



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

Company No. 206273

The Registrar of Companies for Scotland hereby certifies that

**AAM ASSOCIATES 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 14th April 2000



\*NSC206273B\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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



Companies House

— for the record —

12

Please complete in typescript,  
or in bold black capitals.

CHFP000

## Declaration on application for registration

206273

Company Name in full

AAM ASSOCIATES LIMITED

I, ALAN GEORGE GROSSET

of ERSKINE HOUSE, 68 QUEEN STREET, EDINBURGH

† Please delete as appropriate.

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

*Alan Grosset*

Declared at

EDINBURGH

Day Month Year

On

07 04 2000

① Please print name.

before me ①

ROBIN KETH VALENTINE

Signed

*R.K. Valentine*

Date

7/4/00

† 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.

MORISON RISHOP, SOLICITORS, ERSKINE HOUSE

68 QUEEN STREET, EDINBURGH

Tel 0131 226 6541

DX number 38

DX exchange EDINBURGH

Th

SCT S4VLLPJ5 1167  
COMPANIES HOUSE 10/04/00

Form revised June 1998

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

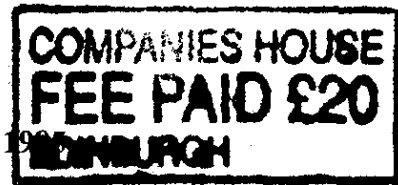
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh



PRIVATE COMPANY LIMITED BY SHARES

206273

MEMORANDUM OF ASSOCIATION OF

AAM ASSOCIATES LIMITED



- 1 The Company's name is AAM Associates Limited.
- 2 The Company's registered office is to be situated in Scotland.
- 3 The Company's objects are:-
  - a. To carry on business as financial industrial business personnel and management consultants and also as advisers on the administration and organisation of industry and business, the training and utilisation of personnel for industry and business and also to advise on the extension, development and improvement of all types of businesses or industries and all systems or processes relating to the research, design, production, storage, distribution, marketing and sale of goods on the rendering of services; to engage in research in to all problems relating to financial, personnel, industrial and business management and distribution, marketing and selling; to collect, prepare and distribute information and statistics relating to any type of business industry or technology; and to promote or propose such methods, procedures and measures as may be considered appropriate as a result of such research; to act as agents or managers in carrying on any business concerns and undertakings and to employ experts to investigate and examine into the condition, management prospects and value of any business or undertaking and generally of any assets, property or rights of any kind.
  - b. To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
  - c. To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
  - d. To purchase or by any other means acquire and take options over any property whatever, and

any rights or privileges of any kind over or in respect of any property.

- e. To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- f. To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- g. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- h. To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- i. To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- j. To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- k. To apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- l. To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or

any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges, and concessions.

- m. To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority (supreme, municipal, local or otherwise) in any part of the world.
- n. To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- o. To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- p. To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- q. To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- r. To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- s. To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- t. To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business;
- u. To give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are

serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- v. Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or Section 151(2) of the Act.
- w. To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- x. To procure the Company to be registered or recognised in any part of the world.
- y. To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- z. To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
- (3) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether

incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

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


4 The liability of the Members is limited.

5 The Company's share capital is £10,000 divided into 9410 ordinary shares of £1 each, 500 "A" ordinary shares of £1 each, 30 "B" ordinary shares of £1 each, 30 "C" ordinary shares of £1 and 30 "D" ordinary shares of £1.

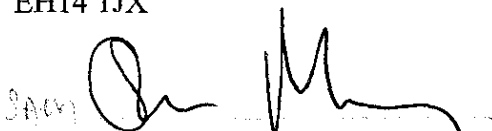
We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite my name.

**Name and Address of Subscriber**


**Number of shares taken by Subscriber**

  
MARGARET LUCRETIA MURRAY  
3 Otterburn Park  
Edinburgh  
EH14 1JX

30 "B" Ordinary shares of £1 each

  
STEVEN ALAN MURRAY  
5 Macdonald Road  
Edinburgh EH9

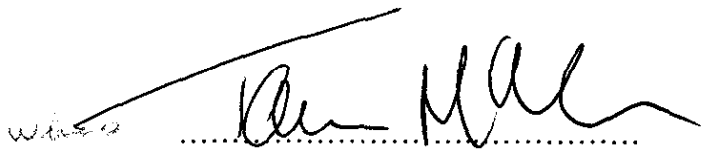
30 "C" Ordinary shares of £1 each

  
LYNNE LOUISE MURRAY  
19/16 High Riggs  
Tollcross  
Edinburgh  
EH3 9BW

30 "D" Ordinary shares of £1 each

Dated this 6<sup>th</sup> day of April 2000

Witness to the above Signature:-

  
TAMMAJ MCVIE  
19/16 HIGH RIGGS  
EDINBURGH  
EH3 9BW

**THE COMPANIES ACT 1985**

**PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION OF**

**AAM ASSOCIATES LIMITED**

**206273**

**TABLE A**

- 1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles ('Table A') shall, except where the same are excluded or varied by or inconsistent with these Articles, apply to the Company to the exclusion of all other regulations set out in any statute or statutory instrument concerning companies.

**INTERPRETATION**

- 2.1 In these Articles unless the context otherwise requires:  
 'these Articles' means these articles of association in their present form or as from time to time altered;  
 'the Companies Acts' means every statute from time to time in force concerning companies in so far as the same applies to the Company;  
 'Member' means a member of the Company;  
 every reference in Table A to 'the Act' shall be construed as if the reference was to the Companies Acts.
- 2.2 Any words or expressions defined in the Companies Acts in force at the date when these Articles or any part of them are adopted shall bear the same meaning in these Articles or such part (as the case may be).
- 2.3 Where for any purpose an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective, and where an extraordinary resolution is required a special resolution shall also be effective.

**AUTHORISED SHARE CAPITAL**

- 3.1 The share capital of the Company at the date of the adoption of these Articles is £10,000 divided into:  
 3.1:1 9410 ordinary shares of £1 each  
 3.1:2 500 "A" ordinary shares of £1 each ('the 'A' Shares')  
 3.1:3 30 "B" ordinary shares of £1 each ('the 'B' Shares') and  
 3.1:4 30 "C" ordinary shares of £1 each ('the 'C' Shares')  
 3.1:5 30 "D" ordinary shares of £1 each ('the 'D' Shares')
- 3.2 The "A" Shares, "B" Shares, "C" Shares and "D" Shares shall each constitute different classes of shares for the purposes of the Act. All of the "A" shares, "B" shares "C" shares and "D" shares shall rank pari passu other than as provided in this sub-article 3.2. The entitlement to dividend for each class of shares shall be of such an amount as the Directors



may from time to time determine as a class.

## UNISSUED SHARE CAPITAL

- 4 Subject to the provisions of the Companies Acts and these Articles and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the directors may determine.
- 5.1 For the purposes of the Companies Act 1985 Section 80 but subject to the provisions of these Articles the directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities as defined in the said section up to an aggregate nominal amount of £100,000. This authority shall expire 5 years from the date on which the resolution adopting these Articles is passed but may be previously revoked or varied by the Company in general meeting and may from time to time be renewed by the Company in general meeting for a further period not exceeding 5 years. The Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired.
- 5.2 Article 5.1 shall not apply to redeemable shares, which shall be governed by the provisions of Article 6.
- 5.3 The Companies Act 1985 Sections 89 (1) and 90 (1)–(6) (inclusive) shall not apply.
- 5.4 Any shares for the time being unissued shall before they are issued be offered to the Members holding ordinary shares in proportion as nearly as the circumstances admit to their existing holdings of ordinary shares. Such offer shall be made by notice specifying the number of shares offered and limited to a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time, or (if earlier) on the receipt of an intimation from the person to whom the offer has been made that he declines to accept the shares offered, the directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The directors may, in like manner, dispose of any shares which by reason of the proportion borne by them to the number of persons entitled to such offer or by reason of any difficulty in apportioning the same cannot in the opinion of the directors be conveniently offered in the manner provided above. The provisions of this Article may be relaxed or varied to any extent by the written agreement of all the Members for the time being.

## REDEEMABLE SHARES

- 6 Subject to the provisions of the Companies Acts, any shares may, with the sanction of a special resolution, be issued on terms that they are, or at the option of the Company or the Member registered in respect of such shares are liable, to be redeemed on such terms and in such manner as may be provided for by these Articles. Regulation 3 of Table A shall not

apply.

## ALTERATION OF CAPITAL

- 7 The Company may from time to time by special resolution increase the share capital by such sum to be divided into shares of such amount as the resolution shall provide. Regulation 32 of Table A shall be varied accordingly.

## PROCEEDINGS AT GENERAL MEETINGS

- 8.1 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. In default of a quorum the meeting shall (unless adjourned to such time and place as the directors may determine) be dissolved.
- 8.2 The quorum at any general meeting (and at any adjourned general meeting) shall be 2 Members present in person or by proxy or, being a corporation, by a duly authorised representative
- 8.3 Regulations 39, 40 and 41 of Table A shall not apply.
- 9 At any general meeting a poll may be directed by the chairman or demanded by any Member present in person or by proxy or, being a corporation, by a duly authorised representative, and Regulation 46 of Table A shall be varied accordingly.
- 10.1 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 not have a second or casting vote. Regulation 50 of Table A shall not apply.
- 10.2 In the case of a corporation a resolution in writing may be signed on its behalf by a director or its secretary or by its duly appointed attorney or duly authorised representative and Regulation 53 shall be extended accordingly.

## VOTES OF MEMBERS

- 11 Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every Member present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote, and on a poll every Member present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote for each share of which he is the holder. Regulation 54 of Table A shall not apply.
- 12 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 such power or authority, shall be deposited at the registered office of the Company (or at such other place in the United Kingdom as is specified for that purpose in the notice of meeting or any instrument of proxy sent by the Company in relation to the meeting) not less than one hour before the meeting or adjourned meeting at which the person named in the instrument proposes to vote or handed to the chairman of the meeting or adjourned meeting before the commencement of such

meeting and, in default, the instrument of proxy shall not be treated as valid. Regulation 62 of Table A shall not apply.

#### POWERS OF DIRECTORS

- 13 The Company may exercise all the powers conferred by the Companies Acts with regard to having any official seal and such powers shall be vested in the directors. Any instrument to which an official seal is affixed shall be signed by such persons (if any) as the directors may from time to time determine. The Directors may refuse to register any Transfer of shares without assigning a reason.

#### NUMBER OF DIRECTORS

- 14 The number of directors shall not be less than 1 or more than 4. Regulation 64 of Table A shall not apply.

#### ALTERNATE DIRECTORS

- 15.1 Any director (other than an alternate director) may appoint any person to be an alternate director and may remove from office an alternate director appointed by him. A person can be appointed an alternate director by more than one director provided that such appointors all represent the same class of shares but not otherwise.
- 15.2 An alternate director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a director but shall not be entitled to receive from the Company any fee in his capacity as an alternate director except only such part (if any) of the remuneration otherwise payable to the director appointing him as such director may by notice in writing to the Company from time to time direct. An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of directors of which his appointor is a member. Regulations 65 and 66 of Table A shall be varied accordingly.

#### DELEGATION OF DIRECTORS' POWERS

- 16 The directors may also entrust to and confer upon any director any of the powers exercisable by them. Any such delegation may be made on such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and they may from time to time revoke, withdraw, alter or vary all or any of such powers. Subject to any such conditions, the proceedings of such a committee shall be governed by these Articles regulating the proceedings of directors so far as they are capable of applying. Regulation 72 of Table A shall not apply.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

- 17.1 No director shall be required to retire or vacate his office or be ineligible for reappointment as a director, nor shall any person be ineligible for appointment as a director, by reason of his having attained any particular age.
- 17.2 Regulations 73 to 80 (inclusive) of Table A shall not apply.

- 18 The office of a director shall be vacated in any of the events following namely:
- 18.1 if he resigns his office by notice in writing delivered to the registered office of the Company or tendered to a meeting of the directors; or
  - 18.2 if he becomes incapable, by reason of mental disorder, of managing and administering his property and affairs or becomes a patient for the purposes of any statute relating to mental health and the directors resolve that his office is vacated; or
  - 18.3 if he becomes bankrupt or compounds with his creditors; or
  - 18.4 if he is prohibited from being a director by law or by the order of any court or tribunal of competent jurisdiction; or
  - 18.5 if being a director appointed or deemed to be appointed under Article 19 he is removed from office under the provisions of that Article.
- Regulation 81 of Table A shall not apply.

### DIRECTORS' GRATUITIES AND PENSIONS

- 19 The directors on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities, gratuities and superannuation or other allowances and benefits in favour of any person, including any director or former director or the relations, connections or dependants of any director or former director. A director or former director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.

### PROCEEDINGS OF DIRECTORS

- 20.1 Chairman of any meeting of the directors shall have a second or casting vote.
- 20.2 *The quorum necessary for the transaction of the business of the directors or of any committee of the directors shall throughout the meeting be one director. A person who holds office only as an alternate director shall, if the director he has been appointed to represent is not present, be counted in the quorum. Regulation 89 of Table A shall not apply.*
- 20.3 Any director who ceases to be a director at a board meeting may continue to be present and to act as a director and be counted in the quorum until the termination of the board meeting if no other director objects and if otherwise a quorum of directors would not be present.
- 21 Subject to the provisions of these Articles and provided a director shall have disclosed such interest in accordance with Regulation 85 of Table A, a director shall be entitled to vote in respect of any transaction, contract, arrangement or agreement with the Company in which he is in any way, whether directly or indirectly, interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. For the purpose of this Article, an interest of a person who is, for any purpose of the Companies Acts, connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise. Regulations 94 to 98 (inclusive) of Table A shall not apply.

## NOTICES

- 22 In Regulations 53 and 93 of Table A and these Articles 'writing' shall be deemed to include *photocopy, telex, facsimile, telegram and other methods of reproducing or communicating writing in visible form.*
- 23 Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the register of Members (whether or not such address is within the United Kingdom), or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means provided such other means have been authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice of that fact. Any such notice or other document, if sent by first-class post, shall be deemed to have been served or delivered on the day after the day when it was put in the post, and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post.
- 24 Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company Provided that any Member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him. Regulations 112, 115 and 116 of Table A shall not apply.

## WINDING UP

- 25 If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of an extraordinary resolution and subject to any provision sanctioned in accordance with the provisions of the Companies Acts, divide among the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any assets to be so divided and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability and the liquidator may make any provision referred to in and sanctioned in accordance with the provisions of the Companies Acts. Regulation 117 of Table A shall not apply.

## INDEMNITY

- 26 Subject to the provisions of the Companies Acts, every director, alternate director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation to his duties including any liability incurred by him in defending any proceedings, civil or criminal, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the court. Regulation 118 of Table A shall not apply.

**Name and Address of Subscriber**

MARGARET LUCRETIA MURRAY  
3 Otterburn Park  
Edinburgh  
EH14 1JX

MLM *Margaret L Murray*

STEVEN ALAN MURRAY  
5 Macdonald Road  
Edinburgh EH9

SAM *Steven Alan Murray*

LYNNE LOUISE MURRAY  
19/16 High Riggs  
Tollcross  
Edinburgh  
EH3 9BW

*Lynne Murray*

Dated this 6<sup>th</sup> day of April 2000

Witness to the above Signature:-

*Tammas McVie*  
witness  
Name  
address  
TAMMAS MCVIE  
19/16 HIGH RIGGS  
EDINBURGH  
EH3 9BW



Companies House

— for the record —

Please complete in typescript,  
or in bold black capitals.

CHFP000

Notes on completion appear on final page

10,000  
ao

10

**First directors and secretary and intended situation of  
registered office**

206273

**Company Name in full**

AAM ASSOCIATES LIMITED

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

Erskine House

68 Queen Street

Post town

Edinburgh

County / Region

Midlothian

Postcode

EH2 4NN

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

Agent's Name

Morison Bishop

Address

Erskine House

68 Queen Street

Post town

Edinburgh

County / Region

Midlothian

Postcode

EH2 4NN

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.

Alan George Grosset

Morison Bishop, Erskine House, 68 Queen Street

Edinburgh EH2 4NN Tel 0131 226 6541

DX number ED 38 DX exchange Edinburgh



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SCT S4VLKPJ4  
COMPANIES HOUSE

1168  
10/04/00

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

**Companies House, Crown Way, Cardiff, CF14 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

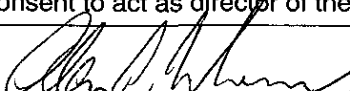
**DX 235 Edinburgh**

# Company Secretary (see notes 1-5)

Company name	AAM Associates Limited		
NAME	*Style / Title	*Honours etc	
* Voluntary details	Forename(s)		
	Surname		
	Previous forename(s)		
	Previous surname(s)		
Address	Erskine House		
<b>Usual residential address</b> For a corporation, give the registered or principal office address.	68 Queen Street		
	Post town		
	Edinburgh		
	County / Region	Postcode	
	Midlothian		EH2 4NN
	Country	Scotland	
I consent to act as secretary of the company named on page 1			
Consent signature			Date
			7/4/00

## Directors (see notes 1-5)

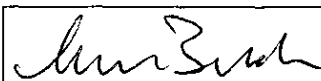
Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
	Forename(s)		
	Surname		
	Previous forename(s)		
	Previous surname(s)		
Address	3 Otterburn Park		
<b>Usual residential address</b> For a corporation, give the registered or principal office address.			
	Post town		
	Edinburgh		
	County / Region	Postcode	
	Midlothian		EH14 1JX
	Country	Scotland	
Date of birth	Day	Month	Year
	1   6	1   2	1   9   4   8
	Nationality		British
Business occupation	Management Consultant		
Other directorships	Per attached list		
I consent to act as director of the company named on page 1			
Consent signature			Date
			6/4/00



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

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

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

7/4/00

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

## Notes

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

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

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

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

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

Address:

Give the usual residential address.

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

Subscribers:

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

2. Directors known by another description:

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

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

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

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

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

## **ALAN ADAMS MURRAY- DIRECTORSHIPS**

Tulloch plc  
Tulloch Properties Limited  
Central Scotland Business Parks Limited  
Teesland Ireland Limited

### **FORMER DIRECTORSHIPS**

(within last five years)

Gillies Melville Associates Limited  
Melville Street Assets (Edinburgh) Limited  
Elitho Limited  
British Linen Leasing Limited  
Headley Down Limited  
British Linen Bank Group Limited  
SPG Development Co (UK) Limited  
Tulloch Homes Group Limited  
The British Linen Bank Limited  
British Linen Properties plc  
British Linen Investments Limited  
Ditat Nominees (Edinburgh) Limited