

FILE COPY



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

Company No. 314823

The Registrar of Companies for Scotland hereby certifies that

GOVANHILL BATHS COMMUNITY TRUST

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 17th January 2007



NSC314823C



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

314823

Company Name in full

GOVANHILL BATHS
COMMUNITY TRUST

I, STEPHEN MABBOTT

of STEPHEN MABBOTT LTD.

† 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

Declared at EDINBURGH

On Day Month Year
17 01 2007

① Please print name

before me ① RUSSELL PATERSON N P

Signed

Date 17/1/07

† 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

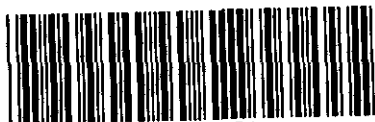
SCOTT'S COMPANY FORMATIONS, 5 LOGIE MILL,

BEAVERBANK OFFICE PARK, LOGIE GREEN ROAD,

EDINBURGH. EH7 4HH Tel 0131 556 5800

DX number 550301 DX exchange EDINBURGH

WEDNESDAY



SCT 17/01/2007 1924
COMPANIES HOUSE

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



Companies House
— for the record —

Please complete in typescript,
or in bold black capitals

30(5)(a)

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

Company Name in full

GOVANHILL BATHS

COMMUNITY TRUST

I,

STEPHEN MABBOTT

of

STEPHEN MABBOTT LTD.

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

[†] Please delete as appropriate

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

EDINBURGH

Day Month Year

on

17 01 2007

^① Please print name

before me ^①

RUSSELL PATERSON N.P.

Signed

Date

17/1/07

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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DX 235 Edinburgh

WEDNESDAY



SL617MA4

SCT 17/01/2007 1933

COMPANIES HOUSE

Form revised June 1998



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals
CHFP000

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

Notes on completion appear on final page

Company Name in full

GOVANHILL BATHS
COMMUNITY TRUST

Proposed Registered Office

(PO Box numbers only, are not acceptable)

SUITE 312

149 CLAYMORE HOUSE

Post town

KILMARNOCK ROAD

County / Region

GLASGOW

Postcode

G4 3JA

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

SCOTT'S COMPANY FORMATIONS

Address

5 LOGIE MILL, BEAVERBANK OFFICE PARK,

LOGIE GREEN ROAD,

Post town

EDINBURGH

County / Region

MIDLOTHIAN

Postcode

EH7 4HH

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

SCOTT'S COMPANY FORMATIONS, 5 LOGIE MILL,

BEAVERBANK OFFICE PARK, LOGIE GREEN ROAD,

EDINBURGH EH7 4HH Tel 0131 556 5800

DX number 550301

DX exchange EDINBURGH

WEDNESDAY



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17/01/2007

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COMPANIES HOUSE

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Form revised July 1998

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or

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for companies registered in Scotland

DX 235 Edinburgh

**Company Secretary
Name**

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

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

Consent signature

**Director
Name**

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

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

Date of birth

Business occupation

Other directorships

*Voluntary details

Consent signature

CS

BRIAN REID LTD.

AD 5 LOGIE MILL, BEAVERBANK OFFICE PARK

Post town LOGIE GREEN ROAD, EDINBURGH

Postcode EH7 4HH Country SCOTLAND

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

Signed

(Authorised
Signatory)

Date

17/1/07

CD

STEPHEN MABBOTT LTD.

AD 14 MITCHELL LANE

Post town GLASGOW

Postcode G1 3NU Country SCOTLAND

DO 01 / 02 / 99 Nationality NA SCOTTISH

OC COMPANY REGISTRATION AGENT

OD NONE

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

Signed

(Authorised
Signatory)

Date

17/1/07

Signature
of agent
on behalf
of all
subscribers

Date

17/1/07

Directors (continued)**Name** *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

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

Date of birth

Business occupation

Other directorships

*Voluntary details

Consent signature

CD

BRIAN REID LTD.

AD 5 LOGIE MILL, BEAVERBANK OFFICE PARK,

Post town LOGIE GREEN ROAD, EDINBURGH

Postcode EH7 4HH Country SCOTLAND

DO 01 / 02 / 99 Nationality NA SCOTTISH

OC COMPANY REGISTRATION AGENT

OD NONE

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

Signed

(Authorised
Signatory)

Date

17/1/07

**Director
Name**

*Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

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

Date of birth

Business occupation

Other directorships

*Voluntary details

Consent signature

CD

AD

Post town

Postcode Country

DO Nationality NA

OC

OD

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

Signed

(Authorised
Signatory)

Date



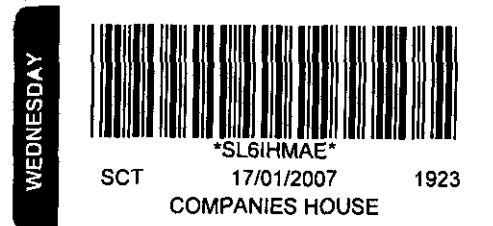
THE COMPANIES ACTS 1985 to 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM of ASSOCIATION
Of
GOVANHILL BATHS COMMUNITY TRUST

1. The Company's name (hereinafter referred to as the "TRUST") is

GOVANHILL BATHS COMMUNITY TRUST

2. The Trust's registered office is to be situated in Scotland.

3. The Trust's objects are:



(i)(a) To preserve and conserve, for the public benefit, buildings of historic or architectural interest, in particular Govanhill Baths.

(b) To promote the benefit of the inhabitants of Govanhill and its environs without distinction of sex, sexuality, political, religious or other opinions by associating the local statutory authorities, voluntary organisations and inhabitants in a common effort to advance education and to provide facilities, or assist in the provision of facilities, in the interests of social welfare for recreation and other leisure time occupation so that their condition of life may be improved.

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

(ii)(a) To acquire, maintain and manage the property known as Govanhill Baths.

(b) To create and promote for the public use within that facility a Healthy Living Centre incorporating the present contents and to do so through a variety of sporting, recreational and cultural activities, including swimming, fitness exercise clinics, games, healthy diet promotion and other relevant activities as the Trust from time to time decides.

(c) To liaise with other voluntary sector bodies, local authorities, Glasgow City Council, UK OR Scottish government departments and agencies, Sportscotland, the National Health Service and private/business bodies, all with a view to furthering the Trusts objects.

(b) To carry on any other activities which further any of the above objects.

(c) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the Trust, acquire and hold shares in such companies and carry out, in relation to any such Trust which is a subsidiary of the Trust, all such functions as may be associated with a holding Trust.

(d) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the Trust's activities.

(e) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Trust's activities.

(f) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Trust.

(g) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Trust.

(h) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.

(i) To borrow money, and to give security in support of any such borrowings by the Trust, in support of any obligations undertaken by the Trust or in support of any guarantee issued by the Trust.

(j) To employ such staff as are considered appropriate for the proper conduct of the Trust's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex members of staff and their dependants.

(k) To engage such consultants and advisers as are considered appropriate from time to time.

(l) To effect insurance of all kinds (which may include officers' liability insurance).

(m) To invest any funds which are not immediately required for the Trust's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).

(n) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Trust' objects.

(o) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Trust's objects.

(p) To take such steps as may be deemed appropriate for the purpose of raising funds for the Trust's activities.

(q) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

(r) To oppose, or object to, any application or proceedings which may prejudice the Trust's interests.

(s) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Trust, and to enter into any arrangement for co operation or mutual assistance with any charitable body.

(t) To do anything which may be incidental or conducive to the furtherance of any of the Trust's objects.

And it is declared that

(i) in this "clause, "property" means any property, heritable or moveable, wherever situated

(ii) in this clause, and throughout this memorandum of association, the word "charitable" shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988 and Section 7 (2) of the Charities and Trustee Investment (Scotland) Act 2005 or of any statutory amendment or re-enactment for the time being in force.

4. (a) The income and property of the Trust shall be applied solely towards promoting the Trust's objects (as set out in clause 3).

(b) No part of the income or property of the Trust shall be paid or transferred (directly or indirectly) to the members of the Trust, whether by way of dividend, bonus or otherwise.

(c) No director of the Trust shall be appointed as a paid employee of the Trust; no director shall hold any office under the Trust for which a salary or fee is payable.

(d) No benefit (whether in money or in kind) shall be given by the Trust to any director except

(i) repayment of out of-pocket expenses or

(ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the Trust.

5. The liability of the members is limited.

6. Every member of the Trust undertakes to contribute such amount as may be required (not exceeding £1) to the Trust's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the Trust's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7. (a) If on the winding-up of the Trust any property remains after satisfaction of all the Trust's debts and liabilities, such property shall not be paid to or distributed among the members of the Trust; that property shall instead be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the Trust.

(b) The body or bodies to which property is transferred under paragraph (a) shall be determined by the members of the Trust at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time.

(c) To the extent that effect cannot be given to the provisions of paragraphs (a) and (b) of this clause 7, the relevant property shall be applied to some other charitable object or objects.

8. (a) Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Trust and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Trust; such accounting records shall be open to inspection at all times by any director of the Trust.

(b) The Trust's auditors shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account and all group accounts, copies of which are to be laid before the Trust in general meeting. This clause may be omitted from the memorandum if the Trust will qualify for exemption from audit under the audit exemption regulations.

WE, the subscribers to this, Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

**Names, Addresses and Descriptions
of Subscribers**

**STEPHEN MABBOTT LTD.
14 MITCHELL LANE
GLASGOW
G1 3NU**



(Authorised Signatory)

**BRIAN REID LTD.
5 LOGIE MILL
BEAVERBANK OFFICE PARK
LOGIE GREEN ROAD
EDINBURGH
EH7 4HH**



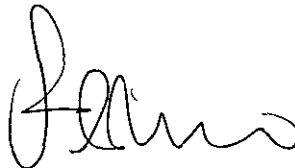
(Authorised Signatory)

DATED the

17/1/07

Witness to the above Signatures:

**JOY COLVINE
5 LOGIE MILL
BEAVERBANK OFFICE PARK
LOGIE GREEN ROAD
EDINBURGH
EH7 4HH**



Company Registration Agent

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of

GOVANHILL BATHS COMMUNITY TRUST

PRELIMINARY

1. (a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Trust save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Trust.

(b) In these Articles the expression "the Act" means the Companies Act 1985 but so that any reference in these Articles 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.

(c) Regulations 2 to 35 inclusive, 54, 55, 57, 59, 82, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Trust.

(d) The words "or with any body corporate which is or has been a subsidiary of the Trust or a predecessor in business of the Trust or of any such subsidiary" shall be omitted from regulation 87 of Table A.

(e) In regulation 1 of Table A the definition of "the holder" shall be omitted.

MEMBERS

2. The subscribers to the Memorandum of Association of the Trust and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Trust. No person shall be admitted a Member of the Trust unless he is approved by Directors. Every person who wishes to become a Member shall deliver to the Trust an application for membership in such form as the Directors require executed by him.

3. Subject to the provisions of any rules or by-laws made pursuant to Article 22 a Member may at any time withdraw from the Trust giving at least seven clear days' notice to the Trust. Membership shall not be transferable and shall cease on death.

NOTICE OF GENERAL MEETING

4. In Regulation 38 of Table A:
 - (a) In paragraph (b) the words "of the total voting rights at the meeting of all the Members" shall be substituted for "in nominal value of the shares giving that right" and
 - (b) The words "The notice shall be given to all the Members and to the Directors and Auditors" shall be substituted for the last sentence.
 - (c) The following shall be added after the words "shall specify the meeting as such":
"Provided that the notice shall contain particulars of any Directors who are to retire by rotation or otherwise at the meeting and of any persons who are to be proposed for appointment or re appointment as Directors at the meeting".

PROCEEDINGS AT GENERAL MEETINGS

5. (a) If a quorum is not present within half an hour from the time appointed for a meeting, or if during a meeting such a quorum ceases to be present, the meeting if convened on 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 time and place as the Directors may determine.
 - (b) Regulation 41 of Table A shall not apply to the Trust.
6. The words "and at any separate meeting of the holders of any class of shares in the Trust" shall be omitted from Regulation 44 of Table A.
7. In Regulation 45 of Table A the second and third sentences shall be omitted and the following words substituted therefor:

"When a meeting is adjourned for twenty one days or more at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting. The provisions of Regulation 38 of Table A (as amended by these Articles) with respect to the notice to be given of the business to be conducted at a meeting shall apply to such notice of an adjourned meeting. Save as aforesaid it shall not be necessary to give any notice of an adjourned meeting".
8. Paragraph (d) of Regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

9. On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

APPOINTMENT OF DIRECTORS

10. (a) The maximum number and minimum number respectively of the Directors may be determined from time to time by ordinary resolution. Subject to and in default of any such determination the maximum number of Directors shall be seven and the minimum number of Directors shall be five.

(b) Regulation 64 of Table A shall not apply to the Trust.

11. Regulations 65 to 69 inclusive of Table A (alternate Directors) shall not apply to the Trust. The Regulations of Table A which apply to the Trust shall be construed as if reference to alternate Directors were omitted therefrom.

12. Regulation 73 of Table A shall be amended by the addition thereto of the following:

"Provided however that in event of default in holding the first or any subsequent annual general meeting the Directors who were due to retire from office at such meeting shall continue in office until such meeting is duly held, when the provisions of these Articles with respect to retiral shall take effect as if such meeting had taken place timeously".

13. (a) The Words "stating the particulars which would, if he were so appointed or re appointed, be required to be included in the Trust's Register of Directors" shall be omitted from Regulation 76 of Table A.

(b) The second sentence of Regulation 77 of Table A shall be omitted.

DISQUALIFICATION OF DIRECTORS

14. Without prejudice to Regulation 81 of Table A the office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs.

DIRECTORS EXPENSES

15. The words "of any class of shares or" shall be omitted from Regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

16. In paragraph (c) of Regulation 94 of Table A the word "debentures" shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

MINUTES

17. The words "of the holders of any class of shares in the Trust" shall be omitted from Regulation 100 of Table A.

NOTICES

18. The second sentence of Regulation 112 of Table A shall be omitted.
19. The words "or of the holders of any class of shares in the Trust" shall be omitted from Regulation 113 of Table A.

THE SEAL

20. (a) The Trust may have a seal if it so wishes. Insofar as the Trust has a seal it shall only be used with the consent of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is to be affixed and unless otherwise so determined it shall be signed by a Director and also by the Trust Secretary or by a second Director.

(b) Clause 101 of Table A shall not apply to the Trust.

(c) The Trust may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

INDEMNITY

21. (a) Every Director or other Officer of the Trust shall be indemnified out of the assets of the Trust against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including any liability incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 of Section 727 of the Act in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Trust in the Execution of the duties of his office or in relation thereto; but this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

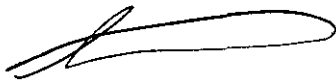
(b) Regulation 118 of Table A shall not apply to the Trust.

RULES OR BY-LAWS

- 22. (a) The Directors may from time to time make such rules or bylaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Trust and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing they may by such rules or bylaws regulate:**
- (i) The admission and classification of Members of the Trust and the rights and privileges of such Members and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members.**
 - (ii) The conduct of Members of the Trust in relation to one another and to the employees of the Trust.**
 - (iii) The setting aside of the whole or any part or parts of the premises of the Trust at any particular time or times or for any particular purpose or purposes.**
 - (iv) The procedure at General Meetings and Meetings of the Directors and Committees of the Directors in so far as such procedure is not regulated by these presents.**
 - (v) And generally all such matters as are commonly the subject matter of rules or bylaws of a Trust formed for the purposes of the Trust.**
- (b) The Trust in General Meeting shall have the power to alter or repeal the rules or bylaws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Trust all such rules or bylaws which so long as they shall be in force shall be binding on all Members of the Trust; provided nevertheless that no rule or bylaw shall be inconsistent with or shall affect or repeal anything contained in the Memorandum and Articles of Association of the Trust.**

Names, Addresses and Descriptions of Subscribers

**STEPHEN MABBOTT LTD.
14 MITCHELL LANE
GLASGOW
G1 3NU**



(Authorised Signatory)

**BRIAN REID LTD.
5 LOGIE MILL
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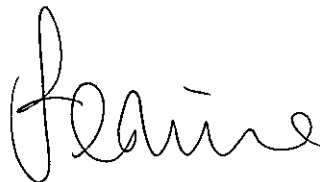
(Authorised Signatory)

DATED the

17/1/07

Witness to the above Signatures:

**JOY COLVINE
5 LOGIE MILL
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LOGIE GREEN ROAD
EDINBURGH
EH7 4HH**



Company Registration Agent