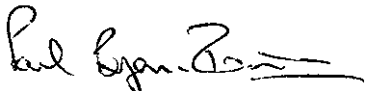
67. Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a pre-paid letter.

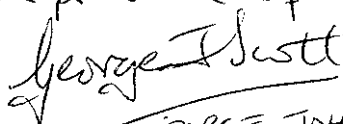
#### DISSOLUTION

68. Clause 7 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.

  
TIMOTHY MARTIN HOPKINS  
2 ALBERT PLACE  
EDINBURGH  
EH7 5HN  
13/2/96

  
IAN CAMPBELL DUNN  
30 Gayfield Square  
Edinburgh EH1 3PA  
13 February 1996

  
PAUL JOHN SIMON BEGGS-JOHNSON  
49 (3F) ELBERT  
EDINBURGH  
EH6 7HP  
13/2/96.

All in the presence of  


GEORGE JOHN SCOTT  
NOTARY PUBLIC, 4 GAYFIELD SQUARE, EDINBURGH.



COMPANIES HOUSE

10

Please complete in typescript,  
or in bold black capitals.

First directors and secretary and intended situation of  
registered office

Notes on completion appear on final page

188558

Company Name in full

LESBIAN, GAY & BISEXUAL COMMUNITY  
PROJECT LIMITED



\*F010001H\*

Proposed Registered Office

58a BROUGHTON STREET

(PO Box numbers only, are not acceptable)

Post town

EDINBURGH

County / Region

LOTHIAN

Postcode

EH1 3SA

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

1

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

T.M. HOPKINS

2 ALBERT PLACE, EDINBURGH, EH7 5HN

Tel 0131-553 1459

DX number

DX exchange



SCT \*SG2DKJ2S\* 703  
COMPANIES HOUSE 15/02/96

Form revised March 1995

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

# Company Secretary (see notes 1-5)

Company name

LESBIAN, GAY & BISEXUAL COMMUNITY PROTECT LIMITED

NAME \*Style / Title

\*Honours etc

Forename(s)

TIMOTHY MARTIN

Surname

HOPKINS

Previous forename(s)

Previous surname(s)

Address

2 ALBERT PLACE

## Usual residential address

For a corporation, give the registered or principal office address.

Post town

EDINBURGH

County / Region

LOTHIAN

Postcode

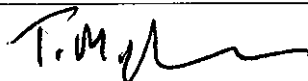
EH7 5HN

Country

SCOTLAND

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

Consent signature

T.M. 

Date

13/2/96

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

IAN CAMPBELL

Surname

DUNN

Previous forename(s)

Previous surname(s)

Address

30 GATFIELD SQUARE

## Usual residential address

For a corporation, give the registered or principal office address.

Post town

EDINBURGH

County / Region

LOTHIAN

Postcode

EH1 3PA

Country

SCOTLAND

Day Month Year

Date of birth

1 5 43

Nationality

SCOTTISH

Business occupation

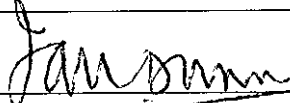
LOCAL GOVERNMENT OFFICER

Other directorships

SHRG PROPERTIES (SCOTLAND) LTD.; CALOSA PUBLISHING LTD.; CENTRAL TIMES LTD.; MANSFIELD TRAQUAIR TRUST LTD.

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

Consent signature

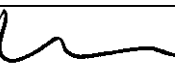
Ian Dunn 

Date

13/2/96



**Directors** (continued) (see notes 1-5)

<b>NAME</b>	<b>*Style / Title</b>			<b>*Honours etc</b>		
<b>* Voluntary details</b>	<b>Forename(s)</b>	TIMOTHY MARTIN				
	<b>Surname</b>	HOPKINS				
	<b>Previous forename(s)</b>					
	<b>Previous surname(s)</b>					
	<b>Address</b>	2 ALBERT PLACE				
<b>Usual residential address</b>						
For a corporation, give the registered or principal office address.	<b>Post town</b>	EDINBURGH				
	<b>County / Region</b>	LOTHIAN	<b>Postcode</b>	EH7 5HN		
	<b>Country</b>	SCOTLAND				
		Day	Month	Year		
	<b>Date of birth</b>	11	11	57	<b>Nationality</b>	BRITISH
	<b>Business occupation</b>	UNIVERSITY LECTURER				
	<b>Other directorships</b>	SHRG PROPERTIES (SCOTLAND) LTD.; CALOSA PUBLISHING LTD.; PRIDE SCOTLAND LTD.				
	I consent to act as director of the company named on page 1					
	<b>Consent signature</b>	T.M. 			<b>Date</b>	13/2/96

**This section must be signed by****Either****an agent on behalf of all subscribers****Signed****Date****Or the subscribers****( i.e those who signed as members on the memorandum of association).****Signed**T.M. **Date**13/2/96**Signed**Jan Dunn.**Date**13/2/96.**Signed**Paul Lyon-Rose**Date**13/2/96.**Signed****Date****Signed****Date****Signed****Date**

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

# Company Secretary (see notes 1-5)

Company name **LESBIAN, GAY & BISEXUAL COMMUNITY PROJECT LIMITED**

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

## Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

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

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

## Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

24

3

60

Nationality

BRITISH

Business occupation

ADVERTISING MANAGER

Other directorships

SHAG PROPERTIES (SCOTLAND) LTD.

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

Consent signature

Date

13/2/96