



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

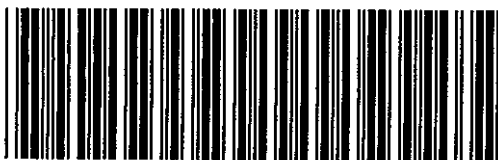
Company No. 189928

The Registrar of Companies for Scotland hereby certifies that

**MACTAGGART COMMUNITY CYBER CAFE**

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 2nd October 1998



\*NSC189928S\*

**J. HENDERSON**  
Registrar Of Companies



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



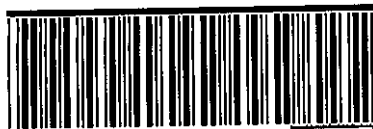
COMPANIES HOUSE

12

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

103360



SCT \*SBQ4Z9Z4\* 299

COMPANIES HOUSE 28/09/98

COMPANIES HOUSE 24/09/98

Full

MACTAGGART COMMUNITY CYBER CAFE

I,

STEPHEN PAUL PHILLIPS

of

4 West Regent Street, Glasgow G2 1RW

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

Glasgow

the

Twenty third

day of

September

One thousand nine hundred and ninety

nine

† Please print name.

before me

PHILIP EMANUEL RODNEY, Notary Public

Signed

Date

23.9.98

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.

Alexander Stone & Co.

4 West Regent Street, Glasgow G2 1RW

Tel 0141 332 8611

DX number 260

DX exchange Glasgow

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

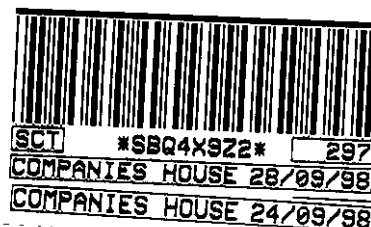
for companies registered in Scotland

DX 235 Edinburgh

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

**MEMORANDUM and ARTICLES of ASSOCIATION**  
**of**  
**MACTAGGART COMMUNITY CYBER CAFE**

Alexander Stone & Co  
Solicitors  
4 West Regent Street  
Glasgow G2 1RW





THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

183328

of

MACTAGGART COMMUNITY CYBER CAFE

1. The company's name is "Mactaggart Community Cyber Cafe".
2. The company's registered office is to be situated in Scotland.
3. This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable for the purposes of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force). Subject to that over-riding qualification, the company's objects are:-
  - (1) To advance education in the field of information technology for the benefit of the residents of Islay ("the Operating Area"), particularly among young people and the unemployed.
  - (2) To promote and/or provide training in skills of all kinds, particularly such skills as will assist residents of the Operating Area in obtaining paid employment.
  - (3) To relieve poverty among the residents of the Operating Area.
  - (4) To provide, in the interests of social welfare, facilities for recreation and other leisure time occupation available to the public at large and, in particular, the residents of the Operating Area, with a view to improving their conditions of life.
  - (5) To promote, establish and/or operate other schemes of a charitable nature for the benefit of the community within the Operating Area.

In pursuance of those aims (but not otherwise) the company shall have the following powers:-

- (a) To promote, establish, manage and/or operate an information technology centre incorporating computer facilities (including Internet access) for use by members of the public and educational, training and refreshment facilities.

- (b) To advise in relation to, prepare, organise and/or conduct seminars, conferences and training courses, and educational and training events and programmes of all kinds.
- (c) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, multi-media products and display materials.
- (d) To advise in relation to, commission and/or conduct research projects and programmes and to publish and promote the findings of such research.
- (e) To seek to exploit the potential of multi-media interactive new technology for the benefit of individuals employed or resident in the Operating Area.
- (f) To provide other information, advisory and support services which further the aims of the company.
- (g) To promote companies whose activities may further one or more of the above objects or may generate income to support the activities of the company, acquire and hold shares, stocks, debentures and other interests in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- (h) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.
- (i) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.
- (j) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
- (k) To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- (l) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- (m) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.
- (n) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.

- (o) To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/er, relatives and dependents of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- (p) To oppose or object to any application or proceedings which may prejudice the company's interests.
- (q) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organisation, government or authority any right, privilege or concession.
- (r) To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- (s) To effect insurance against risks of all kinds.
- (t) To invest funds not immediately required for the purposes of the company's activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- (u) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on.
- (v) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects.
- (w) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company.
- (x) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise.
- (y) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor,

sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.

- (z) To do anything which may be incidental or conducive to the attainment of any of the objects of the company.

And it is declared that

- (i) in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated
- (ii) in this clause, and throughout this memorandum of association the word "charitable" shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.

- 4.
  - (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3 of this memorandum of association).
  - (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
  - (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
  - (d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to 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/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/she 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.

- 7.1 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association.

- 7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have or may acquire jurisdiction.
- 7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.
8. Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

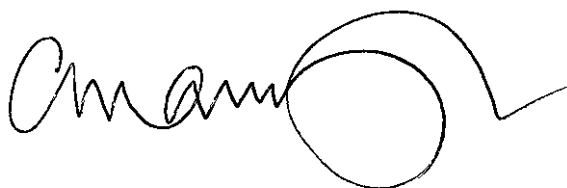


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Names and addresses  
of subscribers

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1. LADY CAROLINE EMMA MACTAGGART  
22 Tregunter Road  
LONDON  
SW10 9LU



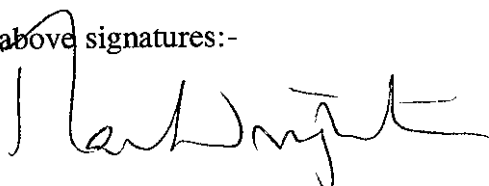
2. FIONA MARGARET MACTAGGART  
61 Tambridge Road  
LONDON  
SW11 5PX



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Dated 31/8/98

Witness to the above signatures:-



CHARLES MARK GARMONDSWAY WRIGHTSON

39 LESTBOURNE PARK RD.

LONDON W2 5QD

MERCHANT BANKER

## THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

## ARTICLES of ASSOCIATION

of

## MACTAGGART COMMUNITY CYBER CAFE

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CONTENTS

Membership - application, membership subscription, withdrawal	articles 1 to 22
AGMs & EGMs - notice of meetings, resolutions, quorum etc, voting	articles 23 to 43
Directors - appointment, retiral etc	articles 44 to 53
Directors - offices, personal interests, powers	articles 54 to 64
Board meetings - calling of meetings, voting, quorum, committees of directors	articles 65 to 77
General - secretary, minutes, etc	articles 78 to 88

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**Membership**

1. The subscribers to the memorandum of association and such other persons as are admitted to membership under articles 10 to 14 shall be the members of the company.
2. Membership shall cease on death.
3. A member may not transfer his/her membership to any other person.

**Qualifications for membership**

4. Subject to articles 5, 6, 7 and 8 membership shall be open to:-
  - (a) any individual nominated for membership by the Mactaggart Third Fund
  - (b) any individual who is a resident of Islay ("the Operating Area")
  - (c) any individual whose place of employment or place of business is within the Operating Area

- (d) any individual who (although not qualifying under paragraph (a), (b) or (c)) is nominated by two members who themselves (according to the entries in the register of members) qualify under at least one of those paragraphs.
5. No employee of the company may become a member; a person admitted to membership shall automatically cease to be a member if he/she becomes an employee of the company.
6. The directors shall (subject to article 10) be entitled at their discretion to refuse to admit any person to membership even if he/she is qualified for membership under article 4 and is not debarred from membership by article 5.
7. The directors shall be bound to refuse admission of an applicant falling under paragraph (a) of article 4 if at the time when the application is received there is already entered in the register of members the name of a current member admitted under that paragraph.
8. The directors shall not admit any person to membership if admitting him/her would have the result that the local members no longer constituted a majority of the membership; for this purpose, a "local member" shall mean a member who, according to the entries at the time in the register of members, fulfils either or both of the qualifications laid down by paragraphs (b) and (c) of article 4.
9. A person, once admitted to membership, may remain a member even if he/she ceases to fulfil any of the qualifications under article 4.

#### **Application for membership**

10. An individual nominated for membership by the Mactaggart Third Fund may lodge with the company a written application for membership, duly signed by him/her and by an authorised officer of the Mactaggart Third Fund; the individual named in the notice shall (unless there is already a current member admitted on the basis of nomination by the Mactaggart Third Fund) automatically constitute a member of the company with effect from the date on which the application is received by the company; the application for membership must be accompanied by a remittance for the full amount of the annual membership subscription.
11. Any person falling under paragraphs (b) to (d) of article 4 who wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her and (in the case of an application under paragraph (d) of article 4) signed by the persons nominating him/her for membership; an application for membership under this article must be accompanied by a remittance for the full amount of the annual membership subscription.
12. Where an applicant claims to qualify under paragraph (b) or (c) of article 4, he/she shall lodge with the company such evidence of his/her home address (or, in the case of an application under paragraph (c), of his/her place of employment or place of business) as the directors require.
13. Each application for membership under paragraph (b) to (d) of article 4 shall be considered by the directors at the first meeting of the directors which is held after receipt

by the company of the written application and remittance (and, if appropriate, supporting evidence) required under articles 11 and 12.

14. The directors shall, within a period of seven days after the meeting at which an application for membership is considered, notify the applicant in writing of the directors' decision as to whether or not to admit him/her to membership; if the decision was to refuse admission, the directors shall return to the applicant the remittance lodged by him/her under article 11.

### **Register of Members**

15. In addition to the particulars required by section 352 of the Act, there shall be entered in the register of members against the name of each member particulars of the qualification(s) under paragraphs (a), (b) and (c) of article 4 which (on the basis of the evidence last supplied by him/her to the company) he/she fulfils or, if he/she does not (on the basis of that evidence) fulfil any of such qualifications, a statement to that effect.

### **Membership subscription**

16. Unless otherwise determined by ordinary resolution, the amount of the annual membership subscription shall be £1.
17. The annual membership subscription shall be due on each accounting reference date of the company and shall (subject to articles 11 and 22) be taken to cover the period from one accounting reference date to the date falling immediately prior to the next accounting reference date.
18. The directors shall give to the members at least ten days' notice of each accounting reference date; each notice shall specify the amount of the membership subscription which will be due and shall state the possible consequence (under the following article) of failure to make payment.
19. If the company has not received a member's annual membership subscription within fourteen days after the accounting reference date on which it fell due, the directors may by resolution expel that person from membership; if, however, proper notice under article 18 was not given, a member shall not be liable to be expelled under this article unless he/she fails to pay the subscription within 24 days after notice requiring payment has been given to him/her.

### **Withdrawal from membership**

20. Any person who wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed by him/her; on receipt of the notice by the company he/she shall cease to be a member.
21. If the Mactaggart Third Fund wishes to withdraw its nomination for membership, it shall

lodge with the company a written notice to that effect (in such form as the directors require), signed by an authorised officer of the Fund; on receipt of the notice by the company, the individual named in the notice shall cease to be a member.

22. A person who ceases to be a member shall not be entitled to any refund (total or partial) of the annual membership subscription.

### **General meetings**

23. All general meetings other than annual general meetings are to be called extraordinary general meetings.
24. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A(2) of the Act).
25. Subject to the preceding article and to the requirements under section 366 of the Act (which lay down the maximum period which can pass before the first annual general meeting and the maximum period between one annual general meeting and the next), the directors may convene general meetings whenever they think fit.

### **Notice of general meetings**

26. At least twenty one clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 31) or a resolution requiring special notice under the Act is to be proposed; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.
27. The reference to "clear days" in article 26 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
28. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (see article 31) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
29. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
30. Notice of every general meeting shall be given to all the members and directors and (if any are in office at the time) to the auditors.

### **Special resolutions and ordinary resolutions**

31. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 26 and 28; for the avoidance of doubt, the reference to a 75% majority relates only to the number of

votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

32. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- (a) to alter its name
  - (b) (subject to the provisions of the Act) to alter its memorandum of association with respect to the company's objects
  - (c) to alter any provision of these articles or adopt new articles of association.
33. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against, and (as applicable) the chairperson's casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 26 and 28.

#### **Proceedings at general meetings**

34. No business shall be transacted at any meeting unless a quorum is present; 6 members present in person shall (subject to article 35) be a quorum.
35. A quorum shall not be deemed to be constituted at any meeting at which any resolution of a nature referred to in article 85 (fundamental change to memorandum or articles) is to be proposed unless the member falling under paragraph (a) of article 4 is present.
36. If the quorum required under article 34, or (as applicable) article 35, is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
37. The convener shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if the convener is not present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson; if there is only one director present and willing to act, he/she shall be chairperson.
38. A director shall, even if he/she is not a member, be entitled to attend and speak at any general meeting.
39. The chairperson may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.

40. A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson or by at least 2 members present in person at the meeting.
41. If a secret ballot is demanded in accordance with the preceding article it shall be taken at once and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

#### **Votes of members**

42. Every member shall (subject to article 84) have one vote which (whether on a show of hands or on a secret ballot) must be given personally.
43. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.

#### **Categories of director**

44. For the purposes of these articles

"Appointed Director" means a director appointed under articles 47 to 49

"Co-opted Director" means a (non-member) director appointed or re-appointed by the directors under articles 50 to 52.

#### **Number of directors**

45. Unless otherwise determined by special resolution, the maximum number of directors shall be 7, of whom a maximum of 4 directors shall be Appointed Directors and a maximum of 3 directors shall be Co-opted Directors.
46. The Appointed Directors shall at all times constitute a majority of the directors.

#### **Appointment, removal, vacating of office, re-appointment: Appointed Directors**

47. Subject to article 45, the member falling under paragraph (a) of article 4 may, by notice in writing, signed by him/her, and given to the company
- (a) appoint any person (other than an employee of the company) who is willing so to act to be a director (an "Appointed Director"), either to fill a vacancy or as an additional director
- or
- (b) remove any Appointed Director from office as a director.
48. Any appointment or removal of a director under article 47 shall have effect from the date on which the relevant notice is given to the company.

49. The powers conferred by article 47 shall be limited such that the number of individuals who may hold office as Appointed Directors at any given time shall not exceed 4.

**Appointment, vacating of office, re-appointment : Co-opted Directors**

50. The directors may at any time appoint any non-member (other than an employee of the company) to be a director (a "Co-opted Director") providing he/she is willing to act, either to fill a vacancy or as an additional director.
51. At the conclusion of each annual general meeting (including the first) all Co-opted Directors shall vacate office.
52. Immediately following each annual general meeting, the directors may re-appoint any person who, as an Co-opted Director, vacated office under the preceding article at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

**Disqualification and removal of directors**

53. A director shall vacate office if
- (a) he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director
  - (b) he/she is sequestered
  - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than 6 months
  - (d) in the case of an Appointed Director, the individual who appointed him/her ceases to be a member
  - (e) he/she becomes an employee of the company
  - (f) he/she resigns office by notice to the company
  - (g) he/she is absent for a period of more than 3 months (without permission of the directors) from meetings of directors held during that period and the directors resolve to remove him/her from office
- or
- (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

**Appointments to office**

54. Directors shall be appointed to hold the offices of convener, vice convener, treasurer and any other offices which the directors may consider appropriate.



55. The appointments under the preceding article shall be made at meetings of directors.
56. Each office shall be held (subject to article 57) until the conclusion of the annual general meeting which next follows appointment; a director whose period of office expires under this article may be re-appointed to that office under article 54 (providing he/she is willing to act).
57. The appointment of any director to an office under article 54 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
58. If the appointment of a director to any office under article 54 terminates, the directors shall appoint another director to hold the office in his/her place.

#### **Directors' interests**

59. Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial), a director (notwithstanding his/her office)
- (a) may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company
  - (b) may be a party to, or have some other personal interest in, any transaction in which the company or any associated company has an interest
  - (c) may be a director or secretary of, or employed by, or have some other personal interest in, any associated company
- and
- (d) shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company
- and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.
60. For the purposes of the preceding article an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to "associated company" shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.

#### **Directors' remuneration and expenses**

61. No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 54.

62. The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings or meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

### **Powers of directors**

63. Subject to the provisions of the Act, the memorandum of association and these articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.
64. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

### **Proceedings of directors**

65. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
66. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
67. Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.
68. The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed at any other number, shall be 3.
69. The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or he/she may act only for the purpose of filling vacancies or of calling a general meeting.
70. Unless he/she is unwilling to do so, the convener shall preside as chairperson at every meeting of directors at which he/she is present; if the convener is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
71. A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.
72. For the purposes of the preceding article, an interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), shall be treated as a personal interest of the director.

73. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
74. The company may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of article 71.

#### **Delegation to committees of directors and holders of offices**

75. The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the convener or a director holding any other office such of their powers as they consider appropriate.
76. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and may be revoked or altered.
77. Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

#### **Secretary**

78. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

#### **Minutes**

79. The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors, and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present and the minutes of each meeting shall be signed by the chairperson of that meeting.

#### **Accounts**

80. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

#### **Notices**

81. Any notice to be given in pursuance of these articles shall be in writing; the company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address.
82. Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting; for the purpose of proving that any notice was given, it shall be

sufficient to prove that the envelope containing the notice was properly addressed and posted.

### **Winding-up**

83. If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

### **Fundamental changes to memorandum or articles**

84. If at any general meeting any resolution of a nature referred to in article 85 is proposed, the member falling under paragraph (a) of article 4 shall, in relation to that resolution, have such number of votes as exceeds by one the total number of votes which may be cast at the meeting; the preceding provisions of this article shall apply also in relation to any alteration (the adoption of additional or substitute provisions being deemed for this purpose to constitute an alteration) to the memorandum or articles of association which would exclude or modify the operation of this article.
85. The provisions of article 84 shall apply in relation to
- (a) any resolution to change the name of the company
  - (b) any resolution to wind-up the company
  - (c) any resolution to alter the provisions of the memorandum of association with respect to the objects of the company
  - (d) any resolution for the alteration of the memorandum or articles of association of the company (the adoption of additional or substitute provisions being deemed for this purpose to constitute an alteration) where the effect of such alteration would be that the memorandum and articles of association of the company ceased to incorporate provisions to the following effect:-
    - (i) No part of the income or property of the company may be paid or transferred to the members of the company by way of dividend or other distribution.
    - (ii) All surplus assets on a winding up of the company are to be transferred to a charitable body or applied to a charitable purpose; none of such surplus assets may be distributed among the members of the company.
    - (iii) No director of the company shall receive from the company any payment or benefit in kind for carrying out the ordinary duties of a director.
    - (iv) An applicant shall not be admitted to membership if his/her admission would have the result that persons fulfilling the qualifications under paragraphs (b) and (c) of article 4 would cease to constitute a majority of the members.

### **Indemnity**

86. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality, any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

### **Interpretation**

87. In these articles "the Act" means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.
88. References in these articles to the singular shall be deemed to include the plural.

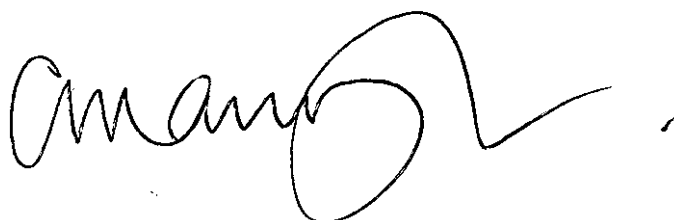
WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

---

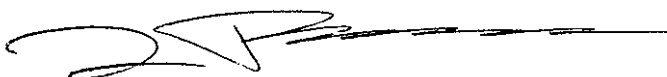
Names and addresses  
of subscribers

---

1. LADY CAROLINE EMMA MACTAGGART  
22 Tregunter Road  
LONDON  
SW10 9LU



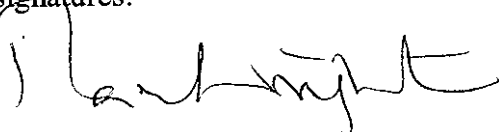
2. FIONA MARGARET MACTAGGART  
61 Talbridge Road  
LONDON  
SW11 5PX



---

Dated 31/8/98

Witness to the above signatures:-



CHARLES MARK GARMONDSWAY WRIGHTSON  
39 WESTBOURNE PARK RD  
LONDON W2 5UD

MERCHANT BANKER



COMPANIES HOUSE

# 30(5)(a)

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfngedig"



SCT \*98Q4Y9Z3\* 298  
COMPANIES HOUSE 28/09/98  
COMPANIES HOUSE 24/09/98

I full

189928  
MACTAGGART COMMUNITY CYBER CAFE

I,

STEPHEN PAUL PHILLIPS

of

4 West Regent Street, Glasgow G2 1RW

a [Solicitor engaged in the formation of the company] ~~person named as~~  
~~director or secretary of the company in the statement delivered under~~  
~~section 10 of the Companies Act 1985] do solemnly and sincerely declare~~  
that the company complies with the requirements of section 30(3) of the  
Companies Act 1985.

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

Glasgow

the

Twenty third

day of

September

One thousand nine hundred and ninety

nine

• Please print name.

before me •

PHILIP EMANUEL RODNEY, Notary Public

Signed

Date

23.9.98

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.

Alexander Stone & Co.

4 West Regent Street, Glasgow G2 1RW

Tel 0141 332 8611

DX number 260

DX exchange

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**

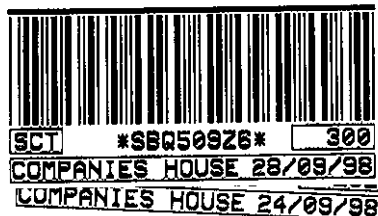
for companies registered in Scotland

DX 235 Edinburgh

Please complete in typescript,  
or in bold black capitals.

Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office



full

MACTAGGART COMMUNITY CYBER CAFE

Proposed Registered Office

(PO Box numbers only, are not acceptable)

MANSFIELD PLACE

PORT ELLEN, ISLAY

Post town ARGYLL

County / Region

Postcode

PA42 7BJ

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

ALEXANDER STONE & CO.

Address

4 WEST REGENT STREET

Post town

GLASGOW

County / Region

Postcode

G2 1RW

Number of continuation sheets attached

2

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.

ALEXANDER STONE & CO.

4 WEST REGENT STREET, GLASGOW

G2 1RW

Tel 0141 332 8611

DX number 260

DX exchange 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

Sir

\*Honours etc

Bt

\* Voluntary details

Forename(s)

JOHN AULD

Surname

MACTAGGART

Previous forename(s)

None

Previous surname(s)

None

Address

Ardmore House

**Usual residential address**

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

Ardtalla Estate, By Port Ellen

Post town

Islay, Argyll

County / Region

Postcode

PA42 7EF

Country

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

Consent signature

Date

31/8/98

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

Lady

\*Honours etc

Forename(s)

CAROLINE EMMA

Surname

MACTAGGART

Previous forename(s)

None

Previous surname(s)

None

Address

22 Tregunter Road

**Usual residential address**

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

Post town

LONDON

County / Region

Postcode

SW10 9LU

Country

Day Month Year

Date of birth

05

04

63

Nationality

British

Business occupation

HOUSEWIFE

Other directorships

None

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

Consent signature

Date

31.8.98

**NAME** \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

FIONA MARGARET

Surname

MACTAGGART

Previous forename(s)

None

Previous surname(s)

None

**Address**

61 Tav~~er~~bridge Road

**Usual residential address**

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

Post town

London

County / Region

Postcode

SW11 5PX

Country

Day Month Year

**Date of birth**

12

09

53

**Nationality**

British

**Business occupation**

Member of Parliament

**Other directorships**

None

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

**Consent signature**

**Date**

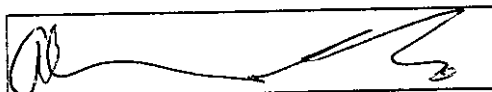
31 8 98

**This section must be signed by**

**Either**

an agent on behalf  
of all subscribers

**Signed**



**Date**

23.9.98

**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.

# Company Secretary (see notes 1-5)

Company name			
<b>NAME</b>	*Style / Title	*Honours etc	
* Voluntary details	Forename(s)		
	Surname		
	Previous forename(s)		
	Previous surname(s)		
<b>Address</b>			
<b>Usual residential address</b>			
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			
<b>Consent signature</b>		Date	

## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	*Style / Title	*Honours etc	
	Forename(s)		
	Surname		
	Previous forename(s)		
	Previous surname(s)		
<b>Address</b>			
<b>Usual residential address</b>			
For a corporation, give the registered or principal office address.			
	Post town		
	County / Region	Postcode	
	Country		
Date of birth		Nationality	
Business occupation			
Other directorships			
I consent to act as director of the company named on page 1			
<b>Consent signature</b>		Date	

# Company Secretary (see notes 1-5)

Company name

**NAME** \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

GEORGE

Surname

McGILVRAY

Previous forename(s)

none

Previous surname(s)

none

**Address**

18 Frederick Crescent

## Usual residential address

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

Post town

Port Ellen, Islay

County / Region

Postcode

PA42 7DJ

Country

Scotland

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

**Consent signature**



Date

3/9/89.

## 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

Monday, 15 December 1997

## **SIR JOHN MACTAGGART Bt – DIRECTORSHIPS**

Central and City Developments Limited  
Central and City Investments Limited  
Central and City Limited  
Central and City Properties Limited  
Central and City (Shawlands) Limited  
Central and City (Star) Limited  
Central Parkes South Limited  
General Property Partnerships  
Islay & Jura Community Enterprises Limited Trust  
Mactaggart Heritable Holdings Limited  
MHH Bahamas Limited  
Owl Management Limited  
Western Heritable Investment Company Limited  
Western Heritable Investment Company (US) Limited  
Western Heritable Land Company Limited  
Western Heritable Maintenance Company Limited  
Western Heritable (Star) Limited  
Western Management Limited  
Western (Shawlands) Limited  
Western Heritable Investment Properties Limited