

PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION  
(re-stated August 2023)

- of -

**WEISENBORN-LINSKAILL ASSOCIATES (SCOTLAND) LTD.**

**Company Number SC230113**



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SATURDAY



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26/08/2023  
COMPANIES HOUSE

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## **DEFINITIONS, OBJECTS, LIMITATION OF LIABILITY, POWERS**

### **1. Defined terms and interpretation**

1.1 In these Articles, unless the context requires otherwise:

the "2006 Act"	means the Companies Act 2006, as modified by statute or re-enacted from time to time;
"Articles"	means these articles of association, as may be amended from time to time;
"bankruptcy"	means insolvency and includes individual insolvency proceedings in a jurisdiction other than Scotland which have an effect similar to that of bankruptcy;
"Board"	means the board of Directors, the members of which are the directors of the Company for the purposes of the Companies Acts;
"Board Meeting"	means a meeting of the Board, pursuant to Article 15.
"Chairman"	means the person elected in accordance with these Articles as the chairman of the Company;
"clear days"	means a period of days exclusive of the day on which the notice is served and of the day for which it is given;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the 2006 Act), in so far as they apply to the Company;
"Director"	means a director of the Company;
"document"	means, unless otherwise specified, any document sent or supplied in Writing;

"electronic form"	has the meaning given in section 1168 of the 2006 Act;
"General Meeting"	means a general meeting of the Company;
"hard copy form"	has the meaning given in section 1168 of the 2006 Act;
"Member"	means the persons admitted to the membership of the Company;
"Objects"	has the meaning given in Article 4;
"ordinary resolution"	has the meaning given in section 282 of the 2006 Act;
"special resolution"	has the meaning given in Section 283 of the 2006 Act;
"subsidiary"	has the meaning given in Section 1159 of the 2006 Act;
"Writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

12 Words importing the singular number shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations.

13 The headings in these Articles are inserted for convenience only and shall be ignored in construing these Articles.

14 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the 2006 Act.

**2. Non incorporation of model articles**

21 For the purposes of section 20 of the 2006 Act, the relevant model articles shall be *deemed to have been excluded fully* and replaced with the provisions of these Articles.

**3. Limited liability**

3.1 The liability of the Members is limited.

**4. Objects**

The Objects for which the Company is established are to:

- a) carry on the business of legal and commercial advisors,
- b) conduct such trade or business, as considered directly or indirectly to be of benefit to the Company.

**5. Powers and authorities**

5.1 The Company shall have the powers to do all such things as are consistent with the furtherance of its Objects.

52 Subject to these Articles and the Companies Acts, the Board is responsible for the management of the Company's business, for which purpose it may exercise all the powers of the Company.

53 The Directors are generally and unconditionally authorised to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company.

## **MEMBERS**

### **6. Members' Restrictions**

- 6.1 No person shall be qualified to be a Member or, subject to Article 6.4 , enjoy any of the rights of a Member unless that person hold a legal qualification, generally recognized as such within any United States, European or other jurisdiction .
- 6.2 The executor of a deceased member of the Company shall have no voting rights in respect of his Membership.
- 6.3 Membership shall cease on death.
- 6.4 No person shall become a Member unless, the Board give written consent to such person becoming a Member.
- 6.5 The subscribers to the Articles of Association of the Company; as at the date of incorporation; and such other persons as are admitted to Membership by the Board in accordance with these Articles, shall be the Members until such time as they are removed from the Register of Members.

## **DIRECTORS**

### **7. Directors' appointment**

7.1 The office of a Director or alternate Director shall be vacated if he cease to be a Member of the Company.

7.2 Subject to Article 7.1 , the Company may by ordinary resolution in General Meeting appoint any Member or non-Member, who or that is willing to be a Director.

7.3 A Director may act as an alternate Director to represent more than one Director and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (any) as a Director, but he shall count as only one for the purposes of determining whether a quorum is present.

7.4 The office of a Director or alternate Director shall also be vacated if he become incapable by reason of illness or injury of managing and administering his property and affairs.

7.5 There shall be no limitation on the number of Directors.

7.6 All acts carried out in good faith at any meeting of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

### **8. Directors' remuneration and expenses**

8.1 Directors may be paid, or otherwise profit by virtue of their office.

82 The Company may pay such reasonable expenses that Directors properly incur in connection with their attendance at:

- a) meetings of the Board; or
- b) general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

**9. Termination of Director's appointment**

9.1 Without prejudice to the provisions of section 168 of the 2006 Act, a person shall cease to be a Director immediately upon:

- a) that person ceasing to be a director by virtue of any provision of the Companies Act 2006, is prohibited from being a director by law;
- b) that person being requested to resign by a resolution of the Board unanimously signed by all other Directors but this only where the total number of Directors exceeds three;
- c) the Company duly receiving written notification from such person that they resign from office, and such resignation has taken effect in accordance with its terms.

92 Any Director, who is removed from office for whatever reason shall be deemed to have resigned from office and the vacancy shall be filled in accordance with these Articles.

**10. Decision making by Directors**

10.1 The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or voting or providing for the payment of remuneration to the directors or officers of such other company.

102 Any resolution of the Board shall be passed by a simple majority vote.

**11. Written decisions**



- 11.1 A decision of the Board is taken in accordance with this Article when all eligible directors indicate to each other by any written means (including email) that they share a common view on a matter.
- 11.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 11.3 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Board.
- 11.4 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.
- 11.5 Directors shall be indemnified out of the Company's assets against:
- a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
  - b) any liability incurred by that Director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in Section 235(6) of the 2006 Act),
  - c) any other liability incurred by that Director as an officer of the Company or an associated company.
- 11.6 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 11.7 The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.
- 11.8 In this Article:
- a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
  - b) a "relevant director" means any director or former director of the Company or an associated company.

- c) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company; and
- d) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **BOARD MEETINGS**

### **12. Board Meetings**

- 121 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least four such meetings be held in each accounting year ("Board Meetings").
- 122 The Board shall report on their activities to the members, within two weeks of a Board Meeting.
- 123 Any Director may call a meeting of the Board by giving notice to the other Directors.
- 124 Notice of any meeting of the Board must indicate:
  - a) its proposed date and time;
  - b) where it is to take place; and
  - c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 125 Notice of a meeting of the Board must be given to each Director, but need not be in writing. A Director who is furth of Scotland shall be entitled to notice of a meeting if he has provided a valid and reasonable means of being timeously contacted.

### **13. Participation in meetings of the Board**

- 13.1 Subject to these Articles, Directors participate in a meeting of the Board, or part of a meeting of the Board, when:
  - a) the meeting has been called and takes place in accordance with these Articles, and

b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

132 In determining whether Directors are participating in a meeting of the Board, it shall, subject to the above, not be relevant where that Director be located nor the means used to communicate.

133 If the Directors participating in a Board Meeting are not located in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

**14. Board Meeting quorum**

14.1 At a meeting of the Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

142 The quorum for meetings of the Board shall be fixed from time to time by a decision of the Board. If the total number of Directors should fall below that required for a quorum, the Directors must as soon as practicable procure to fill such vacancy and may not take any other decision or pass any other resolutions.

**15. Chairing Board Meetings**

15.1 There shall be a chairman of the Board who shall chair all Board Meetings he attends.

15.2 If at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting or he is not willing or able attend or chair such Board Meeting, the Directors present shall choose one of their number to chair the meeting.

**16. No casting vote**

16.1 If the numbers of Director votes for and against a proposal (for example, inter alia, requests for a Board decision or resolution) be equal, the chairman shall not have a casting vote.

**17. Conflicts of interest**

17.1 If a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a Director has an interest, that Director

shall be ineligible to vote and is not to be counted as participating in the decision-making process for quorum or voting purposes.

172 The above prohibition shall not apply when:

- a) the Board unanimously approves the Director counting towards the quorum and voting on the transaction or arrangement notwithstanding such interest;
- b) the Director need not declare an interest pursuant to sections 177 or 182 of the 2006 Act; or
- c) the Director's conflict of interest arises from a permitted cause.

173 For the purposes of Article 17.2, the following are "permitted causes":

- a) a guarantee, security or indemnity given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries (if any);
- b) subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries (if any), or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries (if any) which do not provide special benefits for directors or former directors.

174 For the purposes of this Article, references to proposed decisions and decision-making processes include any meeting of the Board or part of a meeting of the Board.

175 If a question arises at a Board Meeting as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any Director other than himself is to be final and conclusive.

176 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

17.7 A Director may vote, and count towards the quorum, in regard to any transaction or arrangement in which he has, or can have, a direct or indirect conflict of interest that conflicts, or possibly may conflict with the interests of the Company only where such matter has been authorised by the Board in accordance with section 175 of the 2006 Act.

**18. Records of decisions to be kept**

18.1 The Board must ensure that the Company keeps a record, in writing, for at least ten (10) years from the date of the decision recorded, of every unanimous or majority decision taken by the Board and by the Company at general meeting

18.2 Any such records, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

18.3 Any such records shall be circulated to all Directors.

**GENERAL MEETINGS**

**19. No Annual General Meetings**

19.1 The Company shall not be required to hold annual general meetings.

**20. Attendance, speaking and voting at general meetings**

20.1 General Meeting shall be called by the Company given not less than fourteen and not more than twenty-eight clear days' notice.

20.2 Either the Board or not less than ten percent of the Members may instruct the Company to give notice of a General Meeting, such instruction requiring include a proposed agenda for the meeting and those resolutions or decisions that the general meeting shall be required to vote upon. Upon receipt of an instruction to call a general meeting the Company shall not later than five days thereafter send out the requisite notice.

20.3 Upon receipt of notice of a General Meeting a Member or the Board may request that additional matters be included in the agenda and if necessary be voted upon with the sole limitation that the chairman may restrict the agenda to matters strictly pertinent

to the business of the Company, and such that no meeting be likely to extend beyond four hours.

204 A Member shall be entitled to receive notice of and attend general meetings and to speak and communicate such information or opinions as they wish in so far as these have a direct bearing on, and relevance to, the business of the general meeting, and where this last be disputed the chairman shall determine the matter at his sole discretion.

205 No person, other than a Director, that is not a Member shall be entitled to attend or speak at a general meeting unless such person has the express permission of the Board to do so.

206 Each Member shall be entitled at a general meeting to and cast the number of votes to which they are entitled.

207 Members shall cast their votes on the basis of one vote per one ordinary share held in the Company and there shall not be voting by show of hands on any matters.

## 21. **Adjournment**

21.1 If the Members attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

21.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

- a) the meeting consents to an adjournment, or
- b) it appears to the chairman of the meeting that an adjournment be necessary to protect the safety of those attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

21.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

21.4 When adjourning a general meeting, the chairman of the meeting must:

- a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and

- b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

21.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

- a) to the same persons to whom notice of the Company's general meetings is required to be given, and
- b) containing the same information which such notice is required to contain.

21.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## **22. Objections**

22.1 No objection may be raised to the qualification of a Member voting at a general meeting except at the meeting (or adjourned meeting) at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

22.2 Any such objection must be referred to the chairman of the meeting whose decision shall be final but this subject always to these Articles.

## **23. Proxies**

23.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- a) states the name and address of the Member appointing the proxy;
- b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- d) is delivered to the Company in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.

23.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

23.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

- 234 Unless a proxy notice indicates otherwise, it must be treated as:
- a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

**24. Delivery of proxy notices**

- 24.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 24.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 24.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 24.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

**25. Amendments to resolutions**

- 25.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
  - b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 25.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:



- a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 253 With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 254 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## **TRANSFER OF SHARES**

### **26. Transfer of shares**

- 26.1 All share transfers shall take place at a price herein called the transfer price unless a different price is negotiated between the parties to it. The transfer price shall be an amount equivalent to the net asset value of the Company which is proportionate to the number of shares included in the transfer and is current at the date of valuation. For this purpose the equipment and tangible assets shall be valued at the higher of the written down value for tax purpose or net realisable value: work in progress shall be valued at the lower of cost or net realisable value apportioned if appropriate at the date of valuation: fair and reasonable provision shall be made for bad debts: goodwill shall be valued at zero unless otherwise agreed or otherwise expressed herein.
- 26.2 Any dispute as to value shall be referred to the final decision of an independent solicitor acting as an expert to be appointed in default of agreement by the President of the Society of Advocates in Aberdeen.
- 26.3 The Directors may refuse to approve any transfer of shares without assigning any reason therefor.

## **DISSOLUTION**

### **27. Dissolution**

- 27.1 If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed among the Members.

## **ADMINISTRATIVE ARRANGEMENTS**

### **28. Means of communication to be used**

- 28.1 Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of the 2006 Act to be sent or supplied by or to the Company.

282 Subject to these Articles, any notice or document to be sent or supplied to a Director may also be sent or supplied by the means which that Director requests.

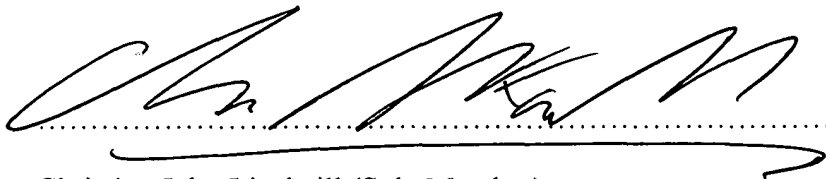
283 A Director receiving notices or documents sent in such manner as requested by that Director shall be deemed to have been received within forty-eight hours of their having been sent.

29. **No right to inspect accounts and other records**

Except as provided by law or authorised by the Board or by an ordinary resolution of the Company, no person shall be entitled to inspect any of the Company's accounts, records or documents merely by virtue of being a Member.

... end of Weisenborn-Linskaill Associates (Scotland) Ltd Articles of Association ...

*These Articles of Association have today been accepted by me, Mr Christian John Linskaill, sole member of the Company, and replace in their entirety any and all Articles previously adopted by the Company and registered prior to this date by Companies House.*

A handwritten signature in black ink, appearing to read 'Christian John Linskaill', is written over a horizontal dotted line. The signature is fluid and cursive.

Christian John Linskaill (Sole Member)

Edinburgh,

11<sup>th</sup> August 2023