



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

Company No. 174188

The Registrar of Companies for Scotland hereby certifies that

ORCADIA MOVEMENT LTD.

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 8th April 1997



\*NSC174188K\*

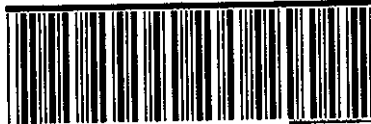
**J. HENDERSON**

Registrar Of Companies



C O M P A N I E S H O U S E

*Please complete in typescript,  
or in bold black capitals.*

**Declaration on application for registration****Company Name in full**SCT \*STESFUIV\* 282  
COMPANIES HOUSE 02/04/97

ORCADIA MOVEMENT LTD.

I, ANDREW COCKBURN signing on behalf

of OSWALDS OF EDINBURGH LIMITED

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]† 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**

Declared at

16 ST MICHAEL STREET BRECON POWYS LD3 9AB

on the

2nd April 1997

① Please print name.

before me ①

GEORGE KEPPE

**Signed****Date**

2.4.97

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.

OSWALDS

24 GREAT KING STREET EDINBURGH

EH3 6QN

Tel 0131 557 6966

DX number

DX exchange

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 DX 235 Edinburgh**  
for companies registered in Scotland

Company Number:

The Companies Acts 1985 to 1989

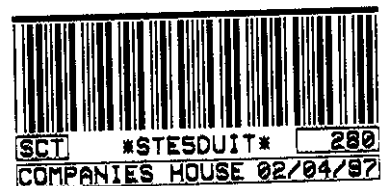
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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# **MEMORANDUM AND ARTICLES OF ASSOCIATION**

ORCADIA MOVEMENT LTD.

Incorporated the , 19



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Oswalds  
Registration Agents  
24 Great King Street,  
Edinburgh, EH3 6QN  
Telephone 0131-557-6966  
Fax 0131-556-2917

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

174168

MEMORANDUM OF ASSOCIATION OF

**ORCADIA MOVEMENT LTD.**

1. The Company's name is **ORCADIA MOVEMENT LTD.**
2. The Company's registered office is to be situated in Scotland.
3. The Company's objects are:-
  - (i) (a) To relieve the sickness, distress and suffering and generally promote the benefit of persons with special needs and/or learning difficulties;
  - (b) To advance the education of persons with special needs and/or learning difficulties through the imparting of expressive arts skills as a tool to enable the recipient, irrespective of disability, to improve his/her conditions of life by utilising these new communicative skills in whatever form he/she desires;
  - (c) To advance education by associating and integrating persons with severe learning difficulties, profound physical and/or mental handicaps and persons without disabilities; and
  - (d) To promote and support the conservation and restoration of the natural environment, and the relief of human suffering.

In furtherance of the above objects but not further or otherwise the Company shall have the following powers:-

(ii) (a) 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.

(b) 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.

(c) 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.

(d) 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.

(e) 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.

(f) 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.

(g) 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.

(h) 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.

(i) 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.

(j) 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.

(k) 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.

(l) 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 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.

(m) 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.

(n) 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.

(o) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.

(p) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

Provided that:-

(a) 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.

(b) 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.

(c) 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;

5. The liability of the members is limited.

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

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 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 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 subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

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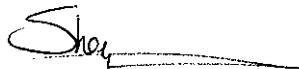
Names and addresses of Subscribers

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1. Jordans (Scotland) Limited  
24, Great King Street,  
Edinburgh.  
EH3 6QN



2. Oswalds of Edinburgh Limited  
24, Great King Street,  
Edinburgh.  
EH3 6QN



---

Dated this 2nd day of April, 1997.

Witness to the above Signatures:-

Cathie Balneaves,  
24, Great King Street,  
Edinburgh.  
EH3 6QN



Company Registration Agent



## THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

## ARTICLES OF ASSOCIATION OF

## ORCADIA MOVEMENT LTD.

## PRELIMINARY

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985 but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

(c) Clauses 2 to 35 inclusive, 54, 55, 57, 59, 101, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Company.

(d) In Clause 1 of Table A the definition of "the holder" shall be omitted.

## MEMBERS

2. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company. No person shall be admitted a Member of the Company unless he is approved by the Directors. Every person who wishes to become a Member shall deliver to the Company an application for membership in such form as the Directors require executed by him.

3. Subject to the provisions of any Rules or Bye Laws made pursuant to these Articles a Member may at any time withdraw from the Company by giving at least

seven clear days' notice to the Company. Membership shall not be transferable and shall cease on death.

#### NOTICE OF GENERAL MEETING

4. In clause 38 of Table A:-

(a) In paragraph (b) the words "of the total voting rights at the meeting of all the Members" shall be substituted for "in nominal value of the shares giving that right" and

(b) The words "The notice shall be given to all the Members and to the Directors and Auditors" shall be substituted for the last sentence.

(c) The following shall be added after the words "shall specify the meeting as such":- "Provided that the notice shall contain particulars of any Directors who are to retire by rotation or otherwise at the meeting and of any persons who are to be proposed for appointment or re-appointment as Directors at the meeting."

#### PROCEEDINGS AT GENERAL MEETINGS

5. (a) If a quorum is not present within half an hour from the time appointed for a meeting, or if during a meeting such a quorum ceases to be present, the meeting if convened on the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.

(b) Clause 41 of Table A shall not apply to the Company.

6. The words "and at any separate meeting of the holders of any class of shares in the Company" shall be omitted from clause 44 of Table A.

7. In clause 45 of Table A the second and third sentences shall be omitted and the following words substituted therefor:-

"When a meeting is adjourned for twenty-one days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting. The provisions of clause 38 of Table A (as amended by these Articles) with respect to the notice to be given of the business to be conducted at a meeting shall apply to such notice of an adjourned meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting".

8. Paragraph (d) of clause 46 of Table A shall be omitted.

#### VOTES OF MEMBERS

9. On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

## APPOINTMENT OF DIRECTORS

10. (a) The maximum number and minimum number respectively of the Directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be two.

(b) Clause 64 of Table A shall not apply to the Company.

11. Clauses 65 to 69 inclusive of Table A (alternate Directors) shall not apply to the Company. The clauses of Table A which apply to the Company shall be construed as if reference to alternate Directors were omitted therefrom.

12. Clause 73 of Table A shall be amended by the addition thereto of the following:-

"Provided however that in the event of default in holding the first or any subsequent annual general meeting the Directors who were due to retire from office at such meeting shall continue in office until such meeting is duly held, when the provisions of these Articles with respect to retirement shall take effect as if such meeting had taken place timeously".

13. (a) The words "stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Company's register of directors" shall be omitted from clause 76 of Table A.

(b) The second sentence of clause 77 of Table A shall be omitted.

## DIRECTORS' EXPENSES

14. The words "of any class of shares or" shall be omitted from clause 83 of Table A.

## PROCEEDINGS OF DIRECTORS

15. (a) A Director may vote at any meeting of the Directors or of any Committee of the Directors on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has directly or indirectly any kind of interest whatsoever and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting, PROVIDED THAT a Director shall not vote on either his conditions of service, or on the emoluments attaching thereto.

(b) Clauses 94 to 97 (inclusive) of Table A shall not apply to the Company.

## MINUTES

16. The words "of the holders of any class of shares in the Company" shall be omitted from clause 100 of Table A.

## NOTICES

17. The second sentence of clause 112 of Table A shall be omitted.

18. The words "or of the holders of any class of shares in the Company" shall be omitted from clause 113 of Table A.

## THE SEAL

19. If the Company has a seal the Directors shall provide for its safe custody and it shall only be used with the authority of the Directors or a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or a second Director. Clause 101 in Table A shall not apply to the Company.

## INDEMNITY

20. (a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.

(c) Clause 118 of Table A shall not apply to the Company.

## RULES OR BYE LAWS

21. The Directors may from time to time make such Rules or Bye Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall 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 Directors and Committees of the Company 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 power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Directors 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.

#### COMPANY NOT FORMED FOR PROFIT

22. (a) Clauses 4 and 7 of the Memorandum of Association relating to the income and property of the Company and to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

(b) Nothing herein shall prevent any payment in good faith by the Company:-

(i) Of reasonable and proper remuneration to any member, officer or employee of the Company (including any Director) for any services rendered to the Company;

(ii) Of reasonable and proper consideration for the purchase by the Company of any property, asset or interest therein from any member, Director or employee of the Company;

(iii) Of interest on money lent by any member, Director or employee of the Company at a reasonable and proper rate per annum;

(iv) Of reasonable and proper rent or other periodic payment for property let or occupied by the Company to any member, Director or employee of the Company, or

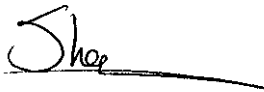
(v) To any Director of reasonable out-of-pocket expenses.

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Names and addresses of Subscribers

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1. Jordans (Scotland) Limited  
24, Great King Street,  
Edinburgh.  
EH3 6QN



2. Oswalds of Edinburgh Limited  
24, Great King Street,  
Edinburgh.  
EH3 6QN



---

Dated this 2nd day of April, 1997.

Witness to the above Signatures:-

Cathie Balneaves,  
24, Great King Street,  
Edinburgh.  
EH3 6QN



Company Registration Agent



JORDANS

21 St Thomas Street Bristol BS1 6JS

Telephone: 0117 923 0600 Fax: 0117 923 0063

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



SCT \*STE5EUIU\* 261  
COMPANIES HOUSE 02/04/97

Company Name in full

ORCADIA MOVEMENT LTD.

Proposed Registered Office

24 Great King Street

(PO Box numbers only, are not acceptable)

Post town

Edinburgh

County / Region

Postcode

EH3 6QN

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.

X

Agent's Name

Oswalds

Address

24 Great King Street

Post town

Edinburgh

County / Region

Postcode

EH3 6QN

Number of continuation sheets attached

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.

Oswalds

24 Great King Street

Edinburgh

Tel

DX number

DX exchange

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

NAME \*Style Title

\*Honours etc

\* Honour etc details

Forename(s)

Surname

Oswalds of Edinburgh Limited

Previous forename(s)

Previous surname(s)

Address

24 Great King Street

*Usual residential address*

For a corporation, give the registered or principal office address

Post town

Edinburgh

County Region

Postcode

EH3 6QN

Country

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

Consent signature

Date

2.4.97

## Directors (see notes 1-5)

*Please list directors in alphabetical order*

NAME \*Style Title

\*Honours etc

Forename(s)

Surname

Jordans (Scotland) Limited

Previous forename(s)

Previous surname(s)

Address

24 Great King Street

*Usual residential address*

For a corporation, give the registered or principal office address

Post town

Edinburgh

County Region

Postcode

EH3 6QN

Country

Day Month Year

Date of birth

1 6 0 5 7 5

Nationality

Scottish

Business occupation

Company Registration Agent

Other directorships

None

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

Consent signature

Date

2.4.97



**NAME** \*Style Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Oswalds of Edinburgh Limited

Previous forename(s)

Previous surname(s)

**Address**

24 Great King Street

**Usual residential address**

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

Post town

Edinburgh

County / Region

Postcode

EH3 6QN

Country

Day Month Year

Date of birth

1 5 0 6 8 8

Nationality

Scottish

Business occupation

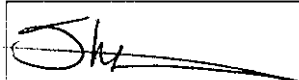
Company Registration Agent

Other directorships

None

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

Consent signature



Date

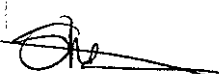
2.4.97

This section must be signed by

*Either*

an agent on behalf of all subscribers

Signed



Date

2/4/97

*Or the subscribers*

(i.e. those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

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.