



**FILE COPY**

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

Company No. 469363

The Registrar of Companies for Scotland hereby certifies that

**FACT FOUR**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in Scotland

Given at Companies House on **6th February 2014**



**\*NSC469363M\***



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

002161/640  
**IN01**

## Application to register a company



Companies House

A fee is payable with this form.  
Please see 'How to pay' on the last page.

THURSDAY



SCT

\*S315LZ4H\*

06/02/2014

#51

COMPANIES HOUSE

☒ **What this form is for**  
You may use this form to register a  
private or public company.

☒ **What this form is NOT for**  
You cannot use this form to register  
a limited liability partnership.  
this, please use form LL IN01.

### Part 1 Company details

#### A1 Company name

To check if a company name is available use our WebCheck service and select  
the 'Company Name Availability Search' option:

[www.companieshouse.gov.uk/info](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below.

Proposed company  
name in full <sup>ⓐ</sup>

FACT Four

For official use

SC469363

#### → Filling in this form

Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

#### ⓐ Duplicate names

Duplicate names are not permitted.  
A list of registered names can  
be found on our website. There  
are various rules that may affect  
your choice of name. More  
information on this is available in  
our guidance booklet GP1 at:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

#### A2 Company name restrictions <sup>ⓐ</sup>

Please tick the box only if the proposed company name contains sensitive  
or restricted words or expressions that require you to seek comments of a  
government department or other specified body.

☐ I confirm that the proposed company name contains sensitive or restricted  
words or expressions and that approval, where appropriate, has been  
sought of a government department or other specified body and I attach a  
copy of their response.

#### ⓐ Company name restrictions

A list of sensitive or restricted  
words or expressions that require  
consent can be found in our  
guidance booklet GP1 at:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

#### A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' <sup>ⓐ</sup>

Please tick the box if you wish to apply for exemption from the requirement to  
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative.

☒ I confirm that the above proposed company meets the conditions for  
exemption from the requirement to have a name ending with 'Limited',  
'Cyfyngedig' or permitted alternative.

#### ⓐ Name ending exemption

Only private companies that are  
limited by guarantee and meet other  
specific requirements are eligible  
to apply for this. For more details,  
please go to our website:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

#### A4 Company type <sup>ⓐ</sup>

Please tick the box that describes the proposed company type and members'  
liability (only one box must be ticked):

- ☐ Public limited by shares  
☐ Private limited by shares  
☒ Private limited by guarantee  
☐ Private unlimited with share capital  
☐ Private unlimited without share capital

#### ⓐ Company type

If you are unsure of your company's  
type, please go to our website:  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

# IN01

## Application to register a company

**A5**

### Situation of registered office

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☐ England and Wales  
☐ Wales  
☒ Scotland  
☐ Northern Ireland

#### Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

**A6**

### Registered office address

Please give the registered office address of your company.

Building name/number

292

Street

St Vincent Street

Post town

Glasgow

County/Region

Lanarkshire

Postcode

G 2 5 T Q

#### Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

**A7**

### Articles of association

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only one box.

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box.

- ☐ Private limited by shares  
☐ Private limited by guarantee  
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

For details of which company type can adopt which model articles, please go to our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**A8**

### Restricted company articles

Please tick the box below if the company's articles are restricted.

☐

#### Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

IN01

Application to register a company

**Part 2 Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

**Secretary****B1 Secretary appointments**

Please use this section to list all the secretary appointments taken on formation.  
For a corporate secretary, complete Sections C1-C5.

Title*	Mr
Full forename(s)	David Alexander
Surname	Robertson
Former name(s) ②	None

① **Corporate appointments**  
For corporate secretary appointments, please complete section C1-C5 instead of section B.

**Additional appointments**  
If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② **Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**B2 Secretary's service address**

Building name/number	3
Street	Jordanhill Drive
Post town	Glasgow
County/Region	Lanarkshire
Postcode	G 1 3 1 R Z
Country	UK

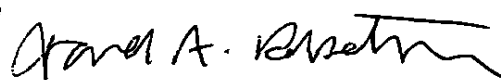
① **Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

**B3 Signature**

I consent to act as secretary of the proposed company named in Section A1.

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 10px;">X</div> <div style="flex-grow: 1;"> <div style="font-size: small;">Signature</div>  </div> <div style="margin-left: 10px;">X</div> </div>
-----------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

① **Signature**  
The person named above consents to act as secretary of the proposed company.

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Application to register a company

## Corporate secretary

<b>C1</b>	<b>Corporate secretary appointments</b>		<p><b>Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.</p> <p><b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.</p>
Please use this section to list all the corporate secretary appointments taken on formation.			
Name of corporate body/firm	None		
Building name/number			
Street			
Post town			
County/Region			
Postcode	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>		
Country			
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>		
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete <b>Section C3</b> only → No Complete <b>Section C4</b> only			
<b>C3</b>	<b>EEA companies</b>		<p><b>EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a></p> <p><b>This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).</b></p>
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.			
Where the company/firm is registered			
Registration number			
<b>C4</b>	<b>Non-EEA companies</b>		<p><b>Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.</p>
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.			
Legal form of the corporate body or firm			
Governing law			
If applicable, where the company/firm is registered			
Registration number			
<b>C5</b>	<b>Signature</b>		<p><b>Signature</b> The person named above consents to act as corporate secretary of the proposed company.</p>
I consent to act as secretary of the proposed company named in <b>Section A1</b> .			
Signature	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; padding: 5px;">Signature</div> <div style="border: 1px solid black; padding: 5px;">X</div> <div style="border: 1px solid black; padding: 5px;">X</div> </div>		

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Application to register a company

## Director

### D1 Director appointments <sup>①</sup>

Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.	
Title*	Mr
Full forename(s)	Carrick Charles Henderson
Surname	McDonald
Former name(s) <sup>②</sup>	None
Country/State of residence <sup>③</sup>	United Kingdom
Nationality	British
Date of birth	'2' '5' '0' '8' '1' '9' '5' '1'
Business occupation (if any) <sup>④</sup>	Office and Finance Manager

#### ① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

#### ② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

#### ③ Country/State of residence

This is in respect of your usual residential address as stated in section D4

#### ④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

#### Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

### D2 Director's service address <sup>⑤</sup>

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	7
Street	Kent Drive Burnside
Post town	Glasgow
County/Region	Lanarkshire
Postcode	G 7 3 5 A P
Country	United Kingdom

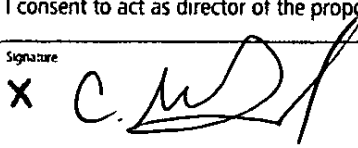
#### ⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

### D3 Signature <sup>⑥</sup>

I consent to act as director of the proposed company named in Section A1.	
Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="text-align: center;">  </div> <div style="margin-left: 20px;">X</div> </div>

#### ⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

**Director**

<b>D1</b>	<b>Director appointments ①</b>	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.	
Title*	Mr	
Full forename(s)	Donal	
Surname	O'Herlihy	
Former name(s)②	None	
Country/State of residence ③	United Kingdom	
Nationality	Irish	
Date of birth	<div>'1' '7</div> <div>'0' '8</div> <div>'1' '9</div> <div>'6' '2</div>	
Business occupation (if any) ④	Manager	

**① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section D4

**④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

**Additional appointments**  
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

<b>D2</b>	<b>Director's service address ⑤</b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	9	
Street	Shields Holdings	
Post town	Lochwinnoch	
County/Region	Renfrewshire	
Postcode	<div>P A 1 2</div> <div>4 H L</div>	
Country	United Kingdom	

**⑤ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

<b>D3</b>	<b>Signature ⑥</b>	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div>Signature</div> <div>X Donal O'Herlihy X</div>	

**⑥ Signature**  
The person named above consents to act as director of the proposed company.


# IN01 – continuation page

## Application to register a company

### Director

<b>D1</b>	<b>Director appointments <sup>①</sup></b>		<p><b>① Appointments</b> Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p><b>② Former name(s)</b> Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p><b>③ Country/State of residence</b> This is in respect of your usual residential address as stated in Section D4.</p> <p><b>④ Business occupation</b> If you have a business occupation, please enter here. If you do not, please leave blank.</p>
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.		
Title*	Mr		
Full forename(s)	Stuart Leslie		
Surname	Patrick		
Former name(s) <sup>②</sup>	None		
Country/State of residence <sup>③</sup>	United Kingdom		
Nationality	British		
Date of birth	<div> <div>d</div> <div>2</div> <div>0</div> <div>m</div> <div>0</div> <div>5</div> <div>y</div> <div>1</div> <div>9</div> <div>6</div> <div>2</div> </div>		
Business occupation (if any) <sup>④</sup>	Accountant		

<b>D2</b>	<b>Director's service address <sup>①</sup></b>		<p><b>① Service address</b> This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	7A		
Street	Lorraine Gardens		
	Dowanhill		
Post town	Glasgow		
County/Region	Lanarkshire		
Postcode	<div> <div>G</div> <div>1</div> <div>2</div> <div>9</div> <div>N</div> <div>Y</div> </div>		
Country	United Kingdom		

<b>D3</b>	<b>Signature <sup>①</sup></b>		<p><b>① Signature</b> The person named above consents to act as director of the proposed company.</p>
	I consent to act as director of the proposed company named in Section A1.		
Signature	<div> <div>Signature</div> <div>X</div> <div></div> <div>X</div> </div>		



# IN01 – continuation page

## Application to register a company

### Director

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.	
Title*	Mr	
Full forename(s)	Stephen Paul	
Surname	Phillips	
Former name(s) <sup>②</sup>	None	
Country/State of residence <sup>③</sup>	United Kingdom	
Nationality	British	
Date of birth	<div>d 2 d 6 m 1 m 1 y 1 y 9 y 5 y 9</div>	
Business occupation (if any) <sup>④</sup>	Solicitor	

**① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section D4.

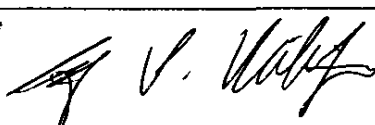
**④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address <sup>⑤</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	17	
Street	Turnberry Road	
Post town	Glasgow	
County/Region	Lanarkshire	
Postcode	G 1 1 5 A G	
Country	United Kingdom	

**⑤ Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

<b>D3</b>	<b>Signature <sup>⑥</sup></b>	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div>Signature</div> <div>X  X</div>	

**⑥ Signature**  
The person named above consents to act as director of the proposed company.

# IN01 – continuation page

## Application to register a company

### Director

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.	
Title*	Mr	
Full forename(s)	David Alexander	
Surname	Robertson	
Former name(s) <sup>②</sup>	None	
Country/State of residence <sup>③</sup>	United Kingdom	
Nationality	British	
Date of birth	<div> <div>d</div> <div>2</div> <div>d</div> <div>8</div> <div>m</div> <div>0</div> <div>m</div> <div>9</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>5</div> <div>y</div> <div>4</div> </div>	
Business occupation (if any) <sup>④</sup>	Architect <input checked="" type="checkbox"/>	

**① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section D4.

**④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address <sup>①</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	3	
Street	Jordanhill Drive	
Post town	Glasgow	
County/Region	Lanarkshire	
Postcode	<div> <div>G</div> <div>1</div> <div>3</div> <div></div> <div>1</div> <div>R</div> <div>Z</div> <div></div> </div>	
Country	United Kingdom	

**① Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

<b>D3</b>	<b>Signature <sup>①</sup></b>	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div> <div>Signature</div> <div> <div>X</div> <div>David A. Robertson</div> <div>X</div> </div> </div>	

**① Signature**  
The person named above consents to act as director of the proposed company.

# IN01 – continuation page

## Application to register a company

### Director

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	
	Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.	
Title*	Mr	
Full forename(s)	Oliver Campbell Watt	
Surname	Thomson	
Former name(s) <sup>②</sup>	None	
Country/State of residence <sup>③</sup>	United Kingdom	
Nationality	British	
Date of birth	<div>d 2 8</div> <div>m 0 2</div> <div>y 1 9 3 6</div>	
Business occupation (if any) <sup>④</sup>	Company Director	

**① Appointments**  
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in Section D4.


**④ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address <sup>①</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	3	
Street	Kirklee Terrace	
Post town	Glasgow	
County/Region	Lanarkshire	
Postcode	G 1 2 0 T Q	
Country	United Kingdom	

**① Service address**  
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

<b>D3</b>	<b>Signature <sup>①</sup></b>	
	I consent to act as director of the proposed company named in Section A1.	
Signature	<div>Signature</div> <div>X  X</div>	

**① Signature**  
The person named above consents to act as director of the proposed company.

IN01

Application to register a company

**Corporate director**

<b>E1</b>	<b>Corporate director appointments</b> ①	
	Please use this section to list all the corporate directors taken on formation.	
Name of corporate body or firm	None	
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	<b>① Additional appointments</b> If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page.  <b>Registered or principal address</b> This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.	
<b>E2</b>	<b>Location of the registry of the corporate body or firm</b>	
	Is the corporate director registered within the European Economic Area (EEA)?	
	→ Yes Complete <b>Section E3 only</b> → No Complete <b>Section E4 only</b>	
<b>E3</b>	<b>EEA companies</b> ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ③		
Registration number		
	<b>② EEA</b> A full list of countries of the EEA can be found in our guidance: <a href="http://www.companieshouse.gov.uk">www.companieshouse.gov.uk</a>  <b>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).</b>	
<b>E4</b>	<b>Non-EEA companies</b>	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
	<b>④ Non-EEA</b> Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.	
<b>E5</b>	<b>Signature</b> ⑤	
	I consent to act as director of the proposed company named in <b>Section A1</b> .	
Signature	Signature X	
	<b>⑤ Signature</b> The person named above consents to act as corporate director of the proposed company.	

IN01

Application to register a company

## Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

### F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling.

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

### F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

### F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate  
nominal value ③

③ Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately. For  
example: £100 + €100 + \$10 etc.

① Including both the nominal value and any  
share premium.

② Number of shares issued multiplied by  
nominal value of each share.

③ Total number of issued shares in this class.

Continuation Pages  
Please use a Statement of Capital continuation  
page if necessary.

IN01

Application to register a company

**F4**

**Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2.

Class of share

Prescribed particulars

1

**1 Prescribed particulars of rights attached to shares**

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

A separate table must be used for each class of share.

**Continuation pages**

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

# IN01

## Application to register a company

Class of share		
Prescribed particulars ①		<p><b>① Prescribed particulars of rights attached to shares</b>  The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</li> </ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation pages</b>  Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

# IN01

## Application to register a company

**F5**

### Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

#### Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						



IN01

Application to register a company

**Part 4 Statement of guarantee**

Is your company limited by guarantee?

→ Yes Complete the sections below.

→ No Go to Part 5 (Statement of compliance).

**G1****Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

**1 Name**

Please use capital letters.

**2 Address**

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

**3 Amount guaranteed**

Any valid currency is permitted.

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary.

**Subscriber's details**

Forename(s) 1	Carrick Charles Henderson
Surname 1	McDonald
Address 2	7 Kent Drive
	Burnside, Glasgow, Lanarkshire
Postcode	G 7 3 5 A P
Amount guaranteed 3	£1

**Subscriber's details**

Forename(s) 1	Donal
Surname 1	O'Herlihy
Address 2	9 Shields Road
	Lochwinnoch, Renfrewshire
Postcode	P A 1 2 4 H L
Amount guaranteed 3	£1

**Subscriber's details**

Forename(s) 1	Stuart Leslie
Surname 1	Patrick
Address 2	7A Lorraine Gardens
	Dowanhill, Glasgow, Lanarkshire
Postcode	G 1 2 9 N Y
Amount guaranteed 3	£1

# IN01

## Application to register a company

Subscriber's details	
Forename(s) ①	Stephen Paul
Surname ①	Phillips
Address ②	17 Turnberry Road Glasgow, Lanarkshire
Postcode	G 1 1 5 A G
Amount guaranteed ③	£1

Subscriber's details	
Forename(s) ①	David Alexander
Surname ①	Robertson
Address ②	3 Jordanhill Drive Glasgow, Lanarkshire
Postcode	G 1 3 1 R Z
Amount guaranteed ③	£1

Subscriber's details	
Forename(s) ①	Oliver Campbell Watt
Surname ①	Thomson
Address ②	3 Kirklee Terrace Glasgow, Lanarkshire
Postcode	G 1 2 0 T Q
Amount guaranteed ③	£1

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details	
Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

### ① Name

Please use capital letters.

### ② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

### ③ Amount guaranteed

Any valid currency is permitted.

### Continuation pages

Please use a 'Subscribers' continuation page if necessary.

IN01

Application to register a company

**Part 5**

**Statement of compliance**

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers).
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent).

**H1**

**Statement of compliance delivered by the subscribers<sup>①</sup>**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

**① Statement of compliance delivered by the subscribers**  
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

IN01

Application to register a company

Subscriber's signature	Signature X	X	<b>Continuation pages</b> Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

<b>H2</b>	<b>Statement of compliance delivered by an agent</b>	
	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.	
Agent's name	Burness Paull LLP	
Building name/number	120	
Street	Bothwell Street	
Post town	Glasgow	
County/Region	Lanarkshire	
Postcode	G 2 7 J L	
Country	United Kingdom	
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.	
Agent's signature	Signature X 	X

IN01

Application to register a company



**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Calum Raine
Company name	Burness Paull LLP
Address	120 Bothwell Street
Post town	Glasgow
County/Region	Lanarkshire
Postcode	G 2 7 J L
Country	United Kingdom
DX	GW154
Telephone	0141 273 6759



**Certificate**

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A6).
- ☐ At the agents address (Given in Section H2).



**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.



**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



**How to pay**

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)



**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

**Section 243 exemption**

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:  
The Registrar of Companies, PO Box 4082,  
Cardiff, CF14 3WE.



**Further information**

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**THE COMPANIES ACT 2006**

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

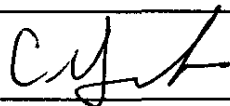
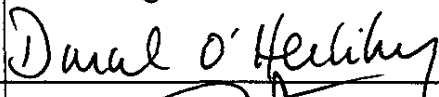
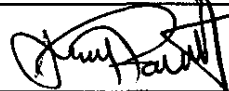
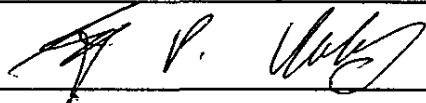
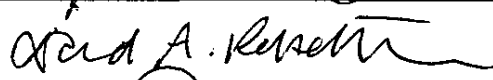
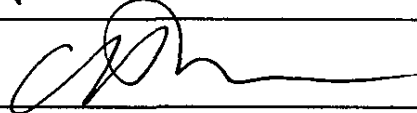
**MEMORANDUM of ASSOCIATION  
of  
FACT FOUR**

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE**  
**CAPITAL**

**MEMORANDUM of ASSOCIATION**

**of**  
**FACT FOUR**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of subscriber	Signature of subscriber
Carrick Charles Henderson McDonald	
Donal O'Herlihy	
Stuart Leslie Patrick	
Stephen Paul Phillips	
David Alexander Robertson	
Oliver Campbell Watt Thomson	

Dated 23 January ~~2013~~ 2014

**THE COMPANIES ACT 2006**

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

**ARTICLES of ASSOCIATION  
of  
FACT FOUR**



**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE**  
**CAPITAL**

**ARTICLES of ASSOCIATION**  
**of**  
**FACT FOUR**

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<b>GENERAL</b>	constitution of the company, defined terms, objects, powers, restrictions on use of assets, limit on liability, general structure	articles 1-10
<b>MEMBERS</b>	qualifications, application, subscription, register, withdrawal, expulsion, termination/transfer	articles 11-23
<b>GENERAL MEETINGS (meetings of members)</b>	general, notice, special/ordinary resolutions, procedure	articles 24-50
<b>DIRECTORS</b>	categories, maximum number, appointment, termination of office, register, office-bearers, powers, personal interests	articles 51-71
<b>DIRECTORS' MEETINGS</b>	procedure, conduct of directors	articles 72-82
<b>ADMINISTRATION</b>	sub-committees, secretary, minutes, accounting records and annual accounts, notices	articles 83-93
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## **Constitution of company**

- 1 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this company.

## **Defined terms**

- 2 In these articles of association, unless the context requires otherwise:-
  - (a) "Act" means the Companies Act 2006;
  - (b) "charity" means 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;
  - (c) "charitable purpose" means 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 the Taxes Acts;
  - (d) "electronic form" has the meaning given in section 1168 of the Act;
  - (e) "OSCR" means the Office of the Scottish Charity Regulator;
  - (f) "property" means any property, heritable or moveable, real or personal, wherever situated; and
  - (g) "subsidiary" has the meaning given in section 1159 of the Act.
- 3 Any reference to a provision of any legislation (including any statutory instrument) shall include any statutory modification or re-enactment of that provision in force from time to time.

## **Objects**

- 4 The company's objects are:
  - (a) To promote for the public benefit the preservation (whether wholly or in part) of buildings and other structures or features of historic and/or architectural significance and in particular, but without limitation, Lion Chambers, Glasgow and its adjoining buildings;
  - (b) To advance education, and in particular with regard to the qualities of buildings of architectural merit and those involved in the design of those buildings;
  - (c) To promote, establish, operate and/or support other projects and initiatives which further a similar charitable purpose or purposes for public benefit.

- 5 The company's objects are restricted to those set out in article 4 (but subject to article 6).
- 6 The company may (subject to first obtaining the consent of OSCR) add to, remove or alter the statement of the company's objects in article 4; on any occasion when it does so, it must give notice to the registrar of companies and the amendment will not be effective until that notice is registered on the register of companies.

### **Powers**

- 7 In pursuance of the objects listed in article 4 (but not otherwise), the company shall have the following powers:-
- (a) To carry out the restoration, repair, conservation and (where appropriate) conversion of buildings and other structures or features of historic and/or architectural significance.
  - (b) To prepare, organise, participate in, present and/or conduct exhibitions, conferences, seminars and workshops, and educational and training events, courses and programmes of all kinds.
  - (c) To promote, operate, co-ordinate, monitor and/or support (whether financially or otherwise) other projects and initiatives which further any of the aims of the company.
  - (d) To design, prepare, publish and/or distribute information packs, leaflets, reports, books, newsletters, magazines, posters and other publications, audio and visual recordings, multimedia products and display materials, and to create and maintain a website or websites.
  - (e) To liaise and collaborate with international, European, UK, Scottish and local government authorities and other statutory and voluntary agencies and organisations, all with a view to maximising the effectiveness of the company in pursuing its objects.
  - (f) To carry out or commission research within all such fields as are relevant to the company's objects and to disseminate the results of such research.
  - (g) To carry on any other activities which further any of the above objects.
  - (h) 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.
  - (i) 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.
  - (j) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.

- (k) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- (l) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- (m) To lend money and give credit (with or without security) and to grant guarantees and issue indemnities.
- (n) 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.
- (o) 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.
- (p) To engage such consultants and advisers as are considered appropriate from time to time.
- (q) To effect insurance of all kinds (which may include officers' liability insurance).
- (r) 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).
- (s) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the company's objects.
- (t) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- (u) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (v) To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- (w) 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.
- (x) To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

#### **Restrictions on use of the company's assets**

- 8 (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 4).
- (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.

- (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
- (d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

### **Liability of members**

- 9 Each member undertakes that if the company is wound up while he/she is a member (or within one year after he/she ceases to be a member), he/she will contribute - up to a maximum of £1 - to the assets of the company, to be applied towards:
- (a) payment of the company's debts and liabilities contracted before he/she ceases to be a member;
  - (b) payment of the costs, charges and expenses of winding up; and
  - (c) adjustment of the rights of the contributories among themselves.

### **General structure**

- 10 The structure of the company consists of:-
- (a) the MEMBERS - who have the right to attend the annual general meeting (and any other general meeting) and have important powers under the articles of association and the Act; in particular, the members 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**

- 11 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 12 to 17.
- 12 Subject to article 13, membership shall be open only to any individual who is a director of Four Acres Charitable Trust (incorporated under the Companies Acts with registered number SC85096; a Scottish charity, having Scottish charity number SC004689)("FACT").
- 13 If FACT goes into liquidation or is struck off the register of companies, membership shall, from that time on, be open to any individual who is nominated for membership by two directors of the company (but subject to article 17) and articles 12 and 15 shall cease to apply.

- 14 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.
- 15 An individual shall automatically cease to be a member of the company if he/she ceases to be a director of FACT.

#### **Application for membership**

- 16 Any person eligible for membership under these articles who wishes to become a member must sign, and lodge with the company, a written application for membership; subject to article 17, he/she shall automatically constitute a member of the company on receipt by the company of his/her signed application for membership.
- 17 If FACT goes into liquidation or is struck off the register of companies such that article 12 ceases to apply, the directors shall be entitled, at their discretion, to decline to admit any individual to membership; and
- (a) each application for membership under article 16 shall be considered at a meeting of the directors held as soon as reasonably applicable after receipt of the application;
  - (b) the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application.

#### **Membership subscription**

- 18 No membership subscription shall be payable.

#### **Register of members**

- 19 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.

#### **Cessation of membership**

- 20 Any individual 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.
- 21 An individual shall automatically cease to be a member if he/she ceases (for whatever reason) to be a director of the company.

#### **Termination/transfer**

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

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

- 24 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.
- 25 Not more than 15 months shall elapse between one annual general meeting and the next.
- 26 The business of each annual general meeting shall include:-
  - (a) a report by the chair on the activities of the company;
  - (b) consideration of the annual accounts of the company.
- 27 Subject to articles 24 and 25, the directors may convene a general meeting at any time.
- 28 The directors must convene a general meeting if there is a valid requisition by members (under section 303 of the Act) or a requisition by a resigning auditor (under section 518 of the Act).

### **Notice of general meetings**

- 29 At least 14 clear days' notice must be given of a general meeting.
- 30 The reference to "clear days" in article 29 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.
- 31 A notice calling a meeting shall specify the time and place of the meeting; it shall
  - (a) indicate the general nature of the business to be dealt with at the meeting; and
  - (b) if a special resolution (see article 34) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
- 32 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 33 Notice of every general meeting shall be given
  - (a) in hard copy form in writing; or
  - (b) (where the individual to whom notice is given has notified the company of an address to be used for the purpose of electronic communication) in electronic form; or
  - (c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Act) by means of a website.

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

- 34 For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at a general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 29 to 33; 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 total number of votes cast in relation to the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
- 35 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution.
- (a) to alter its name; or
  - (b) to alter any provision of these articles or adopt new articles of association.
- 36 For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a general meeting, providing proper notice of the meeting has been given in accordance with articles 29 to 33.

### **Procedure at general meetings**

- 37 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall (subject to article 38) be two thirds (to the nearest round number) of the total membership at the time, present in person or represented by proxy.
- 38 A quorum shall not be deemed to be present at any general meeting unless there are at least four members present or represented by proxy at the meeting.
- 39 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.
- 40 The Chairman shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the Chairman 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.
- 41 The chairperson of a general meeting may, with the consent of a majority of the members present or represented by proxy at the meeting (and must, if a majority of the members present or represented by proxy at the meeting request him/her to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.



### **Votes of members**

- 42 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.
- 43 Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting):
- (a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the directors require), signed by him/her; or
  - (b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the directors require)
- providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).
- 44 An instrument of proxy which does not conform with the provisions of article 43, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 45 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 46 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the company.
- 47 A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by electronic means, was received by the company at the address notified by the company to the members for the purpose of electronic communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.
- 48 If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall not be entitled to a casting vote.
- 49 A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present in person at the meeting and entitled to vote (whether as members or proxies for members)); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 50 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

### **Categories of director**

51 For the purposes of these articles:

“Member Director” means a director holding office under articles 53 to 55;

“Co-opted Director” means a director appointed or re-appointed under articles 56 to 59.

### **Number of directors**

52 The maximum number of directors shall be 12, of whom a maximum of 10 may be Member Directors and a maximum of 2 may be Co-opted Directors.

### **Appointment: Member Directors**

53 Each individual admitted to membership shall automatically constitute a director (a “Member Director”) with effect from the time at which he/she becomes a member of the company.

54 An individual holding office by virtue of article 53 who ceases (for whatever reason) to be a member of the company shall automatically cease to be a director with effect from the time at which he/she ceases to be a member of the company.

55 The Member Directors shall not be subject to retirement by rotation.

### **Appointment, vacating of office, re-appointment: Co-opted Directors**

56 Subject to article 52, the directors may at any time appoint any individual (other than an employee of the company) to be a director (a “Co-opted Director”) providing he/she is willing so to act, on the basis that either

(a) he/she has special skills or experience which would be of assistance to the board; or

(b) he/she is connected with a body with which the company has a close relationship in carrying out its work.

57 The directors shall exercise their powers under article 56 in such a way as to ensure that, so far as possible, at any given time one of the Co-opted Directors is an individual drawn from the current or former Members of Council or senior management team of The Iona Community (incorporated under the Companies Acts with registered number SC096243; a Scottish charity, having Scottish charity number SC003794).

58 At the conclusion of each annual general meeting, both of the Co-opted Directors shall vacate office.

59 Immediately following each annual general meeting, the directors may (subject to article 52) re-appoint any person who, as a Co-opted Director, vacated office under the preceding article at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

### **Termination of office**

60 A director shall automatically vacate office if:-

- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director;
- (b) he/she becomes debarred under any statutory provision from being a charity trustee;
- (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
- (d) he/she becomes an employee of the company;
- (f) he/she resigns office by notice to the company;
- (g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office; or
- (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 168 of the Act.

### **Register of directors**

61 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**

62 Subject to article 63, the directors who hold office from time to time as Chairman and Treasurer respectively of FACT shall also automatically hold those offices in respect of the company (and such that if any director ceases to hold office as Chairman or Treasurer of FACT, he/she shall automatically cease to hold that office in respect of the company with immediate effect).

63 If FACT goes into liquidation or is struck off the register of companies, the directors shall appoint Member Directors to hold the offices of Chairman and Treasurer; the following provisions shall apply:

- (a) The appointments under this article shall be made at meetings of directors;
- (b) Each office shall be held (subject to paragraph (c)) until the conclusion of the annual general meeting which next follows appointment, but on the basis that a director whose period of office expires under this paragraph (b) may be re-appointed to that office (providing he/she is willing to act);
- (c) The appointment of any director to an office under this article shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company;

- (d) If the appointment of a director to any office under this article terminates, the directors shall appoint another director to hold the office in his/her place.

### **Powers of directors**

- 64 Subject to the provisions of the Act 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.
- 65 A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

### **Personal interests**

- 66 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 78) from voting on the question of whether or not the company should enter into that arrangement.
- 67 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 (other than FACT or a wholly-owned subsidiary of FACT) of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.
- 68 Provided
- (a) he/she has declared his/her interest;
  - (b) he/she has not voted on the question of whether or not the company should enter into the relevant arrangement; and
  - (c) the requirements of article 70 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 79) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
- 69 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.
- 70 Where a director provides services to the company or might benefit from any remuneration paid to a connected party for such services, then
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;

- (b) the directors must be satisfied that it would be in the interests of the company to enter into the arrangement (taking account of that maximum amount); and
  - (c) less than half of the directors must be receiving remuneration from the company (or benefit from remuneration of that nature).
- 71 The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

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

- 72 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 73 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.
- 74 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 four.
- 75 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.
- 76 Unless he/she is unwilling to do so, the Chairman shall preside as chairperson at every directors' meeting at which he/she is present; if the Chairman 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.
- 77 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.
- 78 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.
- 79 For the purposes of article 78,
- (a) an interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), shall be treated as a personal interest of the director;
  - (b) a director shall not be taken to have a personal interest or duty in respect of any matter solely on the grounds that he/she is a director or employee of FACT (or a wholly-owned subsidiary of FACT) and

FACT (or that wholly-owned subsidiary) has an interest in respect of that matter.

- 80 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.
- 81 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 78 to 80.

### **Conduct of directors**

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

### **Delegation to committees and office-bearers**

- 83 The directors may delegate any of their powers to any committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the Chairman (or the holder of any other office) such of their powers as they may consider appropriate.
- 84 Any delegation of powers under article 78 may be made subject to such conditions as the directors may impose and may be revoked or altered.
- 85 The rules of procedure for any committee shall be as prescribed by the directors.

### **Secretary**

- 86 The directors shall (notwithstanding the provisions of the Act) appoint a company secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the company secretary, and the conditions of

appointment shall be as determined by the directors; the company secretary may be removed by them at any time.

### **Minutes**

- 87 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**

- 88 The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 89 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.
- 90 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**

- 91 Any notice which requires to be given to a member under these articles shall be given either in writing or by electronic means; such a notice may be given personally to the member *or* be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company *or* (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by electronic means.
- 92 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.
- 93 Any notice sent by electronic means shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

### **Winding-up**

- 94 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall be transferred to such charity or charities (whether incorporated or unincorporated) as may 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 or acquire jurisdiction), to be used solely for a charitable purpose or charitable purposes.

- 95 To the extent that effect cannot be given to article 94, the relevant property shall be applied to some charitable purpose or purposes.

### **Indemnity**

- 96 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 232, 234, 235, 532 and 533 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality (but only to the extent permitted by those sections of the 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.
- 97 The company shall be entitled (subject to section 68A of the Charities and Trustee Investment (Scotland) Act 2005) to purchase and maintain for any director insurance against any loss or liability which any director or other officer of the company may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may (subject to section 68A of the Charities and Trustee Investment (Scotland) Act 2005) extend to liabilities of the nature referred to in section 232(2) of the Act (negligence etc. of a director).