



**FILE COPY**

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

Company No. 349127

The Registrar of Companies for Scotland hereby certifies that

**MELLOW PARENTING LIMITED**

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

Given at Companies House on **25th September 2008**



**\*NSC349127H\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



Companies House  
for the record

# 12

Please complete in typescript,  
or in bold black capitals

CHWP000

## Declaration on application for registration

SC349127

Company Name in full

MELLOW PARENTING LIMITED

I, ALAN DUNIPACE

of UNIT 4, 6 HARMONY ROW GLASGOW G51 3BA

† 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

*[Signature]*

Declared at

PAISLEY

Day Month Year

On

08 09 2008

• Please print name

before me •

Fiona Baillic Cameron

Signed

*[Signature]*

Date

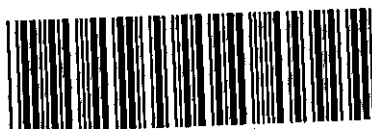
8 Sept 2008

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

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 to searchers of the public record

~~Fiona Baillic Cameron  
Cochran Dickie, 21 Moss Street  
Paisley Tel 0141-889-2245  
DX number PA1 DX exchange PAISLEY~~

Companies House receipt date barcode



SCT 23/09/2008 187  
COMPANIES HOUSE

SCT 13/09/2008 15  
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  
or LP 4 Edinburgh 2



NSC IM.

10

Please complete in typescript,  
or in bold black capitals

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of  
registered office

Company Name in full

MELLOW PARENTING LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

UNIT 4, 6 HARMONY ROW

GOVAN

Post town

GLASGOW

County / Region

STRATHCLYDE

Postcode

G51 3BA

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

MR ALAN DUNIPACE

Address

53 RAVELSTON ROAD

Post town

GLASGOW

County / Region

SCOTLAND

Postcode

G61 1AX

Number of continuation sheets attached

6

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 to  
searchers of the public record

Contact: MRS ROSEMARY MACKENZIE

Tel 0141 445 6066

DX number

DX exchange

Companies House receipt date barcode



\*STM1A3DY\*

SCT 23/09/2008 186

COMPANIES HOUSE

\*STZLC33N\*

SCT 13/09/2008 16

COMPANIES HOUSE

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or

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

DX 235 Edinburgh

or LP 4 Edinburgh 2

TUESDAY

SAT

**Company Secretary** (see notes 1 5)

\* Voluntary details

†† 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

Company name	MELLOW PARENTING		
NAME	*Style / Title	*Honours etc	
	MR		
Forename(s)	ALAN		
Surname	DUNIPACE		
Previous forename(s)			
Previous surname(s)			
Address ††	53 RAVELSTON ROAD		
	GLASGOW G61 1AX		
Post town	STRATHCLYDE		
County / Region	SCOTLAND		
Country	SCOTLAND		

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

Consent signature

Alan Dunipace

Date

8 September 2008

**Directors** (see notes 1 5)

Confirm if the details of the director are correct

†† 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

NAME	*Style / Title	*Honours etc	
	MR		
Forename(s)	DUNIPACE ALAN		
Surname	DUNIPACE		
Previous forename(s)			
Previous surname(s)			
Address ††	53 RAVELSTON ROAD		
	GLASGOW G61 1AX		
Post town	STRATHCLYDE		
County / Region	SCOTLAND		
Country	SCOTLAND		

Day Month Year

Date of birth

25 02 1957

Nationality

SCOTTISH

Business occupation

SOLICITOR

Other directorships

N/A

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

Consent signature

Alan Dunipace

Date

8 September 2008





RECEIVED 01 AUG 2008

# Directors (see notes 1 5)

Please list directors in alphabetical order

\* Voluntary details

†† 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

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Country

Date of birth

Day Month Year

Nationality

Business occupation

Other directorships

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

Consent signature<sup>x</sup>

Date

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

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

## Directors (see notes 1 5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr		*Honours etc	
* Voluntary details	Forename(s)	DAVID SYMONS			
	Surname	CROSBIE			
	Previous forename(s)				
	Previous surname(s)				
†† 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	Address ††	53 CARRINGTON TERRACE			
	Post town	CRIEFF			
	County / Region	PERTSHIRE	Postcode	PH7 4DZ	
	Country	SCOTLAND			
	Date of birth	Day	Month	Year	Nationality
		28	03	1931	BRITISH
	Business occupation	RETIRED			
	Other directorships	NONE			
	I consent to act as director of the company named on page 1				
	Consent signature			Date	26/06/2008

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		Date	08/09/08
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	
	Signed		Date	

RECEIVED 30 JUN 2008



*Please list directors in alphabetical order*

**†† 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**

### Consent signature

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

Mary Ross

Date 4 07.2008

**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**

**Signed**

**Signed**

**Signed**

**Signed**

**Signed**

**Signed**

Date \_\_\_\_\_

Date \_\_\_\_\_

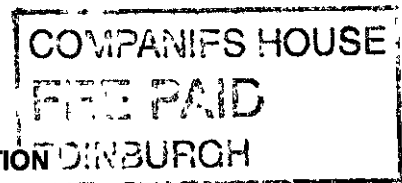
Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_

Date \_\_\_\_\_



**MEMORANDUM & ARTICLES OF ASSOCIATION**

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM of ASSOCIATION**

of

**Mellow Parenting Limited**

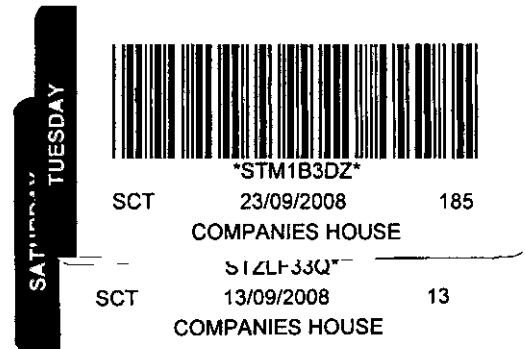
- 1 The company's name is Mellow Parenting Limited
- 2 The company's registered office is to be situated in Scotland
- 3 The company's objects are

- The advancement of the mental health and development of children
- Education, training and research to enhance the capabilities, skills and understanding of parent and carers to enable them to support the mental health and development of children
- Provision of training and support for families where parents or carers or children have or are at risk of experiencing difficulties in parents/carer and child relationships or mental health difficulties

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

A

- (a) engage and pay fees to professional and technical advisers/consultants to assist in the work of the Organisation
- a) establish a clinical advisory group consisting of recognised trainers in the Mellow Parenting Programme and those in training to become trainers
- b) establish local groups when and where considered to be necessary with such powers as may be considered by the Organisation to be appropriate
- c) bring together in conference and work in liaison with representatives of local voluntary organisations, government departments, local and other statutory authorities and individuals
- d) take out membership of such other organisations as are considered to be in the interests of and compatible with the objectives of the Organisation
- e) arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses
- f) collect and disseminate information on all matters affecting the Objectives and exchange such information with other bodies having similar Objectives whether in this country or overseas
- g) cause to be prepared and printed or otherwise reproduced and circulated free of charge or for payment, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the Objectives
- h) purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges considered appropriate for the promotion of the Objectives and construct, maintain and alter any buildings considered appropriate for the work of the Organisation
- i) make regulations for the management of any property which may be so acquired
- j) sell, let, grant securities over, dispose of or turn to account all or any of the property or assets of the Organisation
- k) borrow or raise money for the Objectives and accept gifts on such terms and on such security as shall be deemed to be appropriate



- l) raise funds and invite and receive contributions from any person or persons by way of subscription or otherwise, and to accept any reasonable conditions attaching to them
  - m) invest the funds of the Organisation not immediately required for the Objectives in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may at the time be imposed or required by law and
  - n) do all such other lawful things as are incidental or conducive to the attainment of the Objectives
  - o) pay fees for any necessary insurance
- 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 company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company
- 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 company's activities
- E To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities
- F To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company
- G sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company
- 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 company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company
- J To employ such staff as are considered appropriate for the proper conduct of the company'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 company'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 company's objects
- O To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects
- P To take such steps as may be deemed appropriate for the purpose of raising funds for the company'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 company'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 company*, and to enter into any arrangement for co operation or mutual assistance with any charity
- T To do anything which may be incidental or conducive to the furtherance of any of the company's objects

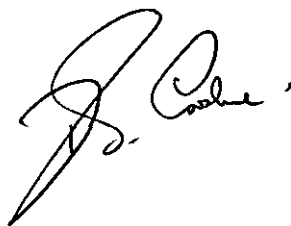
And it is declared that

- (i) in this clause, "property" means any property, heritable or moveable, wherever situated
  - (ii) in this clause, and throughout this memorandum of association,
  - (A) the expression "charity" shall mean a "Scottish charity" within the meaning of section 13 (2) of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 96 of the Charities Act 1993
  - (B) the expression "charitable purpose" shall mean a purpose which constitutes a charitable purpose under section 7 (2) of the Charities and Trustee Investment (Scotland) Act 2005 and also qualifies as a charitable purpose in respect of the definition of "qualifying expenditure" in section 506(1) of the Income and Corporation Taxes Act 1988,
  - (iii) any reference in this memorandum of association to a provision of any legislation shall include any statutory modification or re enactment of that provision in force from time to time
- 4 (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3)
- (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise
  - (c) No director of the company shall be appointed as a paid employee of the company, no director shall hold any office under the company for which a salary or fee is payable
  - (d) No benefit (whether in money or in kind) shall be given by the company 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 company
- 5 The liability of the members is limited
- 6 Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company'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 company'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 company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company, that property shall instead be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the company
- (b) The charity or charities to which property is transferred under paragraph (a) shall be determined by the members of the company 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 purpose or purposes
- 8 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 company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company, such accounting records shall be open to inspection at all times by any director of the company

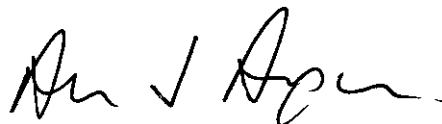
WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum

**Names and addresses of subscribers**

1 Mr David Crosbie  
Carelton  
53 Carrington Terrace  
Crieff  
PH7 4DZ



2 Mr Alan Dunipace  
53 Ravelston Road  
Glasgow  
G61 1AX



3 Mr George Mulveny  
29 Gailes Road  
Troon  
KA10 6TB



4 Sister Mary Ross MBE  
45 Dowanhill Street  
Partick  
Glasgow  
G11 5HB



5 Mrs Maureen Smillie  
74 Netherlee Road  
Glasgow  
G44 3YX

Maureen N Smillie

6 Dr John Speake  
Chartershall House  
Chartersall  
Stirling  
FK7 8HF



Dated

At HOWWOOD, RENFREWSHIRE, 2ND SEPTEMBER 2008

Witness to the above signatures



CHRISTINE PUCKERING

WESTER CRAIGEND

POLMAISE ROAD

STIRLING FK7 9PX



ROSEMARY MACKENZIE

UNIT 4, 6 HARMONY ROW

GLASGOW

G51 3BA

**THE COMPANIES ACTS 1985 to 2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES of ASSOCIATION**

**of**

**Mellow Parenting Limited**

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<b>GENERAL MEETINGS (meetings of members)</b>	general, notice, special/ordinary resolutions, procedure	articles 14-39
<b>DIRECTORS</b>	maximum number, eligibility, election/retiral/re-election, termination of office, register, office bearers, powers, personal interests	articles 40-57
<b>DIRECTORS' MEETINGS</b>	procedure	articles 58-68
<b>ADMINISTRATION</b>	committees, operation of bank accounts, secretary, minutes, accounting records and annual accounts, notices	articles 69-80
<b>MISCELLANEOUS</b>	winding up, indemnity, interpretation	articles 81-85

**General structure**

1 The structure of the company consists of

- (a) the MEMBERS who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Companies Acts, in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves
- (b) the DIRECTORS who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company, in particular, the directors are responsible for monitoring the financial position of the company

**Qualifications for membership**

- a) Membership of the Organisation shall be open to the Board
- b) Honorary members may be appointed by the Board at its discretion but these members shall not be entitled to vote at Board meetings
- c) The Board shall have the right for good and sufficient reason to terminate the membership of any individual or organisation provided that the individual member concerned or an individual representing such organisation (as the case may be) shall have the right to be heard by the Board before a final decision is made

**Application for membership**

- 5 Any person who wishes to become a member must sign, and lodge with the company, a written application for membership
- 6 The directors may, at their discretion, refuse to admit any person to membership

- 7 The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application, the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application

**Membership subscription**

- 8 No membership subscription shall be payable

**Register of members**

- 9 The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member

## **Withdrawal from membership**

- 10 Any person who wishes to withdraw from membership shall sign, and lodge with the company, a written notice to that effect, on receipt of the notice by the company, he/she shall cease to be a member

## **Expulsion from membership**

- 11 Any person may be expelled from membership by special resolution (see article 24), providing the following procedures have been observed
- (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
- (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed

## **Termination/transfer**

- 12 Membership shall cease on death
- 13 A member may not transfer his/her membership to any other person

## **General meetings (meetings of members)**

- 14 The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed), the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company
- 15 Not more than 15 months shall elapse between one annual general meeting and the next
- 16 The business of each annual general meeting shall include
- (a) a report by the chair on the activities of the company
- (b) consideration of the annual accounts of the company
- (c) the election/re election of directors, as referred to in articles 42 to 44
- 17 The directors may convene an extraordinary general meeting at any time
- 18 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 303 of the 2006 Act) or a requisition by a resigning auditor (under section 392A of the 1985 Act (so long as it is in force) or section 518 of the 2006 Act)

## **Notice of general meetings**

- 19 At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting
- 20 The reference to "clear days" in article 19 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded
- 21 A notice calling a meeting shall specify the time and place of the meeting, it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 24) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution
- 22 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting, any other general meeting shall be called an extraordinary general meeting



- 23 Notice of every general meeting shall be given
- (a) in hard copy form
  - (b) in writing or, (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form, or
  - (c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the 2006 Act) by means of a website

#### **Special resolutions and ordinary resolutions**

- 24 For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 19 to 23, for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting
- 25 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Companies Acts allow the company, by special resolution,
- (a) to alter its name
  - (b) to alter its memorandum of association with respect to the company's objects
  - (c) to alter any provision of these articles or adopt new articles of association
- 26 For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 19 to 23

#### **Procedure at general meetings**

- 27 No business shall be dealt with at any general meeting unless a quorum is present, the quorum for a general meeting shall be [ ] individuals entitled to vote (each being a member or a proxy for a member)
- 28 If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence or if, during a meeting, a quorum ceases to be present the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting
- 29 The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting, if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting
- 30 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine
- 31 Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy
- 32 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting)
- (a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her, or
  - (b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require)

providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting)

- 33 An instrument of proxy which does not conform with the provisions of article 32, or which is not lodged or sent in accordance with such provisions, shall be invalid
- 34 A member shall not be entitled to appoint more than one proxy to attend on the same occasion
- 35 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company
- 36 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded
- 37 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote
- 38 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)), a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared
- 39 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct, the result of the ballot shall be declared at the meeting at which the ballot was demanded

#### **Maximum number of directors**

- 40 The maximum number of directors shall be [12 ]

#### **Eligibility**

- 41 A person shall not be eligible for election/appointment as a director unless he/she is a member of the company

#### **Election, retrial, re-election**

- 42 At each annual general meeting, the members may (subject to article 40) elect any member (providing he/she is willing to act) to be a director
- 43 The directors may at any time appoint any member (providing he/she is willing to act) to be a director (subject to article 40)
- 44 At each annual general meeting, all of the directors shall retire from office but shall then be eligible for re election

#### **Termination of office**

- 45 A director shall automatically vacate office if
  - (a) he/she ceases to be a director through the operation of any provision of the Companies Acts or becomes prohibited by law from being a director
  - (b) he/she becomes debarred under any statutory provision from being a charity trustee

- (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
- (d) he/she ceases to be a member of the company
- (e) he/she becomes an employee of the company
- (f) he/she resigns office by notice to the company
- (g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office
- (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the 2006 Act

#### **Register of directors**

- 46 The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director

#### **Office bearers**

- 47 The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate
- 48 All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re election
- 49 A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect

#### **Powers of directors**

- 50 Subject to the provisions of the Act, the memorandum of association and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company
- 51 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors

#### **Personal interests**

- 52 A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors, he/she will be debarred (in terms of article 64) from voting on the question of whether or not the company should enter into that arrangement
- 53 For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Companies Acts), has a personal interest in that arrangement
- 54 Provided
- (a) he/she has declared his/her interest

- (b) he/she has not voted on the question of whether or not the company should enter into the relevant arrangement and
- (c) the requirements of article 56 are complied with,  
  
a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 53) and may retain any personal benefit which he/she gains from his/her participation in that arrangement

55 No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director

56 Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then

- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
- (b) the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount), and
- (c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature)

57 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying out of their duties

#### **Procedure at directors' meetings**

58 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors

59 Questions arising at a meeting of the directors shall be decided by a majority of votes, if an equality of votes arises, the chairperson of the meeting shall have a casting vote

60 No business shall be dealt with at a meeting of the directors unless a quorum is present, the quorum for meetings of the directors shall be [3]

61 If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting

62 Unless he/she is unwilling to do so, the chair of the company shall preside as chairperson at every directors' meeting at which he/she is present, if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting

63 The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors, for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote

64 A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company, he/she must withdraw from the meeting while an item of that nature is being dealt with

65 For the purposes of article 64, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter

- 66 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote
- 67 The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 64 to 66

#### **Conduct of directors**

- 68 Each of the directors shall, in exercising his/her functions as a director of the company, act in the interests of the company, and, in particular, must
- (a) seek, in good faith, to ensure that the company acts in a manner which is in accordance with its objects (as set out in the memorandum of association)
  - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
  - (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the company and any other party
  - (i) put the interests of the company before that of the other party, in taking decisions as a director
  - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any discussions or decisions involving the other directors with regard to the matter in question
  - (d) ensure that the company complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005

#### **Delegation to sub committees**

- 69 The directors may delegate any of their powers to any sub committee consisting of one or more directors and such other persons (if any) as the directors may determine, they may also delegate to the chair of the company (or the holder of any other post) such of their powers as they may consider appropriate
- 70 Any delegation of powers under article 69 may be made subject to such conditions as the directors may impose and may be revoked or altered
- 71 The rules of procedure for any sub committee shall be as prescribed by the directors

#### **Operation of bank accounts**

- 72 The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company, at least one out of the two signatures must be the signature of a director

#### **Secretary**

- 73 The directors shall (notwithstanding the provisions of the 2006 Act) appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the such conditions of appointment shall be as determined by the directors, the company secretary may be removed by them at any time

#### **Minutes**

- 74 The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees, a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting

## **Accounting records and annual accounts**

- 75 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements
- 76 The directors shall prepare annual accounts, complying with all relevant statutory requirements, if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor
- 77 No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company

## **Notices**

- 78 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means, such a notice may be given personally to the member or be sent by post in a pre paid envelope addressed to the member at the address last intimated by him/her to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means
- 79 Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting, for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted
- 80 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent, for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators

## **Winding up**

- 81 If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association

## **Indemnity**

- 82 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by section 310 of the 1985 Act (for so long as it is in force) and sections 232, 234, 235, 532 and 533 of the 2006 Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office, that may include, without prejudice to that generality, (but only to the extent permitted by those sections of the Companies Acts), any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company
- 83 The Company shall be entitled to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 232(2) of the 2006 Act (negligence etc of a director)

## **Interpretation**

- 84 In these articles

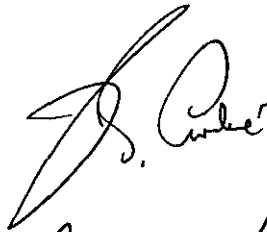
"the 1985 Act" means the Companies Act 1985,

"the 2006 Act" means the Companies Act 2006,

any reference in these articles to a statutory provision shall be taken to include any statutory modification or re enactment of that provision which is in force at the time

Names and addresses of subscribers

1 Mr David Crosbie  
Carelton  
53 Carrington Terrace  
Crieff  
PH7 4DZ



2 Mr Alan Dunipace  
53 Ravelston Road  
Glasgow  
G61 1AX



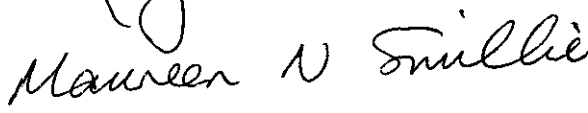
3 Mr George Mulveny  
29 Gailes Road  
Troon  
KA10 6TB



4 Sister Mary Ross MBE  
45 Dowanhill Street  
Partick  
Glasgow  
G11 5HB



5 Mrs Maureen Smillie  
74 Netherlee Road  
Glasgow  
G44 3YX



6 Dr John Speake  
Chartershall House  
Chartershall  
Stirling  
FK7 8HF

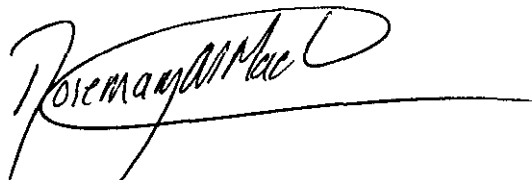


Dated At HOWWOOD, RENFREWSHIRE, 2ND SEPTEMBER 2008

Witness to the above signatures



CHRISTINE PUCKERING  
WESTER CRAIGENO  
POLMAISE ROAD  
STIRLING FK7 9PX



ROSEMARY MACKENZIE  
UNIT 4, G HARMONY ROW  
GLASGOW  
G51 3BA