



FILE COPY

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

Company No. 362194

The Registrar of Companies for Scotland hereby certifies that

MINTRA TRAINING PORTAL 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 **6th July 2009**



NSC362194G



Please complete in typescript, or in bold black capitals.

CHWP007

Declaration on application for registration

SC 362194

Company Name in full

MINTRA TRAINING PORTAL LIMITED

I, **KEIR WILLOX**

of **COMMERCIAL HOUSE, 2 RUBISLAW TERRACE, ABERDEEN**

† 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

Keir Willox

Declared at **ABERDEEN**

Day Month Year

On **03 07 2009**

① Please print name.

before me ①

IAN FLEMING MCLENNAN

Signed

IAN FLEMING MCLENNAN

Date **03.07.2009**

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

Please give the name, address, telephone number and, if available, DX number and Exchange of the person Companies House should contact if there is any query.

THE COMMERCIAL LAW PRACTICE, COMMERCIAL HOUSE,

2 RUBISLAW TERRACE, ABERDEEN AB10 1XE REF:

KW.MP

Tel **01224 621166**

DX number **AB103**

DX exchange **ABERDEEN-1**

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



SCT

04/07/2009

1100

COMPANIES HOUSE

revised June 1998

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Please complete in typescript,
or in bold black capitals.

CHFP021

Notes on completion appear on final page

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

Company Name in full

SC 362194

MINTRA TRAINING PORTAL LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

COMMERCIAL HOUSE, 2 RUBISLAW TERRACE

Post town

ABERDEEN

County / Region

ABERDEEN

Postcode

AB10 1XE

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

THE COMMERCIAL LAW PRACTICE

Address

COMMERCIAL HOUSE, 2 RUBISLAW TERRACE

Post town

ABERDEEN

County / Region

ABERDEEN

Postcode

AB10 1XE

Number of continuation sheets attached

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

**THE COMMERCIAL LAW PRACTICE, COMMERCIAL
HOUSE, 2 RUBISLAW TERRACE, ABERDEEN AB10 1XE**

Tel **01224 621166**

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or companies registered in England and Wales

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

for companies registered in Scotland

DX 235 Edinburgh



Company Secretary (see notes 1-5)

Company name **MINTRA TRAINING PORTAL LIMITED**

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname **CLP SECRETARIES LIMITED**

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.

☐

COMMERCIAL HOUSE, 2 RUBISLAW TERRACE

Post town **ABERDEEN**

County / Region **ABERDEEN** Postcode **AB10 1XE**

Country **SCOTLAND**

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

Consent signature

*John Willox, Director
CLP Secretaries Limited*

Date **03/07/2009**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title **MR** *Honours etc **LLB, DIPLP, NP**

Forename(s) **KEIR**

Surname **WILLOX**

Previous forename(s)

Previous surname(s)

Address **

☐

108 DERBETH GRANGE, KINGSWELLS

Post town **ABERDEEN**

County / Region **ABERDEEN** Postcode **AB15 8TX**

Country **SCOTLAND**

Date of birth

Day Month Year
2 6 1 0 1 9 7 1

Nationality **BRITISH**

Business occupation

SOLICITOR

Other directorships

SEE ATTACHED LIST

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

Consent signature

John Willox

Date **03/07/2009**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>					
	Forename(s)	<input type="text"/>							
	Surname	<input type="text"/>							
	Previous forename(s)	<input type="text"/>							
	Previous surname(s)	<input type="text"/>							
** 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 **	<input type="text"/>							
	<input type="checkbox"/>	<input type="text"/>							
	Post town	<input type="text"/>							
	County / Region	<input type="text"/>	Postcode	<input type="text"/>					
	Country	<input type="text"/>							
Date of birth	<table><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year							
<input type="text"/>	<input type="text"/>	<input type="text"/>							
Business occupation	<input type="text"/>								
Other directorships	<input type="text"/>								
	<input type="text"/>								
	I consent to act as director of the company named on page 1								
Consent signature	<input type="text"/>	Date	03/07/09						

This section must be signed by

Either
an agent on behalf
of all subscribers

Signed



Date

03/07/09

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

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.

Keir Willox

Directorships Report

Person Details

Name: **Keir Willox**
QuickRef: KW
Occupation: Solicitor
Nationality: British
Date of Birth: 26/10/1971

Addresses

Home	Work
108 Derbeth Grange Kingswells Aberdeen Aberdeenshire AB15 8TX Scotland	Commercial House 2 Rubislaw Terrace Aberdeen Scotland AB10 1XE Scotland

Directorships

Company Name	Country	Appointed
Buttons Play Centre Limited	United Kingdom	22/04/2009
CLP Secretaries Limited	Scotland	31/08/2001
CLP Trustees Limited	Scotland	07/01/1997
MMA Nominees Limited	Scotland	31/08/2001
MMA Trustees Limited	Scotland	31/08/2001
Two Rubislaw Terrace Limited	Scotland	31/08/2001
WMA Nominees Limited	Scotland	10/02/2009

THE COMPANIES ACT 1985 (as amended)
PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM AND ARTICLES OF ASSOCIATION OF
MINTRA TRAINING PORTAL LIMITED**

The Commercial Law Practice LLP
Commercial House
2 Rubislaw Terrace
ABERDEEN
AB10 1XE

Tel: (01224) 621166
Fax: (01224) 623103
www.thecpl.co.uk

THE COMPANIES ACT 1985 (as amended)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

MINTRA TRAINING PORTAL LIMITED



1. The Company's name is **Mintra Training Portal Limited**.
2. The Company's Registered Office is to be situated in Scotland.
3. (i) The object of the Company is to carry on business as a general commercial company.
(ii) Without prejudice to the generality of the object and the powers of the company derived from section 3A of the Companies Act 1985 ("the Act"), the Company has power to do all or any of the following things:
 - (a) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
 - (b) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
 - (c) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
 - (d) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
 - (e) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined (including in the purchase of its own shares) and to hold or otherwise deal with any investments made.
 - (f) To lend and advance money or give credit on such terms as may seem expedient and with or without security to any person, firm or company (including without

SATURDAY



SCT 04/07/2009 1099
COMPANIES HOUSE

prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any company associated in any way with, the Company) to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

- (g) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- (h) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (i) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (j) To enter into any arrangements with any Government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government or authority any charters, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
- (k) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being carried on so as directly or indirectly to benefit the Company or enhance the value of any of its property and to co-ordinate, finance and manage the businesses and operations of any Company in which the Company holds any such interest.
- (l) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- (m) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of Shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (n) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares or other securities of the Company.

- (o) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the company or a fellow subsidiary of the Company or of the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any Director, Officer or Auditor against any liability as is referred to in Chapter 6 of Part 16 of the Companies Act 2006, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (p) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (q) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (r) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (s) To give, whether directly or indirectly, any kind of financial assistance (as defined in section 677 of the Companies Act 2006) for any such purpose as is not prohibited by the Companies Act 2006.
- (t) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (u) To procure the Company to be registered or recognised in any part of the world.
- (v) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise and by or through agents, brokers, sub-contractors or otherwise and either along or in conjunction with others.

- (w) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

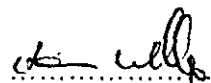
The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Company. None of such sub-clauses or the object therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the members is limited.
5. The Company's share capital is £100,000 divided into 100,000 ordinary shares of £1.00 each.

We, the subscriber to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our name.

Name and Address of Subscriber

Number of Shares taken by Subscriber

.....(signature)

KEIR WINOX.....(print name)

Director
for and on behalf of

MMA Trustees Limited
Commercial House
2 Rubislaw Terrace
Aberdeen
AB10 1XE


(Trust Company)

Dated: 3 July 2009

One

~~One~~ KW

Witness to the subscriber's signature:

.....

Margaret Preston
Commercial House
2 Rubislaw Terrace
Aberdeen

Legal Secretary

THE COMPANIES ACT 1985 (as amended)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

MINTRA TRAINING PORTAL LIMITED

PRELIMINARY

- 1 (a) Subject as hereinafter provided, the Regulations contained in Table A of the Companies (Tables A to F) (Amendment) Regulations 1985 as amended by SI 2007/2541 and SI 2007/2826 (such Regulations hereinafter referred to as "**Table A**") shall apply to the Company.
- (b) Regulations 24, 35, 40, 62, 77, 78, 79, 81, 94 to 98 (inclusive), 111 and 112 of Table A shall not apply to the Company.
- (c) "**the 1985 Act**" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
- (d) "**the 2006 Act**" means the Companies Act 2006 and any provisions for the time being in force.
- (e) The expressions "**relevant securities**" and "**equity securities**", wheresoever appearing herein, shall bear the meanings ascribed to them by the 1985 Act.
- (f) "**communication**" means the same as in the Electronic Communications Act 2000.
- (g) "**electronic communication**" means the same as in the Electronic Communication Act 2000.
- (h) "**executed**" includes any mode of execution.

SHARES

- 2 (a) Subject to the provisions of the 1985 Act and the 2006 Act, and to the following provisions of these Articles, the Directors shall have authority to exercise any power of the Company to offer, allot or otherwise dispose of any shares in the Company, or any relevant securities, to such persons, at such times and generally on such terms and conditions as they think proper provided that insofar as the Company in General Meeting shall not have varied, renewed or revoked the said authority:
- (i) The Directors shall not be authorised to make any offer or allotment of shares in the Company, or grant any right to subscribe for, or to convert any securities into, shares in the Company if such allotment, or an allotment in pursuance of such offer or right, would or might result in the aggregate of the shares or stock in issue exceeding, in nominal value, the amount of the authorised share capital of the Company for the time being, and such limitation shall determine the maximum amount of the relevant securities which at any time remain to be allotted by the Directors hereunder.

(ii) The period within which the said authority to allot relevant securities may be exercised shall be limited to five years, commencing upon the date of incorporation of the Company.

(b) Any offer or agreement in respect of relevant securities, which is made prior to the expiration of such authority and in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant securities to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant securities in pursuance of such offer or agreement.

(c) The authority conferred upon the Directors to allot relevant securities may at any time, by Ordinary Resolution of the Company in General Meeting, be revoked, varied or renewed (whether or not it has been previously renewed hereunder) for a further period not exceeding five years.

3 Section 89(1) and Section 90(1) to (6) of the 1985 Act shall not apply to any allotment of equity securities by the Company. The shares comprised in the initial allotment by the Company shall be at the disposal of the Directors as they think proper but thereafter, unless otherwise determined by Special Resolution of the Company in General Meeting, any relevant securities shall, before they are allotted on any terms to any person, be first offered on the same or more favourable terms to each person who holds shares in the Company in the proportion which is, as nearly as practicable, equal to the proportion in nominal value held by him of the aggregate of such shares in issue.

Such offer shall be made by notice to the members specifying the number of shares offered and the period, being not less than twenty one days, within which the offer, if not accepted, will be deemed to have been declined. After the expiration of such period, or on receipt of notice of the acceptance or refusal of every offer so made, the Directors may, subject to these Articles, dispose of such securities as have not been taken up in such manner as they think proper. The Directors may, in like manner, dispose of any such securities as aforesaid, which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided.

4 (a) No share shall be issued at a discount.

(b) The Company shall not have power to issue share warrants to bearer.

(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

5 Subject to the provisions of the 1985 Act and the 2006 Act:

(a) The Company may purchase any of its own shares, provided that the terms of any contract under which the Company will or may become entitled or obliged to purchase its own shares shall be authorised by Special Resolution of the Company in General Meeting before the Company enters into the contract.

(b) The Company shall be authorised, in respect of the redemption or purchase of any of its own shares, to give such financial assistance, or to make such payments out of capital as may be permissible in accordance with the 1985 Act and the 2006 Act, provided that any such assistance or payment shall first be approved by Special Resolution of the Company in General Meeting.

(c) The Company may by Special Resolution reduce its share capital and any capital redemption reserve or share premium account in any manner authorised by law.

LIEN

- 6 In Regulation 8 of Table A, the words "(not being a fully paid share)" shall be omitted. The Company shall have a first and paramount lien on all shares standing registered in the name of any person (whether he be the sole registered holder thereof or one of two or more joint holders) for all moneys presently payable by him or his estate to the Company.

TRANSFER OF SHARES

- 7 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

PROCEEDINGS AT GENERAL MEETINGS

- 8 At the end of Regulation 38 of Table A there shall be inserted the following: "In every notice of a General Meeting there shall appear the statement referred to in Section 325 of the 2006 Act, in relation to the right of a member to appoint proxies".

- 9 (a) No business shall be transacted at any General Meeting unless a quorum is present. Two members entitled to attend and vote at that General Meeting, present in person, or by proxy or (in the case of a corporation) a duly authorised representative shall be a quorum. At the end of Regulation 41 of Table A there shall be inserted the following: "If within half an hour from the time appointed for the holding of an adjourned meeting a quorum is not present, the members present shall be a quorum".

- (b) At the end of Regulation 57 of Table A there shall be inserted the following "except when he is the sole member".

- 10 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:

in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the General Meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- (a) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications –
- (i) in the notice convening the General Meeting, or
 - (ii) in any instrument of proxy sent out by the Company in relation to the meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the General Meeting at which the poll was demanded to the Chairman or to the Secretary or to any Director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid. In this Article and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

In calculating the periods mentioned in this Article for determining the deadline for the delivery of proxy forms, no account shall be taken of any part of a day that is not a working day (as defined in the 2006 Act).

- 11 In addition to any other manner in which the member or members of the Company are authorised under the 1985 Act or the 2006 Act to reach and record their decisions in relation to the Company, a member who is for the time being the sole member of the Company shall be entitled to take any decision which may be taken by the Company in General Meeting and such decision shall have effect as if agreed by the Company in General Meeting, subject as hereinafter follows:
- (a) A decision taken by virtue of this clause shall be notified to the Company within seven days of the date on which it was taken, failing which such decision shall be invalid and of no effect.
 - (b) Any resolution of a kind described below shall not be capable of being passed by virtue of the procedure described in this clause:
 - (i) any resolution, which if passed at a General Meeting, would need to be passed as a Special Resolution;
 - (ii) any resolution to change the terms of appointment of the officers or auditors;
 - (iii) any resolution requiring special notice.

APPOINTMENT AND REMOVAL OF DIRECTORS

- 12 The first Directors will be the person or persons named in the statement delivered to the Registrar of Companies in accordance with Section 10 of the 1985 Act. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.
- 13 In addition and without prejudice to the provisions of Section 168 of the 2006 Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office. Subject to the provisions of Table A and Section 168 of the 2006 Act, the Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
- 14 The office of a Director shall be vacated if the Director:
- (a) ceases to be a Director by virtue of any provision of the 1985 Act or the 2006 Act or he becomes prohibited by law from being a Director; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) is, or may be, suffering from mental disorder and, in relation thereto, he is admitted to hospital for treatment or an order is made by any court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
 - (d) resigns such office by notice to the Company.

PROCEEDINGS OF DIRECTORS

- 15 (a) If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the Regulations of Table A shall be construed accordingly. In such instance, the word "one" shall be substituted in place of the word "two" in the first sentence of Regulation 89 of Table A.
- (b) In Regulation 64 of Table A for the word "two" there shall be substituted the word "one".
- 16 An appointment or removal of an alternate Director may be effected at any time by notice to the Company given by his appointor. An alternate Director may also be removed from his office by not less than twenty four hours' notice to the Company and to the appointor given by a majority of his co-Directors. This Article shall have effect in substitution for Regulation 68 of Table A which shall not apply to the Company.
- 17 Any Director or his alternate may validly participate in a meeting of the Directors or a committee of Directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the 1985 Act and the 2006 Act, all business transacted in such manner by the Directors or a committee of the Directors shall for the purposes of the Articles be deemed to be validly and effectively transacted at a meeting of the Directors or of a committee of the Directors notwithstanding that fewer than two Directors or alternate Directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.

BORROWING POWERS

- 18 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the 1985 Act, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DIRECTOR'S INTERESTS

- 19 A Director may vote in respect of any contract or arrangement in which he, or any person with whom he is connected, is interested and be counted in the quorum present at any meeting of the Directors or, if otherwise so entitled, at any General Meeting of the Company at which any such contract or arrangement is proposed or considered, and if he shall so vote, his vote shall be counted.

MINUTES

- 20 In addition to the requirements of Regulation 100 of Table A the Directors shall cause a written record to be made in the minute book of all decisions taken by a sole member under the provisions of these Articles.

INDEMNITY

- 21 Subject to the 1985 Act and the 2006 Act, and in addition to such indemnity as is contained in Regulation 118 of Table A, every Director, Secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office and the Company may purchase and maintain for any Director, Secretary, officer or auditor insurance against any liability which by virtue of any rule of law would otherwise attach to any such person in respect of any negligence, default, breach of duty or breach of trust which he may be guilty in relation to the Company.

NOTICES

- 22 Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

In this Article, "**address**", in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 23 The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the member. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.

In this Article and the next, "**address**", in relation to electronic communications, includes any number or address used for the purposes of such communications.

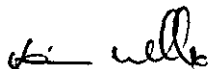
- 24 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent. Regulation 115 shall be deemed to be amended accordingly.

SECRETARY

- 25 The first Secretary or Secretaries of the Company, if any, shall be the person or persons named as such in the statement delivered under Section 10 of the 1985 Act.

We, the subscriber to these Articles of Association, wish to be formed into a Company pursuant to the Memorandum.

Name and address of subscriber:



.....(signature)

KEIR Wince

.....(print name)

Director

for and on behalf of

MMA Trustees Limited
Commercial House
2 Rubislaw Terrace
Aberdeen
AB10 1XE

(Trust Company)

Dated: 3 July 2009

Witness to the subscriber's signature:



Margaret Preston
Commercial House
2 Rubislaw Terrace
Aberdeen

Legal Secretary