



FILE COPY

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

Company No. 340297

The Registrar of Companies for Scotland hereby certifies that

THE ARCHIE FOUNDATION

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **27th March 2008**



NSC340297G



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



12

Please complete in typescript,
or in bold black capitals

CHFP025

Declaration on application for registration

SC340297

Company Name in full

THE ARCHIE FOUNDATION

I, Roy Roxburgh

of 66 Queen's Road, Aberdeen, AB15 4YE

† 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, or as a shareholder or member of the company, or as a person named in 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

Roy Roxburgh

Declared at Aberdeen

Day Month Year

On 16 03 2008

① Please print name

before me ① John Findlay

Signed

John Findlay

Date

16/3/08

† A Commissioner for Oaths or Notary Public or a Justice of the Peace

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form The contact information that you give will be visible

Maclay Murray & Spens LLP
66 Queens Road
Aberdeen
AB15 4YE

Tel 01224 356130

DX number DX AB17

DX exchange ABERDEEN

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
or LP 4 Edinburgh 2



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27/03/2008

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COMPANIES HOUSE

Laserform International 10/07

THURSDAY



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Please complete in typescript,
or in bold black capitals

CHFP010

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

Company Name in full

THE ARCHIE FOUNDATION

I, ROY ROXBURGH

of 66 QUEEN'S ROAD, ABERDEEN, AB15 4YE

† Please delete as appropriate

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

And I make this solemn Declaration conscientiously believing the same to be
true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

Declared at ABERDEEN

Day Month Year

on 16 03 2008

● Please print name

before me ● JOHN FINDLAY

Signed

Date 16/3/08

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

MACLAY MURRAY & SPENS LLP, 66 QUEEN'S ROAD, ABERDEEN,
AB15 4YE

Tel 01224 356161

DX number 17 DX exchange ABERDEEN

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Registrar of Companies at
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for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

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COMPANIES HOUSE

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Please complete in typescript,
or in bold black capitals

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

CHFP025

Notes on completion appear on final page

Company Name in full

THE ARCHIE FOUNDATION

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Royal Aberdeen Children's Hospital,

Westburn Road,

Post town

Aberdeen

County / Region

Postcode

AB25 2ZG

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

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the

Maclay Murray & Spens LLP

66 Queens Road
Aberdeen
AB15 4YE

Tel 01224 356130

DX number DX AB17

DX exchange ABERDEEN

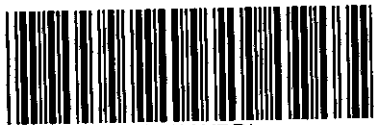
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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP 4 Edinburgh 2

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WE



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COMPANIES HOUSE

SCT 19/03/2008 820
COMPANIES HOUSE

Company Secretary (see notes 1 5)

Company name

The Archie Foundation

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

MacLay Murray & Spens LLP

Previous forename(s)

Previous surname(s)

Address ††

66 Queen's Road

Post town

Aberdeen

County / Region

Postcode

AB15 4YE

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

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

Consent signature

For and on behalf of
MACLAY MURRAY & SPENS LLP

Date

16/03/2008

Directors (see notes 1 5)

Please list directors in alphabetical order

NAME *Style / Title

Mr

*Honours etc

Forename(s)

Joseph

Surname

Mackie

Previous forename(s)

Previous surname(s)

Address ††

128 Seafield Road

Post town

Aberdeen

County / Region

Postcode

AB15 7YQ

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Date of birth

Day Month Year

2 7 0 3 1 9 4 8

Nationality

British

Business occupation

Director

Other directorships

See Paper Apart attached

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

Consent signature

J Mackie
JM X

Date

16 March 2008

Directors

(see notes 1 5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>		*Honours etc	<input type="text"/>
Forename(s)		<input type="text"/>			
Surname		<input type="text"/>			
Previous forename(s)		<input type="text"/>			
Previous surname(s)		<input type="text"/>			
Address ††		<input type="text"/>			
<input type="checkbox"/>		<input type="text"/>			
Post town		<input type="text"/>			
County / Region		<input type="text"/>	Postcode	<input type="text"/>	
Country		<input type="text"/>			
Date of birth		<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Business occupation		<input type="text"/>			
Other directorships		<input type="text"/>			
		<input type="text"/>			
I consent to act as director of the company named on page 1					
Consent signature		<input type="text"/>		Date	<input type="text"/>

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

XJM
J Mackie

Date

16 March 2008

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

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

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

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

for a married woman, the name by which she was known before marriage need not be given,

names not used since the age of 18 or for at least 20 years need not be given

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

Address

Give the usual residential address

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

Subscribers

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

2 Directors known by another description

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

3 Directors details

Show for each individual director the director's date of birth, business occupation and nationality

The date of birth must be given for every individual director.

4 Other directorships

Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**

dormant,

a parent company which wholly owned the company making the return,

a wholly owned subsidiary of the company making the return, or

another wholly owned subsidiary of the same parent company

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

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

Paper Apart - MR JOSEPH MACKIE

Kirkpatrick of Deeside Limited, Company No SC 118015

G E Mair Hire Services Limited, Company No. SC 107488

First Aberdeen Limited, Company No SC 097420

The U K Bus Driver of the Year Association, Company No 02159826

Aberdeen Association of Social Service, Company No SC 018487

The First U K Pension Scheme Trustee Limited, Company No 4649273

THE COMPANIES ACT 1985 (AS AMENDED)

A COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE ARCHIE FOUNDATION



1 NAME

The name of the company is "The Archie Foundation" (hereinafter called the "Company")

2 REGISTERED OFFICE

The registered office of the Company is to be situated in Scotland

3 OBJECTS

The objects of the Company are the relief of suffering and distress and the furtherance of health by supporting, equipping, enhancement and maintenance of the Royal Aberdeen Children's Hospital and child health services across Grampian, research related to child health, specialist training for child health professionals, support for children, young people and their families who use child health services in Grampian, or for such other related charitable objects as the Company in its sole discretion may determine. The Company is to operate on a non profit basis

4 POWERS

To promote, further and fulfil its objects but not for any other purpose, the Company may

- 4 1 1 appeal for in any way thought fit and to receive subscriptions, contributions and gifts, legacies or bequests and donations whether annual or otherwise,
- 4 1 2 invite the provision of funds for all or any of the purposes of the Company,
- 4 1 3 to promote the Royal Aberdeen Children's Hospital and child health services in Grampian,
- 4 1 4 provide, equip and support the Royal Aberdeen Children's Hospital in Aberdeen and other child health facilities in Grampian,
- 4 1 5 print, publish and distribute or procure to be printed, published or distributed (whether gratuitously or not) any newspaper, newsletter, periodical, magazine, book, pamphlet, circular, leaflet or other publication which the Company may consider desirable for the promotion of the subjects,
- 4 1 6 establish, undertake, superintend and administer funds from which donations may be made by the Company to advance the objects of the Company,

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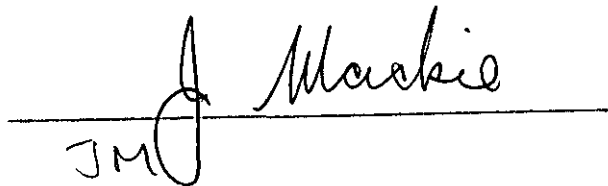
- 4 1 7 collect and organise the collection of funds by advertisements and appeals to the public and by any other means,
- 4 1 8 invest any monies received by the Company which are not immediately required for the promotion of its objects,
- 4 1 9 take any gift of property, whether subject to any trust or not, for any one or more of the objects of the Company,
- 4 1 10 subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be expedient in the promotion of its objects,
- 4 1 11 insure the Company, its property and assets against such risks as the directors shall consider it prudent and necessary to insure against.
- 4 1 12 retain or employ staff, professional or technical advisers in connection with the objects of the Company and pay reasonable and proper salaries, wages and fees for their services,
- 4 1 13 pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company
- 4 1 14 do all such other things as are necessary or incidental to the attainment of the objects of the Company or any of them
- 4 1 15 undertake any activity which directly or indirectly promotes any of the objects of the Company
- 4 1 16 do all such other things as are necessary or incidental to the attainment of the objects of the Company or any of them
- 5 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company
- 5 1 Provided that nothing herein shall prevent any payment in good faith by the Company
 - 5 1 1 of a reasonable and proper remuneration to any member, officer or servant of the Company including a member of the Board in his capacity as an officer or servant of the Company for any services or duties rendered to the Company and to any member of the Board of Directors being a solicitor, accountant or other persons engaged in any profession who shall be entitled to charge and be paid all usual professional or other charges for work done by him or his firm when instructed by his fellow members of the Board of Directors so to act in that capacity on behalf of the Company,
 - 5 1 2 of interest on money lent by any member of the Company or its directors at a reasonable and proper rate per annum and not exceeding the base lending rate for the time being of the Company's bankers, or reasonable and proper rent for premises let by any member to the Company,
 - 5 1 3 to any member of its Board of Directors of out of pocket expenses or for proper rent for premises let to the Company, and
 - 5 1 4 to a company of which a member of the Company or of its Board of Directors may be a member holding not more than one hundredth part of the capital of such company

- 6 The liability of the members is limited
- 7 Every member of the Company undertakes to contribute such amount as may be required (not exceeding One Pound Sterling (£1)) to the assets of the Company, if it should be wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he 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
- 8 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 not be paid to or distributed among the members of the Company but shall be given or transferred to some other association, institution, company, society or body (or any number of the same) having objects which are similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof, such association, institution, company, society or body (or any number of the same) to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other object or purpose wholly or partly similar to any of the objects of the Company

We, the persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association

Names and Addresses of Subscribers

Joseph Mackie
128 Seafield Road
Aberdeen
AB15 7YQ

 JMD

Dated the ^{x16th} day of March Two thousand and eight

Witness to the above signatures
Name

NORMAN WOOD

x N. Wood

Address

6 BROADSTRAIK DRIVE
WESTHILL

witness

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE ARCHIE FOUNDATION

INTERPRETATION

1 1 In these articles of association

“Act”	means the Companies Act 1985, including any statutory modification or re enactment thereof for the time being in force (including the Companies Act 2006),
“Alternate Director”	means an alternate director appointed in terms of Article 72,
“Articles”	means these articles of association,
“Board”	means the board of directors for the time being of the Company,
“clear days”	means in relation to the period of a notice that period excluding the day when the notice is served or deemed to be served and the day for which it is given or on which it is to take effect,
“Company”	means The Archie Foundation,
“electronic means”	has the same meaning as in the Companies Act 2006 and includes, without limitation, email, facsimile, telephone transmission and publication on a web site,
“Member”	means a member of the Company,
“Memorandum”	means the Memorandum of Association of the Company,
“Seal”	means the common seal of the Company (if any), and
“Secretary”	means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary

1 2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act

- 1 3 Unless the contrary intention appears, expressions referring to writing shall be construed as
including reference to printing, lithography, photography and other modes of representing or
reproducing words in visible forms including, at the directors' discretion, in electronic form
- 1 4 words importing the singular number only shall include the plural number and *vice versa*,
- 1 5 words importing the masculine gender only shall include the feminine gender, and
- 1 6 words importing persons shall include partnerships, companies and unincorporated associations

MEMBERS

- 2 The subscribers to the Memorandum and such other persons as are admitted to membership in
accordance with these Articles shall be the Members of the Company There is no upper limit on
the number of Members
- 3 The application of a person for membership shall be in writing in the form set down by the Board
and shall be signed by the applicant and delivered to the Company at the Registered Office of the
Company
- 4 A director of the Company shall place the application before the Board at the next Meeting
thereof to be held after receipt of the said application
- 5 No person shall become a Member of the Company unless he is approved by the Board
- 6 The Board may in its absolute discretion and without assigning any reason therefore admit or
refuse the applicant's request, and shall not be bound to assign any reason for refusing to admit
any person to membership of the Company
- 7 A director of the Company shall within seven days of the decision of the Board notify in writing
that decision to the applicant and if that decision is to admit him to membership shall enter the
name of that person in the Register of Members of the Company whereupon that person shall
become a Member
- 8 A Member shall cease to be a Member of the Company upon
- 8 1 his name being removed from the Register of Members, following the receipt by the Company of
a notice in writing intimating that he resigns his membership, or
- 8 2 (if an individual) his dying, becoming of unsound mind, or bankrupt or compounding with his
creditors or his estate being sequestrated, or
- 8 3 (if a partnership) the firm passes a resolution to wind up or is otherwise dissolved or is bankrupt
or compounds with creditors, or
- 8 4 (if a company) its passing a resolution to wind up or having a winding up petition presented
against it or a receiver or liquidator or administrator being appointed in respect of any of its
assets
- 9 Membership of the Company shall not be transferable.

GENERAL MEETINGS

- 10 The Company shall hold a General Meeting in every calendar year as its Annual General
Meeting in addition to any other meetings in that year, and shall specify the meeting as such in
the notice calling it, and not more than fifteen months shall elapse between the date of one

Annual General Meeting of the Company and the next, provided that the Company holds its first Annual General Meeting within eighteen months of its incorporation. The Annual General Meeting shall be held at such time and place as the Board shall determine.

- 11 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 12 The Board may, whenever it thinks fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened by the Board, for a date not later than eight weeks after receipt of a requisition from Members of the Company, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient directors capable of acting to form a quorum, any director or not less than fifty per cent of the Members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Board.

NOTICE OF GENERAL MEETINGS

- 13 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person as a director of the Company shall be called by at least twenty one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed.
- 13 1 in the case of an Annual General Meeting, by all Members entitled to attend and vote thereat, and
- 13 2 in the case of any other Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety five per cent of the total voting rights at the Meeting of all the Members.
- 14 The notice shall specify the time, date and place of the Meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.
- 15 The notice shall be given to all the Members, the directors of the Company and to the auditors of the Company.
- 16 The accidental omission to give notice of a Meeting to, or the non receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at that Meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 17 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. Three persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, firm or other unincorporated association shall be a quorum, unless the total number of Members is less than three, in which case two persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, firm or other unincorporated association shall be a quorum.
- 18 If such a quorum is not present within half an hour from the time appointed for the Meeting, or if during a Meeting such a quorum ceases to be present, the Meeting 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 Board may determine. If at the adjourned Meeting a quorum is not present within half an hour from the time

appointed for the Meeting the Members present shall be a quorum. If the Meeting has been convened upon the requisition of Members, and no quorum is present within half an hour from the time appointed for the meeting, then the Meeting shall be dissolved.

- 19 The Chairman of the Board or, in his absence, some other director nominated by the directors shall preside as Chairman of the Meeting but, if neither the Chairman nor such other director be present within fifteen minutes after the time appointed for holding the Meeting and willing to act, the directors present shall elect one of their number to be Chairman and, if there is only one director present and willing to act, he shall be Chairman.
- 20 If no director is willing to act as Chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chairman.
- 21 A director shall be entitled to attend and speak at any General Meeting notwithstanding that he is not a Member.
- 22 The Chairman may, with the consent of a Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at an adjourned Meeting other than business which might properly have been transacted at the Meeting had the adjournment not taken place. When a Meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned Meeting and the general nature of the business to be transacted. Save as aforesaid, it shall not be necessary to give any such notice of an adjournment or of the business to be transacted at any adjourned Meeting.
- 23 A resolution put to the vote of any General Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of a show of hands, duly demanded. Subject to the provisions of the Act, a poll may be demanded
 - 23 1 by the Chairman, or
 - 23 2 by at least two Members present in person or by proxy, or
 - 23 3 by a Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all the Members,and a demand by a representative on behalf of a Member shall be the same as a demand by the Member.
- 24 Unless a poll is duly demanded, a declaration by the Chairman of the Meeting that a resolution has been carried or lost and an entry to that effect in the minutes of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 25 The demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the Chairman, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 26 If a poll is duly demanded it shall be taken in such manner as the Chairman directs. The result of the poll which shall be declared at such time and place as the Chairman may direct, shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 27 In the case of an equality of votes, whether on a show of hands or on a poll the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

- 28 No poll shall be demanded on the election of a Chairman of a Meeting, or any question of adjournment
- 29 A poll demanded shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the Meeting shall continue as if the demand had not been made
- 30 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the Meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- 31 Subject to and in accordance with the provisions of the Act, a Member may evidence his consent and signature to a resolution to be passed in writing letter, telex, cable, electronic mail, facsimile or otherwise as the Board may from time to time resolve to permit

VOTES OF MEMBERS

- 32 On a show of hands every Member who, being an individual, is present in person or, being a corporation, firm or other unincorporated association, is present by a duly authorised representative, shall have one vote. On a poll, Members present in person, or by proxy or by representative shall have one vote. A Member so represented is deemed present in person at such Meeting
- 33 The instrument appointing a proxy shall be in writing and, in the case of an individual, shall be signed by the appointor or his Attorney duly authorised in writing, or, if the appointor is a corporation shall be signed on his behalf by a duly authorised officer. A proxy need not be a Member of the Company
- 34 Any corporation, firm, organisation, institution or foundation which is a Member of the Company may by resolution of its directors or other governing body or under hand of one of its officers authorise such person as it thinks fit to act as its representative at any Meeting of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of the body which he represents as that body could exercise if it were an individual Member of the Company. Such body shall for the purposes of these presents be deemed to be present in person at any such Meeting if the person so authorised is present thereat
- 35 A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the Company's Registered Office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than forty eight hours before the time appointed for holding the Meeting or adjourned Meeting at which the right or vote is to be exercised and in default the right to vote shall not be exercisable
- 36 No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is tendered and every vote not disallowed at the Meeting shall be valid and counted. Any objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive

- 37 An instrument appointing a proxy shall be in writing, executed on by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve)

“[]”

I/We,

of

being a Member/Members of the above named Company, hereby appoint

of

or failing him, of , as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual/Extraordinary General Meeting of the Company to be held on [], and at any adjournment thereof

Signed this day of []

- 38 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act, the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve)

“[]”

I/We,

of

being a Member/Members of the above named Company, hereby appoint

of

or failing him, of , as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual/Extraordinary General Meeting of the Company to be held on [], and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows

Resolution No 1 *for *against

Resolution No 2 *for *against

*Delete as appropriate

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting

Signed this day of []

- 39 The instrument appointing a proxy and the Power of Attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially or in some other way approved by the Board may

- 39 1 in the case of an instrument which is not sent by electronic means, be deposited at the Company's Registered Office or at such other place within the United Kingdom as is specified in the notice convening the Meeting or in any instrument of proxy sent out by the Company in relation to the Meeting not less than forty eight hours before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, or

- 39 2 in the case of an instrument in electronic form which is sent by electronic means where an address has been specified for the purpose of receiving such instrument by electronic means in the notice convening the Meeting or in any instrument of proxy sent out by the Company in relation to the Meeting, be received at such address not less than forty eight hours before the time for holding the Meeting or adjourned Meeting at which the person in the instrument proposes to vote, or
- 39 3 in the case of a poll taken more than forty eight hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than twenty four hours before the time appointed for the taking of the poll, or
- 39 4 where the poll is not taken forthwith but is taken not more than forty eight hours after it was demanded, be delivered at the Meeting at which the poll was demanded to the Chairman or to the secretary or to any director,
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid
- 40 The instrument appointing a proxy shall confer authority to demand or join in demanding a poll
- 41 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of the determination was received by the Company at its Registered Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the Meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the Meeting or adjourned meeting) the time appointed for taking the poll

DIRECTORS

- 42 The number of directors shall be not less than two The Company may by ordinary resolution set a maximum number of directors or increase or reduce said maximum number
43. No director shall vacate his office or be ineligible for re appointment as a director nor shall any person be ineligible for appointment as a director by reason only of his having attained any particular age

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 44 No person shall be appointed or re appointed a director at any General Meeting unless
- 44 1 he is unanimously recommended by the directors, or
- 44 2 not less than fourteen nor more than thirty five clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the Meeting has been delivered to the Registered Office of the Company of their intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or re appointed, be required to be included in the Company's Register of directors, together with notice executed by that person of his willingness to be appointed
- 45 Not less than seven nor more than twenty eight clear days before the date appointed for holding a General Meeting, notice shall be given to all who are entitled to receive notice of the Meeting of any person who is recommended by the directors for appointment or re-appointment as a director at the Meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the Meeting for appointment or re appointment as a director The

notice shall give the particulars of that person which would, if he were so appointed or re appointed, be required to be included in the Company's Register of directors

46 The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these Articles as the maximum number of directors. A director so appointed shall hold office only until the next following Annual General Meeting. If not re appointed at such Annual General Meeting, he shall vacate office at the conclusion thereof

47 No director shall be required to retire by rotation

48 The Company may by ordinary resolution of which special notice has been given in accordance with the Act, remove any director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such director

49 Subject to these Articles the Company may by ordinary resolution appoint another person in place of a director removed from office under the preceding Article. Without prejudice to the powers of the directors under Article 51, the Company in General Meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire

DISQUALIFICATION AND REMOVAL OF DIRECTORS

50 The office of a director shall be vacated if

50 1 the Board, having determined there is good and sufficient reason for his removal, so resolve by majority vote that he be removed,

50 2 he shall cease to be a director by virtue of any provisions of the Act or he shall become prohibited by law from being a director, or

50 3 he shall become a bankrupt or apparently insolvent, be sequestrated or have a receiving order made against him, or execute a trust deed for behoof of his creditors, or shall compound with his creditors generally, or

50 4 he is, or may be, suffering from mental disorder and either

50 4 1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for similar admission under the Mental Health (Care and Treatment) (Scotland) Act 2003, or

50 4 2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or

50 4 3 he shall resign his office by notice left at the Company's Registered Office, or

50 4 4 he shall for more than six consecutive months have been absent without permission of the directors from Meetings of directors held during that period and the directors resolve that his office be vacated, or

50 4 5 he shall cease to be employed by the Company, or

- 50 4 6 he becomes prohibited from being a director by reason of any order made under the Company Directors Disqualification Act 1986 or any other such enactment

POWERS OF DIRECTORS

- 51 Subject to the provisions of the Act, the Memorandum and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors, who may exercise all the powers of the Company. No alteration of the Memorandum or these Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors by these Articles and a Meeting of directors at which a quorum is present may exercise all powers exercisable by the directors
- 52 The Board shall have power from time to time to adopt and make, alter, or revoke, bye laws for the regulation of the Company and otherwise for the furtherance of the purposes for which the Company is established, provided that such bye laws are not contrary to the spirit of the Memorandum or the Articles or contrary to the Act or other regulations or guidelines concerning the Company. All such bye laws for the time being in force shall be binding upon all Members of the Company until the same shall cease to have effect. No Member shall be absolved from any such bye laws by reasons of his not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them
- 53 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time determine
- 54 The directors shall cause registers, records or minutes to be made and kept in books provided for the purpose
- 54 1 of the name and address of every member and every director of the Company,
- 54 2 of all appointments of officers made by the directors,
- 54 3 of the names of the directors present at each meeting of the directors and of any committee of the directors, and
- 54 4 of all resolutions and proceedings at all meeting of the Company and of the directors, and of committees of directors

BORROWING POWERS

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

DELEGATION OF DIRECTORS' POWERS

- 56 The Board may delegate any of their powers to any committee consisting of two or more directors. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by these Articles regulating the proceedings of the Board, so far as

they are capable of applying All acts and proceedings of any such committee shall be reported to the Board as soon as possible

DIRECTORS' EXPENSES

- 57 The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at Meetings of directors or committees of directors or General Meetings of the Company

DIRECTORS' INTERESTS

- 58 Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office
- 58 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,
- 58 2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and
- 58 3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any interest or benefit
- 59 Notwithstanding any provisions in these Articles to the contrary, a director may vote as a director concerning any proposed insurance which the Company is empowered to purchase or maintain for or for the benefit of the directors or any of them or any group of persons which includes the directors or any of them, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration
- 60 For the purposes of Articles 58 and 59
- 60 1 a general notice given to the Board that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified, and
- 60 2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

PROCEEDINGS OF THE DIRECTORS

- 61 Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit A director may, and the secretary at the request of a director shall, or on the request of a minimum of fifty per cent of the Members a director shall, call a Meeting of the Board A director who is absent from the United Kingdom, shall only be entitled to notice of a Meeting at his address in the United Kingdom Questions arising at a Meeting of the Board shall be decided by a majority of votes In the case of an equality of votes the Chairman shall have a second or casting vote A director who is also an Alternate Director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote
- 62 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two A person who holds office only as an Alternate Director shall, if his appointor is not present, be counted in the quorum

- 63 Subject to the provisions of these Articles a director may participate in a Meeting of the Board or a committee of directors by means of a conference telephone or similar audio and/or audio/visual communications equipment whereby all the directors participating in the Meeting can hear each other and the directors participating in a meeting in this manner shall be deemed to be present in person at such Meeting
- 64 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum the continuing directors or director may act only for the purpose of filling vacancies, of calling a General Meeting or of admitting persons to membership
- 65 All acts *bona fide* done by a Meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote
- 66 A resolution in writing consented to and signed by all the directors entitled to receive notice of a Meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a Meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each consented to and signed by one or more directors (which consent and signature may be evidenced by letter, telex, cable, electronic mail, facsimile or otherwise as the directors may from time to time resolve to permit)
- 67 Save as otherwise provided by these Articles, a director shall not vote at a Meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interest of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs
- 67 1 the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Company,
- 67 2 the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by giving of security,
- 67 3 his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company, or by virtue of his being, or intending to become, a participant in the underwriting or sub underwriting of an offer of any such debentures by the Company for subscription, purchase or exchange,
- 67 4 any contract or arrangement with any other company in which he is interested only as an officer of that company or as a holder of shares or other securities listed on any Stock Exchange
- For the purposes of this Article, an interest of a person who is, for any purpose of the Act (including any statutory modification thereof not in force when this Article becomes binding on the Company), 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
- 68 A director shall not be counted in the quorum present at a Meeting in relation to a resolution on which he is not entitled to vote

- 69 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a director from voting at a meeting of directors or of a committee of directors
- 70 Where proposals are under consideration concerning the appointment of two or more directors to offices or employment with the Company or any body corporate in which the Company is interested, the proposals shall be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
- 71 If a question arises at a meeting of the Board or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman and his ruling in relation to any director other than himself shall be final and conclusive

ALTERNATE DIRECTORS

- 72 Any director (other than an Alternate Director) may appoint any other director or any other person approved by resolution of the Board and willing to act, to be an Alternate Director and may remove from office such Alternate Director appointed by him
- 73 An Alternate Director shall be entitled to receive notice of all Meetings of the Board and of all Meetings of committees of directors of which his appointor is a member, to attend and vote at any such Meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an Alternate Director. It shall not be necessary to give notice at any Meeting of the Board to any Alternate Director who is absent from the United Kingdom. An Alternate Director shall cease to be an Alternate Director if his appointor ceases to be a director. Any appointment or removal of an Alternate Director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the Board. Save as otherwise provided in these Articles an Alternate Director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him

CHAIRMAN

- 74 The Chairman of the Board shall be appointed annually from amongst the existing Board members. The term of office of the Chairman shall run from the conclusion of the Annual General Meeting in any one year to the conclusion of the Annual General Meeting of the next following year. The office of Chairman shall be automatically vacated if the Chairman ceases to be a director

SECRETARY

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

PATRONS

- 76 The Company may from time to time in General Meeting appoint such persons as it may think fit (whether or not Members of the Company) as Patrons, whose functions shall be determined by the directors

THE SEAL

- 77 The Company shall not be obliged to have a seal. However, where the Act so permits, any document signed or subscribed on behalf of the Company by two directors, or by one director and the secretary or by two persons authorised to sign or subscribe shall be validly executed and shall have effect as if executed under the Seal. Alternatively the Board may determine that any document be signed or subscribed on behalf of the Company by a director or the secretary or by a person authorised to sign and any such execution shall have effect as if executed under Seal
- 78 If the Board so determines that the Company shall have a seal then the Seal shall only be used by the authority of the Board or of a committee of directors authorised by the Board. The Board may determine who shall sign any instrument to which the Seal is affixed and unless otherwise determined, it shall be signed by either a director and the secretary or by two directors

ACCOUNTS

- 79 The Board shall cause accounting records to be kept in accordance with the Act. Such records shall, subject as provided in of the Act, be kept at the Registered Office of the Company or at such other place as the directors think fit and shall at all times be open to inspection by any of the directors. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the Accounts and Books of the Company or any of them shall be open to the inspection of Members not being directors. No Member (not being a director) shall have any right of inspecting any such records or other books or documents of the Company except as conferred by statute or authorised by the Board or by ordinary resolution of the Company or the Memorandum of Association

NOTICES

- 80 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing
- 81 The Company may give any notice to a Member (other than by way of electronic means) either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or, if the directors in their absolute discretion so permit, by giving it by electronic means to an address for the time being notified to the Company by the Member for that purpose, or by publishing it on a website in accordance with the Companies Act 2006. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him or, if the directors in their absolute discretion so permit, an address to which notices may be sent using electronic means shall be entitled to have notices given to him at that address
- 82 A Member present, either in person or by proxy, at any Meeting of the Company shall be deemed to have received notice of the Meeting and, where requisite, of the purposes for which it was called
- 83 Proof that an envelope containing a notice was properly addressed and (in the case of a notice sent other than by way of electronic means), prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the

expiration of forty eight hours after the envelope containing it was posted or (subject to the provisions of the Act) where sent or supplied by electronic means, at the expiration of forty eight hours after it was sent

- 84 A notice may be served by any Member upon the Company either by leaving it at the Company's Registered Office or by sending it through the post in a prepaid letter addressed to the Company at its Registered Office or by such other means as the directors may, in their discretion, determine

INDEMNITY

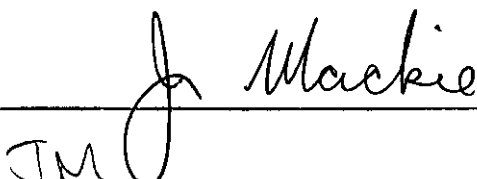
- 85 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application 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 Company

WINDING UP

- 86 Clause 8 of Memorandum of Association relating to the winding up of and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles

Names and Addresses of Subscribers

Joseph Mackie
128 Seafield Road
Aberdeen
AB15 7YQ

X 
JM

Dated the ⁷16th day of March Two thousand and eight

Witness to the above signatures

Name

NORMAN WOOD

Address

6 BROADSTRAIK DRIVE

WESTHILL -

X N WOOD
WITNESS