



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

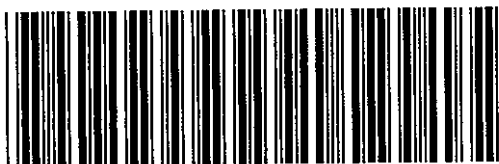
Company No. 181648

The Registrar of Companies for Scotland hereby certifies that

TRANSFORM SCOTLAND 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 18th December 1997



NSC181648J

J. HENDERSON

Registrar Of Companies



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



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

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

101613

Company Name in full



SCT *S1V211XP* 214
COMPANIES HOUSE 12/12/97

TRANSFORM SCOTLAND LIMITED

I, JOHN HARRIS MUIR

of 12 WOODSIDE PLACE GLASGOW G3 7QN

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

J. Harris Muir

Declared at

GLASGOW

the

ELEVENTH

day of

DECEMBER

One thousand nine hundred and ninety

SEVEN

† Please print name.

before me †

BRIAN ALAN DENNISON

Signed

Brian Alan Dennison

Date

11/12/97

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.

| | | |
|-----------|-----------------------------------|-------------|
| | Campbell Riddell Breeze Paterson | |
| | Solicitors | |
| | 12 Woodside Place | |
| | Glasgow G3 7QN Tel | |
| DX number | DX 512202 Glasgow-Sandyford Place | DX exchange |

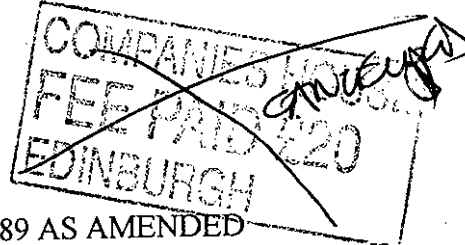
When you have completed and signed the form please send it to the Registrar of Companies at:

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

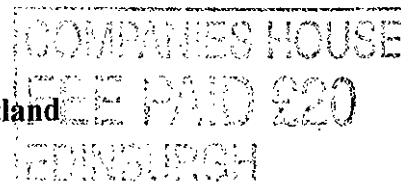
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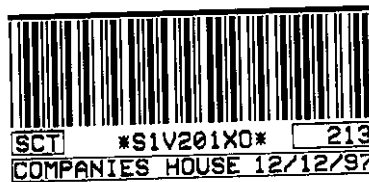
THE COMPANIES ACT 1985 & 1989 AS AMENDED

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF **TRANSform Scotland**



- I The Company's name is TRANSform Scotland Limited
- II The Company's Registered Office is to be situated in Scotland
- III A The Company is established for non-profit making purposes only
- B The objects for which the Company is established include the following:-
 - (1) To work within Scotland, and with respect to Scotland's external links, for environmentally sustainable policies and practices for transport, land use and related matters which enhance social justice and the overall quality of life and reduce the need for intrusive and resource-intensive movement
 - (2) To promote enhanced standards of accessibility, safety and environmental protection and other aspects of quality of life which are affected by transport
 - (3) To promote fiscal, pricing, investment, regulatory, educational and other policies to encourage increased reliance on:-
 - i walking, cycling and public passenger transport
 - ii rail and water-based goods movement
 - (4) To promote, organise and encourage study and research for the advancement of knowledge in matters related to transport
 - (5) To co-operate with other bodies in so far as they have similar aims
- C In furtherance of the objects for which the Company is established, but not otherwise, the Company shall have the following powers:-
 - (1) to promote and organise co-operation in the achievement of the above objects and to that end bring together representatives of relevant bodies, authorities, organisations and individuals;
 - (2) to assist charitable and other bodies, associations, authorities or individuals working to promote aims compatible with those of the Company whether by means of advice, information, material assistance, the provision of grants or otherwise;



- (3) to solicit, obtain collect and receive moneys and funds by way of contributions, donations, affiliation fees, subscriptions, testamentary bequests, grants, loans or otherwise by any lawful means, and to accept and receive gifts of property, whether heritable or moveable;
- (4) to procure and disseminate information;
- (5) to commission and to print, publish, issue and circulate, gratuitously or otherwise, any research, report, periodical, pamphlet, leaflet, book, disk, CD ROM, film, video, sound recording, or other medium or material;
- (6) to arrange and provide for, or to participate in the arranging and providing for, the holding of meetings, conferences, debates, exhibitions, lectures and seminars, and to become involved in other activities, for the promotion of environmentally sustainable transport in Scotland, and to levy such admission or other charges if any which the Company may deem appropriate;
- (7) to purchase, feu, excamb, lease, hire or otherwise acquire any heritable, leasehold or moveable property for occupation or use by the Company, (whether exclusively or in common with any company, association, authority, partnership or natural person); to construct, alter and maintain any offices or other accommodation which may be required in connection with such purposes; to sell or otherwise dispose of or turn to account any such property; to develop, furnish, equip, fit out, maintain, alter, enlarge, improve or renew any heritable or leasehold property owned, leased, occupied or used by the Company;
- (8) to invest and deal with the moneys of the Company not immediately required in or upon such investments, securities or property as may reasonably be thought fit;
- (9) to borrow or raise money on such terms and subject to such security as may reasonably be thought fit; and to secure the repayment of any money borrowed, raised or owing whether by way of mortgage, charge, floating charge, standard security, pledge or lien over the whole or any part of the property and undertaking, present or future, of the Company, and by like mortgage, charge, floating charge, pledge or lien to secure and guarantee the performance of any obligation, commitment or liability which the Company may undertake;
- (10) to draw, make, accept, endorse, discount, execute and issue any cheques, promissory notes, bills or other instruments, and to operate bank accounts;
- (11) to make any charitable donation whether in cash or in kind, and to support, undertake or subscribe to any charitable object, and to establish, promote, join or support any charitable association or body;

- (12) to undertake and execute any charitable trusts, gratuitously or otherwise, whose undertaking may be incidental to the achievement of the objects of the Company or any of them;
- (13) to employ and remunerate any person or persons for services rendered, and to grant pensions, assistance and aid to any person who has served the Company, or to the surviving dependants of any such person; to make contributions towards insurance, and to National Insurance;
- (14) to arrange and maintain policies of insurance against risk, loss or liability to which the members, directors, officers, or voluntary workers may be subject, relative to duties undertaken on the Company's behalf;
- (15) to engage and employ agents, consultants, solicitors, accountants and other advisers, on the usual professional terms;
- (16) to apply for, acquire, and make use of any copyright or other right in intellectual property
- (17) to sell or otherwise dispose of the property, assets or undertaking of the Company or any part thereof, where such may reasonably be thought to be expedient to promote, secure or perpetuate the Company's objects;
- (18) to merge or amalgamate with, take over or otherwise acquire or enter into any arrangement with any company, institution, trust, or association having objects similar to, or compatible with, those of the Company, and which similarly prohibits the distribution of its income or property among its members
- (19) to enter into any arrangement with any authority or organisation, or with any university, polytechnic, college, society, company, partnership or other person, whether natural or juristic:
- (20) to promote or concur in promoting any company for any purpose which may reasonably appear directly or indirectly to be likely to benefit the Company and the furtherance or achievement of any of its objects
- (21) to pay any legal or other costs incidental to the formation and incorporation of the Company
- (22) to do all other things permissible by law which may be incidental to the attainment of the objects for which the Company is established.

BUT ALWAYS SUBJECT TO THE FOLLOWING PROVISOS, VIDELICET:

- (a) should the Company hold or take any property which may be the subject of any trust, then such property shall be dealt with or invested only in such manner as may be permitted by the Trusts (Scotland) Act 1921, and the Trustee Investments (Scotland) Act 1961 or otherwise as allowed under law of Scotland

(b) the Company shall not support with its funds any object, or endeavour to impose on or to procure to be observed, whether by its members or others, any regulation, restriction or condition which if it were an object of the Company would make it a Trade Union or Employers' Association

IV The income and property of the Company shall be applied solely for the promotion of the objects of the Company as set out in this Memorandum of Association, and no portion thereof shall be paid, made over, or transferred, whether directly or indirectly, by way of any profit, dividend or bonus to the members. Nothing herein shall however prevent the Company, acting in good faith, from making any payments relative to the following:

(a) the proper and reasonable remuneration of any member, officer, agent or employee of the Company (including for the avoidance of doubt the making of honoraria to any director, or of allowances to any volunteer), where such relates to services rendered to the Company;

(b) reasonable and proper rent to any member in respect of heritable subjects let to the Company;

(c) out-of-pocket expenses, where these relate to the business of the Company

V The liability of the members is limited


VI Every member of the Company undertakes that in the event of the Company being wound up within their period of membership, or within one year of ceasing membership, they will contribute, for payment of the debts and liabilities of the Company incurred while they were a member, and of the costs, charges and expenses of winding-up, and for the adjustments of the rights of the contributors amongst themselves, such sum as may be required, not exceeding one pound Sterling

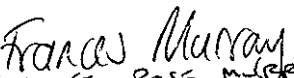
VII If, on the winding-up or dissolution of the Company there remains any surplus or property whatsoever, once all debts and liabilities have been met, the same shall be given or made over to some other body or bodies having objects as near as possible to those of the Company. Such body or bodies shall require to be decided upon by the members prior to dissolution and, insofar as effect cannot be given to this provision, then any such surplus or property may be given to any charitable object.


We, the several persons, whose names, addresses and designations are subscribed hereto, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

SIGNED AT GLASGOW ON

11TH DECEMBER 1997


ROBERT CROMBIE STEWART, SOLICITOR 12 WOODSIDE PLACE GLASGOW


FRANCES ROSE MURRAY, SOLICITOR, 12 WOODSIDE PLACE, GLASGOW

 WITNESS
JOHN HARRIS MUIR SOLICITOR 12 WOODSIDE PLACE GLASGOW

TRANSform Scotland : Articles of Association

1 The regulations contained in Table C in the Schedule of the Companies (Tables A to F) Regulations 1985 shall not apply to the Company but the following shall be the regulations of the Company

Members

2.1 The members of the Company shall be organisations covering all of Scotland and such other organisations as may from time to time be admitted by the Directors. Individuals may be included as members as and when a General Meeting approves a category for individual membership

2.2 Organisations or persons applying for membership who have completed and submitted applications indicating agreement with the Memorandum of Association will be admitted at the discretion of the Company Secretary with provision for appeal to the Directors if applications are refused

2.3 The members of the Company shall be required to pay to the Company an annual subscription. Different rates of subscription may be fixed for different categories of membership. The rates of annual subscription shall be fixed at General Meetings provided that, until so determined, rates of subscription shall be determined by the Directors. Subscription years and arrangements for renewals shall be as determined by the Directors

2.4 A member of the Company shall cease to be a member forthwith upon:-

- failure to renew annual subscription within one month of due date
- delivery to the Company Secretary of a written notice of resignation
- the winding-up of a member organisation or death of an individual member

2.5 The Directors shall be entitled to terminate membership of the Company of any member of the company:-

- who being an individual has become of unsound mind
- who shall become bankrupt or insolvent
- in respect of whose property and undertaking, or any part therefor, a receiver or judicial factor is appointed

2.6 The Company may by resolution passed at a General Meeting of the Company terminate membership of any member of the grounds that such member has brought the Company or the objects of the Company into disrepute or that, due to a change in circumstances since admission to membership, continued membership would be incompatible with the interests of the Company.

2.7 The register of members for the time being of the Company shall be kept by the Company Secretary and shall contain each member's name, address and date of admission, and such register shall, in so far as applicable, comply with the provisions of Section 352 of the Act. A separate register shall be kept of one representative from each member organisation entitled to vote at General Meetings subject to the right of member organisations to appoint substitutes for particular meetings.

General Meetings

3.1 The Company shall hold an Annual General Meeting each year subject to the proviso that the first Annual General Meeting should take place within 15 months of inauguration of the Company. Annual General Meetings shall be held at such times and places as the Directors decide.

3.2 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

3.3 The Directors may convene Extraordinary General Meetings and such Meetings may also be requisitioned by members as provided by Section 368 of the Act.

3.4 Members shall receive 42 clear days of notice for the Annual General Meeting and may submit to the Company Secretary resolutions and nominations for Directors to be received 21 clear days in advance of the AGM. A finalised notice for the AGM shall be issued with at least 14 clear days of notice and shall include a voting form for the election of Directors. All other General Meetings shall be called by not less than 21 clear days notice in writing.

3.5 Notices shall specify the place, the day and the hour of the meeting and the resolutions being proposed. Meetings held with shorter notice shall be deemed to be duly called if having the written approval of at least 50% of member organisations.

3.6 The agenda for Annual General Meetings shall include only such resolutions as have been submitted by the Board or having the written support of at least two member organisations.

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

Proceedings at General Meetings

4.1 The Chair shall preside at every General Meeting or, if the Chair is not present within 15 minutes of the scheduled start of the meeting, the Directors present will appoint one of their number to chair the meeting.

4.2 Members shall either vote in person at General Meetings or by proxy votes in the hands of the Company Secretary before the start of the meeting.

4.2 The quorum for General Meetings shall be 10, subject to the proviso that a reconvened General Meeting shall be valid if not less than 6 members are present.

4.3 Member organisations shall appoint one representative with power to vote in person or by proxy at General Meetings. Organisations may, by notice in writing to the Company Secretary, appoint substitute representatives if the normal representative is unable to attend

Directors

5.1 Nominations for Directors, together with a seconder and the consent in writing of the person nominated, must be received not less than 21 clear days before Annual General Meetings

5.2 Unless otherwise determined by resolution approved at a General Meeting, the number of Directors shall not be greater than 15 or less than 6. Directors must be duly elected from the list of written nominations received with voting papers returned not later than the commencement of the Annual General Meeting. If nominations received are less than the number of available vacancies, Annual General Meetings may accept additional nominations and those present may vote on these nominations.

5.3 Member organisations may at any time, by notice in writing to the Company Secretary, replace a representative elected as Director with a substitute Director - either for a particular meeting or until such time as the Director would have been due to retire.

5.4 At each Annual General Meeting, one third of the Directors shall retire. At the inaugural meeting the order of retirement dates shall be determined by the number of votes cast and by lot if necessary.

5.5 Directors shall be eligible for re-election

Board Meetings

6.1 The Board shall meet on not less than 4 occasions per year

6.2 Directors (including substitutes appointed by member organisations) who, without reasonable cause, fail to attend at least two Board meetings per year will be deemed to have resigned

6.3 A minimum of 7 clear days notice of meetings of the Board and of the relevant agenda shall be provided. Extra items shall be added to the agenda only with the consent of all Directors present.

6.4 The quorum for Board meetings shall be one-half of the number of Directors

6.5 Except as otherwise provided in the memorandum of association, Directors shall not be entitled to receive any remuneration from the Company. The Directors may, if the Board so approves, be paid all travelling, hotel and other expenses properly incurred by them in attending meetings of the Board or any committee thereof or general meetings of the Company or in connection with the business of the Company

6.6 Without prejudice to the provision of Clause 14, Directors shall have the power to purchase and maintain insurance for, or for the benefit of, any persons who were at any time Directors, officers, employees or volunteers serving the Company including (without prejudice to the foregoing generality) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or otherwise in relation to their duties, powers or offices in relation to the Company; but always excluding, in the case of any Director, liability arising from any act or omission which such Director knew to be in breach of trust or which was committed by such Director in reckless disregard of whether it amounted to such a breach of trust or not arising where the company continues to trade in circumstances in which such Director knows the Company is insolvent or recklessly disregards whether it is solvent or not

6.7 The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by the Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or the 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 Directors which would have been valid if that regulation had not been made

6.8 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, or any part thereof, as security for any debt, liability or obligation of the Company

6.9 The Directors shall cause minutes to be made of:-

- all appointments of officers made by the Directors or the Company in general meeting
- the names of the Directors present at each meeting of the Directors and of the names of the members of any Committee of the Directors present at each meeting of the committee
- all resolutions and proceedings at all meetings of the Company and of the Directors and of any committee of the Directors

6.10 The Directors shall appoint one of their own number as Chair and one as Vice-chair. If neither are present within 15 minutes of the scheduled start of a quorate Board meeting, the Directors present may appoint a Chair for the meeting. For the avoidance of doubt, Directors will hold office until the end of the relevant AGM

6.11 The Directors shall appoint the Company Secretary who shall attend Board meetings but will have no voting powers unless elected as a Director.

6.12 The Directors may appoint such other officers as they consider appropriate and may delegate such powers to officers, including the Company Secretary, as the Directors deem desirable

6.13 In the event of a tied vote at Board meetings, the Chair shall have a second or casting vote

6.14 The Directors may invite or allow any person as they may consider appropriate to attend and speak, but not vote, at any meeting or meetings of Directors

6.15 A Director shall absent himself from the discussion at any meeting or meetings of the Directors regarding the supply of any services or goods of any Company in which the Director has any interest. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, in accordance with Section 317 of the Act, declare the nature of this interest at a meeting of the Directors.

6.16 The office of a Director shall be vacated if he or she:-

- resigns office by notice in writing to the Company Secretary
- ceases to have the support of his or her member organisation
- is removed from office by resolution passed by the Company pursuant to Section 303 of the Act
- becomes of unsound mind
- becomes bankrupt or insolvent or makes any arrangement of composition with creditors
- is prohibited by law from being a Director or ceases to hold office by virtue of any provisions of the Act
- accepts remuneration in contravention of the memorandum of association of the Company

6.17 All acts done by Directors or by any committee of the Directors or by any person acting as a Director or as a member of any such committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or any person acting as aforesaid or that any Director or member of the relevant committee of the Directors was disqualified, be as valid as if every Director or every such person had been duly appointed.

Honorary Officebearers

7 The Directors may recommend such honorary officebearers as they consider appropriate to Annual General Meetings

Committees

8 The Directors may delegate any of their powers to a committee or committees of such Directors as the Directors shall determine. Any committee so formed shall in the exercise of powers delegated to it conform to any regulations that may be imposed upon it by the Directors and shall report and be responsible to the Directors

Secretary

9 Subject to the provisions of the Act, the Company Secretary shall be appointed by the Board for such term and (subject to the memorandum of association) at such remuneration and upon such conditions as the Directors may think fit; and the Company Secretary may be removed by the Directors

Seal

10 The Company shall not have a Seal

Accounts

11.1 The Directors shall cause accounting records to be kept by the Company in accordance with Section 221 of the Act

11.2 The accounting records shall be kept at the registered office or, subject to Section 222 of the Act, at such other place or places as the Directors may think fit, and shall always be open to inspection by any Director

11.3 The 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 inspection of the members of the Company and no member of the Company shall have the right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Company in general meeting

11.4 The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in general meeting an income and expenditure account, a balance sheet, a report of the Directors and a report of the Company's Auditors on such account and balance sheet

11.5 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 a copy of the Report of the Directors, shall, not less than 14 clear days before the date of the meeting, be sent to all persons entitled to receive notice of general meetings of the company, provided that this regulation shall not require a copy of those documents to be sent to any person or organisation of whose address the Company is not aware

Audit

12 Auditors of the Company shall be appointed and their duties regulated in accordance with the Act

Notices

13.1 A notice may be served by the Company upon any member personally, by electronic means or by pre-paid postal letters, all being properly addressed as per the addresses listed in the register of members

13.2 Where a notice is sent by post, service of the notice shall be deemed to be effected at the expiration of 48 hours after posting.

13.3 Notice of every general meeting of the Company shall be given in any manner authorised in 13.1 to every member of the Company, every Director and the auditors for the time being. No other person shall be entitled to receive notice of any general meeting of the Company

Indemnity

14 Every Director and every member of a committee of the Directors, any executive officers and any agents or volunteers shall be indemnified out of the assets of the Company against any liability incurred by them, while acting within the scope of their duties or in accordance with Company instructions, defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under Section 727 of the Act in which relief is granted by the Court.

SIGNED AT GLASGOW ON

11 TH DECEMBER 1997

R. C. S.

ROBERT CROMBIE STEWART
SOLICITOR

12 WOODSIDE PLACE
GLASGOW G3 7QN

Frances Murray
FRANCES ROSE MURRAY

SOLICITOR
12 WOODSIDE PLACE
GLASGOW G3 7QN

 W. Muir

JOHN HARRIS MUIR SOLICITOR 12 WOODSIDE PLACE GLASGOW



COMPANIES HOUSE

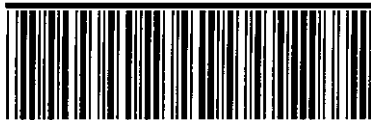
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Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full



SCT *S1V1Z1XM* 212
COMPANIES HOUSE 12/12/97

161648
TRANSFORM SCOTLAND LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

72 NEWHAVEN ROAD

Post town

EDINBURGH

County / Region

MIDLOTHIAN

Postcode

EH6 5QG

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

CAMPBELL RIDDELL BREEZE PATERSON

Address

12 WOODSIDE PLACE

Post town

GLASGOW

County / Region

Postcode

G3 7QN

Number of continuation sheets attached

5

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.

J. HARRIS MUIR, CAMPBELL RIDDELL BREEZE PATERSON

12 WOODSIDE PLACE GLASGOW G3 7QN

Tel 0141 332 3411

DX number 512202 DX exchange SANDYFORD PLACE, GLASGOW

Companies House receipt date barcode

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

* 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

Nationality

Business occupation

Other directorships

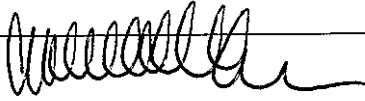
I consent to act as director of the company named on page 1

Consent signature

Date

Directors (continued) (see notes 1-5)

| | | | | |
|---|----------------------|--------------|--------------|----------------------------|
| NAME | *Style / Title | MRS | *Honours etc | |
| * Voluntary details | Forename(s) | FRANCES ROSE | | |
| | Surname | MURRAY | | |
| | Previous forename(s) | / | | |
| | Previous surname(s) | / BAGNALL | | |
| Address | 120 MUNRO ROAD | | | |
| Usual residential address | JORDANHILL | | | |
| For a corporation, give the registered or principal office address. | Post town | GLASGOW | | |
| | County / Region | | Postcode | G13 1SE |
| | Country | SCOTLAND | | |
| | Day | Month | Year | |
| Date of birth | 01 | 04 | 69 | Nationality BRITISH |
| Business occupation | SOLICITOR | | | |
| Other directorships | NONE | | | |
| I consent to act as director of the company named on page 1 | | | | |
| Consent signature | Francis Murray | | | Date 11 / 12 / 97 |

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed**
SOLICITOR**Date**

11 / 12 / 97

Or the subscribers**Signed****Date****(i.e those who signed
as members on the
memorandum of
association).****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.



COMPANIES HOUSE

10

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

This form should be completed in black.

Company name (in full)

CN

For official use ☐

TRANSFORM SCOTLAND
LIMITED

Registered office of the company on
incorporation.

RO

72 NEWHAVEN ROAD

Post town

EDINBURGH

County/Region

MIDLOTHIAN

Postcode

EH6 5QG

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

X

Name

RA

Campbell Riddell Breeze Paterson

Solicitors

12 Woodside Place

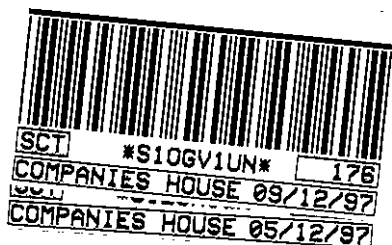
Glasgow G3 7QN

Post town

DX 512202 Glasgow-Sandyford Place

County/Region

Postcode



Number of continuation sheets attached

5

To whom should Companies House
direct any enquiries about the
information shown in this form?

RICHARD DIXON

AS ABOVE 72 NEWHAVEN ROAD EDINBURGH

Postcode EH6 5QG

Telephone

0131 467 7714
~~554 9977~~

Extension

Company Secretary (See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS DR

RICHARD

DIXON

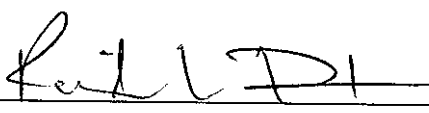
~~DR~~**AD** 136 LOWER GRANTON ROAD

Post town EDINBURGH

County/Region MIDLOTHIAN

Postcode EH5 1EX Country SCOTLAND

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

Consent signatureSigned  Date 10/11/97**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD Mr.

NIGEL ROBERT

DOAR

AD 2F3 19 MARCHMONT CRESCENT

Post town EDINBURGH

County/Region

Postcode EH9 1HL Country SCOTLAND

DO 22 11 06 5 Nationality **NA** BRITISH**OC** NATURE CONSERVATIONIST**OD**

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

Signed  Date 13th/9th/97

* Voluntary details

Consent signature

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature**CD**

MR

DAVID LAW

SPAVEN

AD

MORAR, GLENBURN DRIVE 1

Post town

KILMACOLM

County/Region

INVERCLYDE

Postcode

PA13 4BZ

Country

SCOTLAND

DO

180452

Nationality

NA

BRITISH

OC

TRANSPORT CONSULTANT

OD

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

Signed

David Spave

Date

13/9/97

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date

8/12/97

Delete if the form
is signed by an
agent on behalf of
all 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

Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames 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 forenames or surname 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.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you 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.

- 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. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their 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 individual 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**:

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- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- 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.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name.

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ



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

10

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

This form should be completed in black.

Company name (in full)

CN

For official use ☐

TRANSFORM SCOTLAND LIMITED

Registered office of the company on
incorporation.

RO

Post town

County/Region

Postcode

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

☐

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

Postcode

Telephone

Extension

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature**CS****AD**

Post town

County/Region

Postcode

Country

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

Signed

Date

CD**AD****DO****OC****OD**

Postcode

Country

Nationality

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

Signed

Date

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature**CD** DR.

PETER RAYMOND

HAWKINS

-

-

-

AD 10 WOODHALL TERRACE,

EDINBURGH

Post town

County/Region

Postcode EH14 5BR

Country SCOTLAND

DO 2 | 4 | 0 | 8 | 4 | 0Nationality **NA** BRITISH**OC** RETIRED LECTURER**OD** -

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

Signed

P. Hawkins

Date

13/9/97

Signature of agent on behalf of all subscribers Date

Delete if the form
is signed by the
subscribers.

Delete if the form
is signed by an
agent on behalf of
all 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 |

Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames 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 forenames or surname except that:

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- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

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

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Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ



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

10

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

This form should be completed in black.

Company name (in full)

CN

For official use ☐

TRANSFORM SCOTLAND LIMITED

Registered office of the company on
incorporation.

RO

Post town

County/Region

Postcode

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

☐

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

Telephone

Postcode

Extension

Company Secretary (See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS

AD

Post town

County/Region

Postcode

Country

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

Consent signature

Signed

Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD

MR

DAVID JOHN

HOLWELL

AD

1. ROSEBERY PLACE

Post town STIRLING

County/Region

Postcode FK8 1UQ

Country U.K.

DO

05 10 52

Nationality

NA

BRITISH

OC

MARKET MGR. (SCOTLAND)

OD

NIL

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

Signed

Date

13/9/97

* Voluntary details

Consent signature

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature**CD**

JANETE

ANDERSON

B Acc CA.

AD

4 CLAREMOUNT AVE

GIFFNOCK

Post town

GLASGOW

County/Region

Postcode

G46 6UT

Country

DO

160467

Nationality

NA

BRITISH.

OCACTING ZONE DIRECTOR (RAILTRACK
PLC)**OD**

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

Signed

J Anderson

Date

16/7/97.

Delete if the form
is signed by the
subscribers.

Signature of agent on behalf of all subscribers

Date

Delete if the form
is signed by an
agent on behalf of
all 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

Notes

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

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

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- names not used since the age of 18 or for at least 20 years need not be given.

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- 3 Directors details:

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

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- a wholly owned subsidiary of the company making the return,
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- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

29 OCT 1997

16/10/97



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

10

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

This form should be completed in black.

Company name (in full)

| | |
|----------------------------|---|
| CN | For official use <input type="checkbox"/> |
| TRANSFORM SCOTLAND LIMITED | |

Registered office of the company on
incorporation.

| | |
|---------------|--|
| RO | |
| Post town | |
| County/Region | |
| Postcode | |

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

☐

| | |
|---------------|------|
| | Name |
| RA | |
| Post town | |
| County/Region | |
| Postcode | |

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

| | |
|-----------|-----------|
| | |
| | |
| Postcode | |
| Telephone | Extension |

Company Secretary (See notes 1 - 5)**Name** *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS**AD**

Post town

County/Region

Postcode

Country

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

Consent signature

Signed

Date

Directors (See notes 1 - 5)*Please list directors in alphabetical order.***Name** *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD**AD**

Post town

County/Region

Postcode

Country

Date of birth

DO

070849

Nationality

NA

BRITISH

Business occupation

OC

Industrial Pollution Control Manager, East of Scotland Water.

Other directorships

OD

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

Signed

Date

30 Sept 1997.

Consent signature

Directors (continued)

(See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

Delete if the form
is signed by the
subscribers.

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

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

| | | |
|---|-------------------------|---------------------------------|
| CD | MRS. | |
| | KATHLEEN MARGARET (KAY) | |
| | ALLAN. | |
| | B.A. (SOCIAL SCIENCES). | |
| | / | |
| | KEENAN. | |
| AD | 76 CARNWATH AVE. | |
| | / | |
| | Post town | GLASGOW |
| | County/Region | |
| | Postcode | GL3 2HS. |
| | Country | SCOTLAND. |
| DO | 23 07 37 | Nationality NA SCOTTISH. |
| OC | ACCOUNTANT'S CLERK. | |
| OD | / | |
| I consent to act as director of the company named on page 1 | | |
| Signed | K. M. Allan | Date 7-10-97. |

Signature of agent on behalf of all subscribers Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

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

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Address:

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

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- 3 Directors details:

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The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ



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

10

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

This form should be completed in black.

Company name (in full)

CN

For official use

TRANSFORM SCOTLAND LIMITED

Registered office of the company on
incorporation.

RO

Post town

County/Region

Postcode

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

☐

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

~~3~~

To whom should Companies House
direct any enquiries about the
information shown in this form?

Telephone

Postcode

Extension

Company Secretary (See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CS**AD**

Post town

County/Region

Postcode

Country

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

Consent signature

Signed

Date

Directors (See notes 1 - 5)*Please list directors in alphabetical order.*

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD

COUNCILLOR

MAUREEN MARGARET

CHILD

AD

8 LEE CRESCENT

PORTBELLO

Post town EDINBURGH

County/Region MIDLOTHIAN

Postcode EH15 1LW

Country SCOTLAND

Date of birth

DO 08/09/50Nationality **NA** SCOTTISH

Business occupation

OC

ELECTED MEMBER

Other directorships

OD(EDINBURGH WOMEN'S TRAINING CENTRE)
EWTC, EDINBURGH GREEN BELT TRUST

LOTHIAN & EDINBURGH ENVIRONMENT PARTNERSHIP

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

* Voluntary details

Consent signature

Signed

Maureen M. Child

Date

7/11/97


Directors (continued)

(See notes 1 - 5)

Name***Style/Title****Forenames****Surname*****Honours etc****Previous forenames****Previous surname****Address**

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth**Business occupation****Other directorships***** Voluntary details****Consent signature**

| | | |
|---|--|-----------------------------|
| CD | DR | |
| | RICHARD IGOR JOHN | |
| | DIXON | |
| | | |
| | | |
| AD | 136 LOWER GRANTON ROAD | |
| | | |
| | Post town | EDINBURGH |
| | County/Region | |
| | Postcode | EH5 1EX |
| | Country | UK |
| DO | 22 03 64 | Nationality NA IRISH |
| OC | RESEARCHER | |
| OD | LOTHIAN & EDINBURGH ENVIRONMENTAL PARTNERSHIP | |
| I consent to act as director of the company named on page 1 | | |
| Signed |  | Date 12/11/97 |

Signature of agent on behalf of all subscribers Date

| | |
|--------|------|
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |
| Signed | Date |

Delete if the form
is signed by the
subscribers.

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

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

Notes

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Address:

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

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Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
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