



**FILE COPY**

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

Company No. 362134

The Registrar of Companies for Scotland hereby certifies that

**THE URBAN ROOTS INITIATIVE**

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

Given at Companies House on **3rd July 2009**



**\*NSC362134A\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



CHFP025

SC 362134

## The Urban Roots Initiative

Burness LLP, 120 Bothwell Street, Glasgow G2 7JL

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX~~  
~~XX~~  
~~XX~~  
~~XX~~  
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.

**Declarant's signature**

Declared at Glasgow

Day      Month      Year

On 01 07 2009

① Please print name.

before me ① Gillian Anne Harkness

**Signed**

Gillian Horne

**Date** 01/07/2009

† A ~~XXXXXXXXXXXXXXXXXXXX~~ Notary Public or ~~XXXXXXXXXXXXXXXXXXXX~~ 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

Burness LLP  
120 Bothwell Street  
Glasgow  
G2 7JL

URB/3/1 1476835      Tel 0141 248 4933  
DX number GW154      DX exchange Glasgow

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, 139 Fountainbridge, Edinburgh, EH3 9FF**  
 for companies registered in Scotland DX 235 Edinburgh  
 or LP - 4 Edinburgh 2



SCT 03/07/2009 325  
COMPANIES HOUSE

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CHFP025

# 30(5)(a)

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

\_\_\_\_\_

**Company Name in full**

## The Urban Roots Initiative

1. David Syme

Burness LLP, 120 Bothwell Street, Glasgow G2 7JL

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] ~~has not been~~  
~~directed or secretary of the company in the statement delivered under~~  
~~section 30(3) 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**

Quintaner

Declared at Glasgow

Day      Month      Year

on

|   |   |   |   |   |   |   |   |
|---|---|---|---|---|---|---|---|
| 0 | 1 | 0 | 7 | 2 | 0 | 0 | 9 |
|---|---|---|---|---|---|---|---|

① Please print name.

before me ① Gillian Anne Harkness

**Signed**

Gillian Aher

**Date** 01/07/2009

A ~~XXXXXXXXXXXXXXXXXXXX~~ Notary Public or ~~XXXXXXXXXXXXXXXXXXXX~~ 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.

Burness LLP  
120 Bothwell Street  
Glasgow  
G2 7JL

|                 |                     |
|-----------------|---------------------|
| URB/3/1 1476846 | Tel 0141 248 4933   |
| DX number GW154 | DX exchange Glasgow |

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

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

for companies registered in Scotland

## **DX 235 Edinburgh**



**SCT**

03/07/2009  
COMPANIES HOUSE

326

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# 10

Please complete in typescript,  
or in bold black capitals.

CHFP025

Notes on completion appear on final page

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

### Company Name in full

The Urban Roots Initiative

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

Unit 8, 34 Prospecthill Square

Toryglen

Post town Glasgow

County / Region

Postcode G42 0LE

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.

x

Agent's Name Stephen Phillips

Address Burness LLP

120 Bothwell Street

Post town Glasgow

County / Region

Postcode G2 7JL

Number of continuation sheets attached

2

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.

Burness LLP  
120 Bothwell Street  
Glasgow  
G2 7JL

URB/3/1 1306056

Tel 0141 248 4933

DX number GW154

DX exchange Glasgow

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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COMPANIES HOUSE

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

Company name The Urban Roots Initiative

NAME \*Style / Title

Mr

\*Honours etc

\* Voluntary details

Forename(s) Daniel Patrick

Surname Cavanagh

Previous forename(s) None

Previous surname(s) None

Address ††

8 Prospecthill Place

Toryglen

Post town Glasgow

County / Region

Postcode G42 0JS

Country Scotland

†† 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



Date

23/06/09

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

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s) April

Surname Walker

Previous forename(s) None

Previous surname(s) Mulholland

Address ††

20 Ardnahoe Avenue

Toryglen

Post town Glasgow

County / Region

Postcode G42 0DG

Country Scotland

†† 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.

☐

Day Month Year

Date of birth

2 9 0 9

1 9 6 4

Nationality Scottish

Business occupation

Young Carers Development Worker

Other directorships

None

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

Consent signature



Date

23/06/09

**Directors**

(see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s) Frank

Surname McBride

Previous forename(s) None

Previous surname(s) None

**Address** ††

54 Crossbank Avenue

Toryglen

Post town Glasgow

County / Region

Postcode G42 0HU

Country Scotland

Day Month Year

Date of birth

2 2 0 1 1 9 6 0

Nationality Scottish

Business occupation

Student

Other directorships

Toryglen Community Halls; Integrating Toryglen

Community

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

Consent signature

Frank M' Bride

Date

23.6.09

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

FOR AND ON BEHALF OF BURNESSE  
LLP

Date

01/07/2009

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.

CHFP025

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

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

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Glen Mark Andrew

Surname

Williams

Previous forename(s)

None

Previous surname(s)

None

Address ††

†† 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

1/1, 34 Corlaich Drive

Toryglen

Post town

Glasgow

County / Region

Scotland

Postcode

G42 0DY

Country

Day Month Year

Date of birth

1 8 1 2 1 9 6 4 Nationality British

Business occupation

Warehouse Worker

Other directorships

None

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

Consent signature

Date

28/6/09



## Company Secretary (see notes 1-5)

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

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

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

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

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

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

Consent signature

Date

CHFP025

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

Post town

County / Region

Postcode

Country

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

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

0 9 0 8 1 9 6 4

Nationality Scottish

Business occupation

City Councillor

Other directorships

Mojo - Miscarriages of Justice Organisation

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

Consent signature

Date

## Company Secretary (see notes 1-5)

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Postcode

Country

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

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Postcode

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

Day Month Year

Date of birth

1

4

0

2

1

9

5

8

Nationality US Citizen

Business occupation

Teacher

Other directorships

CPAC Panel Member

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

Consent signature

Date

Susan Lancaster

23/6/09

**THE COMPANIES ACTS 1985 TO 2006**

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

**MEMORANDUM  
AND ARTICLES OF ASSOCIATION**

**of**

**THE URBAN ROOTS INITIATIVE**

**Burness**   
120 Bothwell Street, Glasgow, G2 7JL  
Telephone: 0141 248 4933 FAS: 8859  
[www.burness.co.uk](http://www.burness.co.uk)

FRIDAY



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03/07/2009

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COMPANIES HOUSE

THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE  
CAPITAL

MEMORANDUM of ASSOCIATION

of

THE URBAN ROOTS INITIATIVE

- 1 The company's name is "The Urban Roots Initiative".
- 2 The company's registered office is to be situated in Scotland.
- 3 The company's objects are:
  - (1) To advance education, particularly in relation to gardening, local food growing, healthy eating, traditional craft skills and matters relating to the environment;
  - (2) To advance health through encouraging people to become involved in healthy exercise by participating in gardening, environmental improvement projects and similar activities, and by promoting healthy eating and healthier lifestyles;
  - (3) To advance citizenship and community development (including the promotion of volunteering and the promotion of the voluntary sector and the effectiveness and efficiency of charities) by involving people who might otherwise be socially excluded in gardening, environmental improvement projects and other appropriate activities, and by encouraging the formation and development of local groups which harness the skills and energy of the local community and promote community cohesion;
  - (4) To advance environmental protection or improvement;
  - (5) To relieve those in need by reason of age, ill-health, disability, financial hardship or other disadvantage, and in particular by encouraging them to engage in gardening, environmental improvement projects and other appropriate activities;
  - (6) To promote, establish, operate and/or support other similar schemes and projects which further charitable purposes.

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

- 3.1 To promote, establish, operate, co-ordinate and/or support (whether financially or otherwise) projects of all kinds which further any of the above objects.
- 3.2 To carry on any other activities which further any of the above objects.
- 3.3 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.
- 3.4 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.
- 3.5 To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- 3.6 To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- 3.7 To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- 3.8 To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- 3.9 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.
- 3.10 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.
- 3.11 To engage such consultants and advisers as are considered appropriate from time to time.
- 3.12 To effect insurance of all kinds (which may include officers' liability insurance).
- 3.13 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).

- 3.14 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.
- 3.15 To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- 3.16 To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- 3.17 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- 3.18 To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- 3.19 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.
- 3.20 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 body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;
    - (B) the expression "charitable purpose" shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of sections 505 and 506 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.
- 4.1 The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3).
  - 4.2 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.

- 4.3 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.
- 4.4 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.
- 7.1 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.
- 7.2 The charity or charities to which property is transferred under paragraph 7.1 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.
- 7.3 To the extent that effect cannot be given to the provisions of paragraphs 7.1 and 7.2, 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.  4.

APRIL WALKER  
20 Ardnahoe Avenue  
Toryglen  
Glasgow  
G42 0DG

  
DANNY ALDERSLOWE

1/1 12 Albert Avenue  
Queens Park  
Glasgow  
G42 8RE

2.   
FRANK MCBRIDE

54 Crossbank Avenue  
Toryglen  
Glasgow  
G42 0HU

5.   
SUSAN ELIZABETH LANCASTER

54 Berridale Avenue  
Cathcart  
Glasgow  
G44 3AE

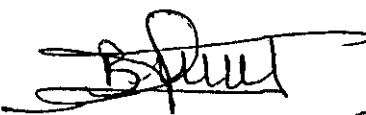
3.   
GLEN MARK ANDREW WILLIAMS

1/1 34 Corlaich Drive  
Toryglen  
Glasgow  
G42 0DY

---

Dated 26/06/09

Witness to the above signatures:-

  
FRANCINE BUCUMI  
35 PINKSTON DRIVE  
FLAT 4/6  
GLASGOW G21 1YG

**THE COMPANIES ACTS 1985 TO 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE**  
**CAPITAL**

**ARTICLES of ASSOCIATION**

of

**THE URBAN ROOTS INITIATIVE**

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| <b>GENERAL MEETINGS<br/>(meetings of members)</b> | general, notice, procedure, special/ordinary resolutions, written resolutions   | articles 20-51   |
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| <b>MISCELLANEOUS</b>                              | winding-up, indemnity, interpretation   | articles 109-114 |

**General structure**

- 1 The structure of the company consists of:-
- (a) the MEMBERS - who have the right to attend general meetings 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**

- 2 The members of the company shall consist of the subscribers to the memorandum of association and such other persons as are admitted to membership under articles 5 to 7.
- 3 Membership shall be open to any individual who is interested in supporting the aims and activities of the company.
- 4 Employees of the company shall not be eligible for membership; a person who becomes an employee of the company after admission to membership shall automatically cease to be a member.

#### **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.

#### **Annual re-registration**

- 9 Each member shall require to re-register as a member of the company prior to every annual general meeting in accordance with articles 10 to 14.
- 10 The directors shall, at least eight weeks prior to every annual general meeting, notify the members in writing of the requirement to re-register; each such notification shall be accompanied by a re-registration form (in such terms as the directors may require) and shall include a statement of the possible consequences (under article 13) of failure to re-register.
- 11 Each member shall (subject to article 12) require to return his/her re-registration form by the date occurring four weeks prior to the relevant annual general meeting.
- 12 If the directors fail to issue a notification (complying with article 10) to any member by the date occurring eight weeks prior to the relevant annual general meeting, the member concerned shall require to return his/her re-registration form:-

12.1 by the date occurring four weeks after the written notification (with accompanying form) complying with article 10 was given to him/her; or

12.2 by the date of the annual general meeting;

whichever is the earlier.

- 13 If any member fails to return his/her re-registration form within the period allowed under article 11 or (as applicable) article 12, the directors shall send a reminder letter to the member concerned; if the registration form is not returned within two weeks of the date of the reminder letter, the directors may, by resolution, expel him/her from membership.
- 14 For the avoidance of doubt, the directors shall have no power to refuse re-registration of any member in a case where the member has lodged a re-registration form within the period allowed under articles 11, 12 and 13.

### **Register of members**

- 15 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**

- 16 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**

- 17 Any person may be expelled from membership by special resolution (see article 45), providing the following procedures have been observed:-
- 17.1 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;
- 17.2 the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

### **Termination/transfer**

- 18 Membership shall cease on death.
- 19 A member may not transfer his/her membership to any other person.

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

- 20 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.

- 21 Not more than 15 months shall elapse between one annual general meeting and the next.
- 22 The business of each annual general meeting shall include:-
  - 22.1 a report by the chair on the activities of the company;
  - 22.2 consideration of the annual accounts of the company;
  - 22.3 the election/re-election of directors, as referred to in articles 57 to 62.
- 23 Subject to articles 20, 21 and 24, the directors may convene a general meeting at any time.
- 24 The directors must convene a 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 518 of the 2006 Act).

#### **Notice of general meetings**

- 25 At least 14 clear days' notice of a general meeting must be given to all the members, directors and (if auditors are in office at the time) to the auditors.
- 26 The reference to "clear days" in article 25 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.
- 27 A notice calling a meeting shall specify the date, time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting; (b) if a special resolution (see article 45) (or a resolution requiring special notice under the Companies Acts) is to be proposed, state that fact, giving the exact terms of the resolution; and (c) contain a statement informing members of their right to appoint a proxy.
- 28 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 29 Notice of every general meeting shall be given:-
  - 29.1 in hard copy form;
  - 29.2 (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
  - 29.3 (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.

### **Procedure at general meetings**

- 30 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 10 persons entitled to vote, each being a member or a proxy for a member.
- 31 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.
- 32 The chair 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.
- 33 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.
- 34 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.
- 35 A member who wishes to appoint a proxy to vote on his/her behalf at any meeting:-
- 35.1 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
- 35.2 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.
- 36 For the avoidance of doubt, in calculating the 48-hour period referred to in article 35, no account shall be taken of any day that is not a working day.
- 37 An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of article 35, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 38 A member shall not be entitled to appoint more than one proxy to attend the same meeting.

- 39 A proxy appointed to attend and vote at any meeting instead of one or more members shall not exercise more than two votes, even if the proxy is himself/herself a member.
- 40 A proxy need not be a member of the company.
- 41 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.
- 42 The chairperson of a general meeting shall be entitled to a casting vote if an equality of votes arises in relation to any resolution.
- 43 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 at the meeting and entitled to vote, whether as members or as 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.
- 44 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

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

- 45 For the purposes of these articles, a “special resolution” means (without prejudice to articles 48 to 51) a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 25 to 29; 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.
- 46 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Companies Acts allow the company, by special resolution:-
- 46.1 to alter its name;
  - 46.2 to alter its memorandum of association with respect to the company’s objects;
  - 46.3 to alter any provision of these articles or adopt new articles of association.
- 47 For the purposes of these articles, an “ordinary resolution” means (without prejudice to articles 48 to 51) a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against) at a general meeting, providing proper notice of the meeting has been given in accordance with articles 25 to 29.

## Written resolutions

48 A written resolution can be passed by the members of the company (having been proposed by either the members or the directors in accordance with the procedures detailed in Chapter 2 of Part 13 of the 2006 Act) and will have effect as if passed by the members of the company in general meeting; a written resolution is passed when the required majority of eligible members have signified their agreement to it by sending to the company (in hard copy or electronic form) an authenticated document which identifies the resolution to which it relates and which indicates the member's agreement to it (agreement to which cannot thereafter be revoked).

49 For the purposes of the preceding article:-

49.1 the reference to "eligible members" is to those members who would have been entitled to vote on the resolution on the circulation date of the resolution (which is either (a) the date on which copies of the written resolution are sent or submitted to the members in accordance with the procedures detailed in Chapter 2 of Part 13 of the 2006 Act; or (b) if copies are sent or submitted to members on different days, the first of those dates); the reference to "required majority" is to the majority required to pass an ordinary or a special resolution under the Companies Acts, as follows:-

49.1.1 in order to pass an ordinary resolution by way of written resolution, it must be passed (in accordance with article 48) by members representing a simple majority of the total voting rights of eligible members;

49.1.2 in order to pass a special resolution by way of written resolution, it must be passed (in accordance with article 48) by members representing not less than 75% of the total voting rights of eligible members and the resolution must specifically state that it was proposed as a special resolution.

50 For the avoidance of doubt, a resolution to remove a director (under section 168 of the 2006 Act) or a resolution to remove an auditor (under section 510 of the 2006 Act) cannot be proposed as a written resolution under article 48.

51 For the purposes of article 48, a proposed written resolution will lapse if it is not passed before the end of a period of 28 days beginning with the circulation date (as defined in article 49), and the agreement of any member to a written resolution will be ineffective if signified after the expiry of that period.

## Categories of director

52 For the purposes of these articles:-

52.1 **"Member Director"** means a director (drawn from the membership of the company) elected/appointed under articles 57 to 62;



- 52.2 **“Co-opted Director”** means a (non-member) director appointed by the directors under articles 63 and 64.

**Maximum/minimum number of directors**

- 53 The maximum number of directors shall be 9; out of that number, no more than 6 shall be Member Directors and no more than 3 shall be Co-opted Directors.
- 54 The minimum number of directors shall be 5, of whom a majority must be Member Directors.

**Eligibility**

- 55 A person shall not be eligible for election/appointment as a Member Director unless he/she is a member of the company; a person appointed as a Co-opted Director need not, however, be a member of the company.
- 56 A person shall not be eligible for election/appointment as a director if he/she is an employee of the company.

**Election, retiral, re-election: Member Directors**

- 57 At each annual general meeting, the members may (subject to article 53) elect any member (providing he/she is willing to act) to be a director (a **“Member Director”**).
- 58 The directors may (subject to article 53) at any time appoint any member (providing he/she is willing to act) to be a director (a **“Member Director”**).
- 59 At the first annual general meeting, two of the Member Directors shall retire from office; the question of which of them is to retire shall be determined by some random method.
- 60 At each annual general meeting (other than the first):-
- 60.1 any Member Director appointed under article 58 during the period since the preceding annual general meeting shall retire from office;
- 60.2 out of the remaining Member Directors, two shall retire from office.
- 61 The directors to retire under paragraph 60.2 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.
- 62 A director who retires from office under article 59 or 60 shall be eligible for re-election.

### **Appointment/re-appointment: Co-opted Directors**

- 63 In addition to their powers under article 58, the directors may (subject to article 53) at any time appoint any individual (providing he/she is willing to act) to be a director (a **"Co-opted Director"**) either on the basis that he/she has been nominated by a body with which the company has close contact in the course of its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors.
- 64 At each annual general meeting, all of the Co-opted Directors shall retire from office – but shall then be eligible for re-appointment under article 63.

### **Termination of office**

- 65 A director shall automatically vacate office if:-
- 65.1 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;
  - 65.2 he/she becomes debarred under any statutory provision from being a charity trustee within the meaning of the Charities and Trustee Investment (Scotland) Act 2005;
  - 65.3 he/she is sequestrated;
  - 65.4 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;
  - 65.5 (in the case of a Member Director) he/she ceases to be a member of the company;
  - 65.6 he/she becomes an employee of the company;
  - 65.7 he/she resigns office by notice to the company;
  - 65.8 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;
  - 65.9 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 84);
  - 65.10 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under sub-sections 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or

65.11 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the 2006 Act.

66 A resolution under paragraph 65.9 or 65.10 shall be valid only if:-

66.1 the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed;

66.2 the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote;

66.3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution.

### **Register of directors**

67 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.

### **Officebearers**

68 The directors shall elect from among themselves a chair and a treasurer, and such other office bearers (if any) as they consider appropriate.

69 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.

70 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**

71 Subject to the provisions of the Companies Acts, 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.

72 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

### **Personal interests**

73 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 91) from voting on the question of whether or not the company should enter into that arrangement.

74 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 under section 252 of the 2006 Act), has a personal interest in that arrangement.

75 Provided:-

75.1 he/she has declared his/her interest;

75.2 he/she has not voted on the question of whether or not the company should enter into the relevant arrangement; and

75.3 the requirements of article 77 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 74) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

76 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.

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

77.1 the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;

77.2 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

77.3 less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).

78 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.

79 The directors shall be entitled, for the purposes of section 175 of the 2006 Act, to authorise (by way of resolution to that effect) any Conflict Situation that may arise (such that the duty of the director concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the directors may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.

80 For the purposes of article 79, a "Conflict Situation" means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any director has or could have a direct

or indirect interest that conflicts, or possibly might conflict, with the interests of the company; and such that:-

80.1 the situations and matters which fall within this definition may include (without limitation) (a) a situation where a director of the company becomes an employee, director, member of the management committee, officer or elected representative of a body which is a party to a significant contract with the company (or which is competing with the company in the context of any grant application) and (b) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the company could take advantage of the property, information or opportunity);

80.2 "conflict of interest" for this purpose includes a conflict of interest and duty, and a conflict of duties.

81 For the avoidance of doubt, article 79 shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the company; any conflict of interest of that nature shall be governed by the provisions of articles 73 to 78 and articles 91 to 94 and the code of conduct referred to in article 84.

### **Conduct of directors**

82 It is the duty of each director of the company to take decisions (and exercise his/her other powers and responsibilities as a director) in such a way as he/she considers, in good faith, will be most likely to promote the success of the company in achieving its objects (as outlined in clause 3 of the memorandum of association) and will be in the best interests of the company, and irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question.

83 Without prejudice to the principle set out in article 82, each of the directors shall have a duty, in exercising functions as a charity trustee, to act in the interests of the company; and, in particular, must:-

83.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its purposes;

83.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

83.3 in circumstances giving rise to the possibility of a conflict of interest between the company and any party responsible for the appointment of that director:-

83.3.1 put the interests of the company before that of the other party;

83.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any deliberation or decision of the other directors with regard to the matter in question;

83.4 ensure that the company complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

84 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors from time to time; for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

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

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

86 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.

87 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 as follows:-

87.1 if there are 5 or 6 directors in office, the quorum shall be 3;

87.2 if there are 7 or 8 directors in office, the quorum shall be 4;

87.3 if there are 9 directors in office, the quorum shall be 5.

88 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.

89 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.

90 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.

- 91 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.
- 92 For the purposes of article 91, 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.
- 93 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.
- 94 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 91 to 93.

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

- 95 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.
- 96 Any delegation of powers under article 95 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 97 The rules of procedure for any sub-committee shall be as prescribed by the directors.

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

- 98 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**

- 99 The directors shall (notwithstanding the provisions of the 2006 Act) appoint a company secretary, and on the basis that the term of office, remuneration (if any), and other terms and conditions attaching to the appointment of the company secretary shall be as determined by the directors; the company secretary may be removed by the directors at any time.

#### **Minutes**

- 100 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**

- 101 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 102 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.
- 103 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**

- 104 Any notice to be given in pursuance of these articles shall be in writing.
- 105 The company may give any notice to a member in pursuance of these articles either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address; alternatively, in the case of a member who has notified the company of an electronic address to be used for this purpose, the company may give any notice to that member by electronic means.
- 106 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.
- 107 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.
- 108 A member may give any notice to the company either by sending it by post in a pre-paid envelope addressed to the company at its registered office or by leaving it, addressed to the company secretary, at the company's registered office or (where the company has notified the member of an electronic address to be used for this purpose) by way of electronic means.

#### **Winding-up**

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



## **Indemnity**

- 110 Every director or other officer or auditor of the company shall be indemnified out of the assets of the company (to the extent permitted by sections 232, 234, 235, 532 and 533 of the 2006 Act) 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 2006 Act), 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.
- 111 For the avoidance of doubt, the company shall be entitled to purchase and maintain for any director insurance against any loss or liability which he/she 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**


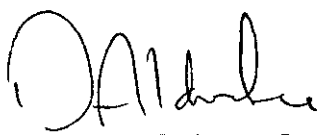



- 112 In these articles:-
- 112.1 “the 2006 Act” means the Companies Act 2006;
- 112.2 “the Companies Acts” means the Companies Acts 1985 to 2006.
- 113 Any reference in these articles to a statutory provision shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.

114 Reference in these articles to the singular shall be deemed to include the plural.

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Names and addresses of subscribers

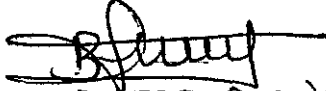
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- |  |  |
|--|--|
| 1.    | 4.   |
| APRIL WALKER   | DANNY ALDERSLOWE   |
| 20 Ardnahoe Avenue   | 1/1 12 Albert Avenue   |
| Toryglen   | Queens Park  |
| Glasgow  | Glasgow  |
| G42 0DG  | G42 8RE  |
| 2.    | 5.  |
| FRANK MCBRIDE  | SUSAN ELIZABETH LANCASTER  |
| 54 Crossbank Avenue  | 54 Berridale Avenue  |
| Toryglen   | Cathcart   |
| Glasgow  | Glasgow  |
| G42 0HU  | G44 3AE  |
| 3.  |  |
| GLEN MARK ANDREW WILLIAMS  |  |
| 1/1 34 Corlaich Drive  |  |
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| Glasgow  |  |
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Dated 26/06/09

Witness to the above signatures:-

  
Francine Bucumi  
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FLAT 4/6  
GLASGOW G21 1YG