



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

Company No. 195069

The Registrar of Companies for Scotland hereby certifies that

WHITEINCH FELLOWSHIP 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 8th April 1999



NSC195069L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

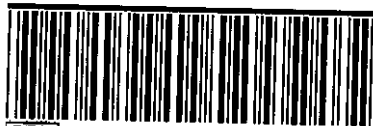


C O M P A N I E S H O U S E

Please complete in typescript,
or in bold black capitals.

Declaration on application for registration

Company Name in full



SCT *SJXJKF1R* 128
COMPANIES HOUSE 29/03/99

195069
WHITEINCH FELLOWSHIP LIMITED

I, James Stuart McNeill

of 109 Douglas Street, Glasgow, G2 4HB

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 sixth day of March

One thousand nine hundred and ninety nine

① Please print name.

before me ① Arthur Charles Logan

Signed

Date 26 March 1999

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.

Holmes Mackillop

109 Douglas Street

Glasgow G2 4HB Tel 0141-226 4942

DX number GW50 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

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

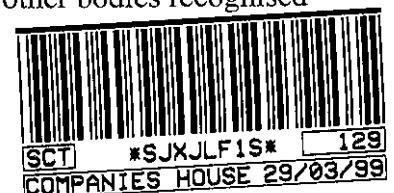
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WHITEINCH FELLOWSHIP LIMITED

- I. The name of the Company is "WHITEINCH FELLOWSHIP LIMITED"
- II. The Registered Office of the Company will be situate in Scotland.
- III. The objects for which the Company is established are:-

The advancement of the Christian faith through worship of God, proclamation of the Good News of Jesus Christ, the discipling of believers and Christian Evangelism, Church-planting and outreach. In furtherance of these objects, but not otherwise, the Company shall have the following powers:-

- (a) To build or otherwise provide residential accommodation, residential care and nursing care for ageing and infirm people in a Christian environment.
- (b) To accept, acquire, receive, take and hold by bequest, legacy, demise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree or otherwise any property whether heritable or moveable, real or personal and wheresoever situated for the purposes of Christian Evangelism and outreach;
- (c) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property for the objects of the Company, subject to such limitations as may be prescribed by law;
- (d) To undertake and organise schemes for the raising of money, other financial support and assistance in kind, appeals both public and private, and the selling of goods and other products produced or acquired in connection with and ancillary to the proper and adequate care, education and training for the persons intended to benefit from the objects of the Company;
- (e) To borrow or raise and/or secure the payment of money or the observance of obligations in such manner as the Company shall think fit;
- (f) To advance money on loan with security or without security provided that any unsecured loan may only be made to other bodies recognised as charities for the purposes of Section 505 of the Income and Corporation Taxes Act 1988 and upon such terms as the Company may deem expedient and to guarantee and/or give security for the payment of money by or the performance of obligations of other bodies recognised



as charities for the purposes of Section 505 of the Income and Corporation Taxes Act 1988;

- (g) To employ professional and technical advisers or workers in connection with the objects of the Company on either a part-time or full-time basis and to pay such fees (unless waived or reduced by agreement) for their services as are reasonable and proper;
- (h) To enter into agreements with National and Local Authorities and bodies for the furtherance of the Company's objects;
- (i) To amalgamate with or affiliate to the Company any person, company, society or institution carrying on or being a charitable organisation established in the United Kingdom having any objects similar to the objects of the Company and that in such manner and on such terms and conditions as may be found expedient and as may be approved by the Company in general meeting, and/or to sell or otherwise dispose of the whole or any part of the property, undertaking and assets of the Company to any such person or company and that in such manner and on such terms and conditions as may be found expedient and as may be approved by the Company in general meeting;
- (j) To invest and reinvest the funds and assets of the Company in such securities, shares, stocks, bonds, debentures, loan stock, or other investments, property whether heritable or moveable, real or personal as the Company shall think fit, subject to any limitations and conditions attaching thereto under the terms of acquisition or holding thereof and subject to such limitations and conditions as may be prescribed by law including without prejudice to the foregoing generality such limitations and conditions as may require to be observed by the Company to obtain and retain approval as a charity within the meaning and for the purposes of Section 505 of the Income and Corporation Taxes Act 1988 or any statutory amendment or re-enactment thereof; and
- (k) Provided that in case the Company shall take or hold any property which may be subject to any Trusts the Company shall only deal with the same in such manner as allowed by law having regard to such Trusts.

IV. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Company. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Company or to any member of the Company (that member not participating in any decision regarding their remuneration and a quorum of the members approving the remuneration or transaction as beneficial to the charitable purposes of the Company) in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding Four per centum per annum above the base lending rate of The Royal Bank of Scotland plc from time to time prevailing for money lent or reasonable and proper rent for premises leased by any member of the Company.

V. The liability of the members is limited.

- VI. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which he ceased to be a member or the costs, charges and expenses of winding up the same or the adjustment of the rights of contributories amongst themselves such amount as may be required, not exceeding TEN POUNDS (£10) STERLING.
- VII. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property or funds (designated or undesignated) which have not and cannot be assigned to approved projects such property or funds shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other Charitable Institution or Charitable institutions established in the United Kingdom having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income or property amongst its or their members, to an extent at least as great as is imposed on the Company under or by virtue of Clause IV hereof, such Charitable Institution or Charitable Institution or Charitable Institutions to be determined by the members of the Company at or before the time of dissolution and if so far as effect cannot be given to the foregoing provisions then to some objects which the law regard as charitable. A two thirds majority of the members may vote for dissolution at any annual general meeting of the Company.
- VIII. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which receipts and expenditure take place and of the property credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being shall be open to the inspection of the Members. Once at least in every year the accounts of the Company shall be examined and correctness of the income and expenditure account and the balance sheet ascertained by one or more auditor or auditors qualified under the provisions of the Statutes. WE, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

M. Murray
MARGARET MURRAY
SECRETARY
109 DOUGLAS ST
GLASGOW G2 4HB

A. Gillespie
ORRINE GILLESPIE
SECRETARY
109 DOUGLAS STREET
GLASGOW, G2 4HB

Dated the Twenty sixth day of March 1999

Witness to the above signatures:-

A Breen
ANGELA BREEN
SECRETARY
109 DOUGLAS STREET
GLASGOW, G2 4HB

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

195069

ARTICLES OF ASSOCIATION
OF
WHITEINCH FELLOWSHIP LIMITED

1. In these Articles:-

"The Act" means The Companies Act 1985.

"The Board" means the Board of Directors of the Company.

"The Statutes" means and includes The Companies Act 1985 and every other Act for the time being in force concerning Companies Limited by Guarantee and affecting the Company.

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

"The Company" means WHITEINCH FELLOWSHIP LIMITED.

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

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

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

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

MEMBERS

3. The number of members with which the Company proposes to be registered is two, but the Board may from time to time register an increase of members.
4. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be the first members of the Company.
5. A member or his legal representative in each case of a member whose membership has terminated by death shall remain liable for the payment of any contribution to the

general funds of the Company agreed but not paid at the date of resignation or death. The member or his legal personal representative, shall remain a member of the Company until the day after the next following annual general meeting or any adjournment thereof when his name shall be removed from the register of members of the Company.

GENERAL MEETINGS

6. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than twelve months shall elapse between the date of one annual general meeting of the Company and that of the next. The Company shall hold its first Annual General Meeting not later than the first anniversary of the date of incorporation of the Company and thereafter annually in each succeeding calendar year. Subject to the foregoing, the annual general meetings shall be held at such time and place as the Board shall appoint and notification shall be made to all members at least four weeks in advance of the date of the annual general meeting.
7. All general meetings other than annual general meetings shall be called extraordinary general meetings. At the discretion of the Board, persons who are not members of the Company (including, without prejudice to the foregoing generality, specialist advisers in attendance, visitors representing affiliated bodies or funding agencies) shall be entitled to attend all general meetings and to speak at them but only members may vote at such meetings.
8. The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

9. An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least twenty one days' notice in writing in accordance with Article 62 hereof and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by twenty one days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and in the case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are under the Articles of the Company, entitled to receive such notices from the Company.

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

- (a) In the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and
 - (b) In the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five per centum of the total voting rights at that meeting of all the members.
10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and reports of the Board and auditors and the appointment of, and the fixing of the remuneration of, the auditors.
12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two thirds of the Members of the Company for the time being present in person shall be a quorum.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
14. The chairman, if any, of the Board shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Directors present shall elect one of their number to be chairman of the meeting.
15. If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
16. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) By the chairman; or
 - (b) By at least two members present in person or by proxy.
 - (c) By any member of members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

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

18. Except as provided in Article 20, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
21. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at a general meeting (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

22. Every member shall have one vote.
23. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may not vote at any meeting of the Company.
24. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Company have been paid.
25. On a poll, votes may be given either personally or by proxy.

26. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney shall be deposited at the Registered Office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll and in default an instrument of proxy shall not be treated as valid.
28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

WHITEINCH FELLOWSHIP LIMITED

I/We, _____ of _____
 in the County of _____ being a member/members of the above named
 Company, hereby appoint
 of _____ or failing him _____ of as my/our proxy to vote for me/us
 and my/our behalf at the (annual or extraordinary, as the case may be) general
 meeting of the Company to be held on the _____ day of _____ 199 , and at
 any adjournment thereof.

29. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

WHITEINCH FELLOWSHIP LIMITED

I/We, _____ of _____
 in the County of _____ being a member/members of the above named
 Company, hereby appoint
 of _____ as my/our proxy to vote for me/us and my/our behalf at the
 (annual or extraordinary, as the case may be) general meeting of the Company to
 be held on the _____ day of _____ 199 .

This form is to be used:-

*in favour of the resolution.

*against the resolution.

*as the Proxy thinks fit.

Unless otherwise instructed, the Proxy will vote as he thinks fit.

*Strike out whichever is not desired.

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

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

BOARD OF DIRECTORS

33. The number of Directors shall not be less than two and the majority shall be United Kingdom residents.

The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors but in accordance with the minimum number fixed by this Article.

34. The Directors of the Company shall be elected or re-elected at the Annual General meeting of the Company.

BORROWING POWERS

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

POWERS AND DUTIES OF DIRECTORS

36. The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting; but no

regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that Regulation had not been made.

37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
38. The Board shall cause minutes to be made in accordance with Article 50 in books provided for the purpose:-
 - (a) Of all appointment of officers made by the Board;
 - (b) Of the names of the Directors present at each meeting of the Board and of any committee of the Board.

DISQUALIFICATION OF DIRECTORS

39. The office of Director shall be vacated if the Director:-
 - (a) Becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) Becomes prohibited from being a Director by reason of any order made under Section 1 of the Company Directors Disqualification Act 1986;
 - (c) Becomes of unsound mind;
 - (d) Resigns his office by notice in writing to the Company;
 - (e) Is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act;

A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

40. The provisions of Section 293 of the Act shall not apply to the Directors of the Company.

PROCEEDINGS OF DIRECTORS

41. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. The Board shall meet not less than twice in each calendar year. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. Any two Directors may, and the secretary on the requisition of two Directors shall, at any time summon a meeting of the Board.
42. The quorum necessary for the transaction of the business of the Board shall be not less than two thirds of the Directors and the majority of the quorum shall be United Kingdom residents.
43. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number (until the next annual general meeting), or of summoning a general meeting of the Company, but for no other purpose. In the event of the number of Directors falling below the number required for a quorum and the continuing Directors or the majority of them being non-resident in the United Kingdom, the Company shall be wound up.
44. The Board shall elect a Chairman (who shall chair all meetings of the Board unless any meeting at which he is not present within five minutes after the time appointed for holding the same in which case, the Directors present may chose one of their number to be chairman of the meeting)
45. The Board may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
46. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
47. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
48. All acts done by any meeting of the Board or of a committee of Directors, or by any person acting as a Director, shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

49. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

SECRETARY

50. The Secretary shall be appointed by the Board 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.
51. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.
52. Minutes of all meetings of the Board and of any annual general meeting or general meeting of the Company shall be taken by the Secretary and preserved in a Minute Book in all time coming.

FINANCES OF THE COMPANY

53. The finances of the Company shall be under the control of the Board.

ACCOUNTS

54. The financial year of the Company shall run from 1st January to 31st December in each calendar year. The Board shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company; and
 - (c) the assets and liabilities of the Company.
55. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
56. The books of account shall be kept at the Registered Office of the Company, or, subject to Section 222 of the Act, at such other place or places as the Board think fit, and shall always be open to the inspection of the Board.
57. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.

58. The Board shall from time to time in accordance with Part VII of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
59. 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, shall not less than twenty one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDIT

60. Auditors shall be appointed and their duties regulated in accordance with Part VII of the Act.

NOTICE

61. A notice may be given by the Company to any member either personally or by sending it by recorded delivery or registered post or equivalent to him or to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter continuing the notice by any of the means aforementioned and to have been effected in the case of a notice of a meeting at the expiration of seven days after the letter containing the same is posted.
62. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
 - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

WINDING UP

63. The provisions of Clause VII of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect as if the same were repeated in these Articles.

AMENDMENT OF ARTICLES

64. Amendment of these Articles shall be by a two thirds majority vote of the members present at any annual general meeting of the Company. A resolution to amend shall be included with the notice of an annual general meeting (in accordance with Article 62 hereof) and may be made by any three members of the Company or by the Board and shall be submitted in writing to the Secretary of the Company. Any proposed amendments shall be subject to approval by the Inland Revenue for the purposes of preserving the charitable status of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

M. Murray
MARGARET MURRAY
SECRETARY
109 DOUGLAS ST.
GLASGOW G2 4HB

A. Gillespie
ARIENE GILLESPIE
SECRETARY
109 DOUGLAS STREET
GLASGOW, G2 4HB

Dated the Twenty sixth day of March 1999
Witness to the above signatures:-

A. Breen
ANGELA BREEN
SECRETARY
109 DOUGLAS STREET
GLASGOW, G2 4HB



Companies House
— for the record —

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

195069

Company Name in full

WHITEINCH FELLOWSHIP LIMITED



SCT *SJXJJF1Q* 127
COMPANIES HOUSE 29/03/99

Proposed Registered Office

(PO Box numbers only, are not acceptable)

65 Victoria Park Drive South

Post town

Glasgow

County / Region

Postcode

G14 9NX

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

Holmes Mackillop

Address

109 Douglas Street

Post town

Glasgow

County / Region

Postcode

G2 4HB

Number of continuation sheets attached

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

Holmes Mackillop

109 Douglas Street

Glasgow G2 4HB

Tel 0141-226 4942

DX number

GW50

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

Mr

*Honours etc

* Voluntary details

Forename(s)

Alan

Surname

McWilliam

Previous forename(s)

Previous surname(s)

Address

Usual residential address

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

65 Victoria Park Drive South

Post town

Glasgow

County / Region

Postcode

G14 9NX

Country

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

Consent signature

Date

26.3.99

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Alan

Surname

McWilliam

Previous forename(s)

Previous surname(s)

Address

65 Victoria Park Drive South

Usual residential address

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

Post town

Glasgow

County / Region

Postcode

G14 9NX

Country

Day Month Year

Date of birth

20

06

68

Nationality

British

Business occupation

Minister of Religion

Other directorships

None

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

Consent signature

Date

26.3.99

NAME	*Style / Title	<input type="text" value="Mr"/>		*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text" value="David Craig"/>			
	Surname	<input type="text" value="Ferguson"/>			
	Previous forename(s)	<input type="text"/>			
	Previous surname(s)	<input type="text"/>			
Address	<input type="text" value="20 Lime Street"/>				
Usual residential address	<input type="text"/>				
For a corporation, give the registered or principal office address.	Post town	<input type="text" value="Glasgow"/>			
	County / Region	<input type="text"/>	Postcode	<input type="text" value="G14 9PT"/>	
	Country	<input type="text"/>			
	Date of birth	Day	Month	Year	Nationality
		<input type="text" value="02"/>	<input type="text" value="02"/>	<input type="text" value="41"/>	<input type="text" value="British"/>
	Business occupation	<input type="text" value="Clerk of Works"/>			
	Other directorships	<input type="text" value="None"/>			
	<input type="text"/>				
	I consent to act as director of the company named on page 1				
Consent signature	<input type="text" value="David B Ferguson"/>			Date	<input type="text" value="26.3.99"/>

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

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

Signed

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.