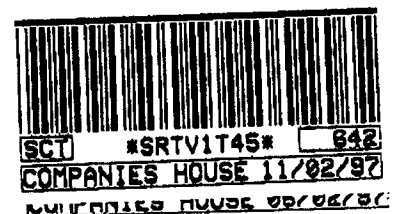


172371

MEMORANDUM OF ASSOCIATION

of

"X" SITE CHARITABLE TRUST



THE COMPANIES ACT 1985

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

MEMORANDUM OF ASSOCIATION

OF

"X" SITE CHARITABLE TRUST

1. The name of the Company (hereinafter called "the Company") is "'X" SITE CHARITABLE TRUST'.
2. The registered office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-
 - (1) to advance the education of the general public, and in particular the inhabitants of Scotland, by promoting awareness and understanding of science and technology through the establishment and operation of a permanent exhibition and education centre;
 - (2) to advance the education of the general public through the promotion of the principles of science and technology, their application and their potential for the creation of improved conditions of life world-wide.

(3) In furtherance of the said objects but not further or otherwise the Company shall have the following powers:-

- (a) to establish, finance and manage in the United Kingdom any body, association or organisation (whether incorporated or unincorporated) including a subsidiary company to carry out the objects herein set out;
- (b) to establish, promote or encourage the formation of or to affiliate, support or co-operate and exchange information with any other association, trust, society, firm or body (incorporated or unincorporated), and to liaise, communicate, co-operate or co-ordinate with any public body, local or governmental authority, professional body, company, committee or other organisation in all or in any parts of the world in furtherance of any of the objects of the Company;
- (c) generally to aid and to receive aid from any association, trust, society, firm or body (incorporated or unincorporated) as aforesaid in furtherance of the object of the Company;
- (d)/...

- (d) to purchase, take on feu or lease, hire or otherwise acquire in its own name or otherwise, and also (subject to such consents (if any) as may for the time being be imposed or required by law) sell, grant securities over, lease, grant licences, servitudes and other rights or privileges over, exchange or otherwise deal with or dispose of any heritable or moveable or real or personal property (including any estate or interest therein) for the purposes of the Company;
- (e) to build, construct, endow, furnish, equip, execute, carry out, improve, work, alter, administer, maintain, manage, insure or control in whole or in part buildings, premises and sites and to contribute to or assist in any of the aforesaid activities with a view to the promotion or carrying out of the objects of the Company;
- (f) to take any gift or bequest of property whether subject to any trust or not and whether or not any of the same shall be subject to any liability, and (subject to such consents (if any) as may for the time being be imposed or required by law) to sell, lease, call in, convert into money, dispose of or otherwise deal with all or any part of the same in such manner as shall further the objects of the Company;
- (g)/...

- (g) generally to obtain, collect and receive money and raise funds and to invite and receive contributions from any persons or organisations (whether incorporated or unincorporated and including Government departments, Public Corporations and Local Authorities) by way of subscription, donation (including deeds of covenant) and otherwise;
- (h) to borrow and raise money upon banking account or otherwise and to secure or discharge any debt or obligation of or binding upon the Company by the issue of or upon such securities, bonds, debentures, bills of exchange, promissory notes or such other obligations as the Company may think fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- (i) to invest the moneys of the Company not immediately required for its purposes in or upon any investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also to Clause (3);
- (j)/...

- (j) to subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of and deal with any shares or other securities, and any options or rights in respect thereof or interest therein;
- (k) either with or without security provided by the recipient, to give financial assistance by way of loans, donations or subscription or otherwise to any individual, company, association or other body (whether incorporated or unincorporated) for the purpose of furthering the objects of the Company;
- (l) to lend money to and guarantee or provide security (whether by way of cautionary obligation, bond or security upon all or any part of the undertaking, property and assets (present and future) of the Company) for any borrowing by or the performance of the contracts or obligations of any association, trust, society, firm or body (incorporated or unincorporated) and for the purpose aforesaid to give indemnities;
- (m) to borrow money on such terms as the Directors shall think fit and to give security for the payment thereof or for the performance of any other/...

other obligations or liabilities of the Company, and to guarantee and/or give security for the payment of money by or the performance of obligations of all kinds by any person or company and in security of such guarantees to assign, dispoise, convey, mortgage, pledge or charge the whole or any part of the undertaking, property, assets or revenue of the Company;

- (n) to establish, undertake and execute any trusts which may lawfully be undertaken by the Company and are directly ancillary to its objects;
- (o) to draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities and to operate bank accounts;
- (p) to investigate the needs of, and to assist, finance and secure existing and new provisions for services and facilities for social, artistic, educational and related pursuits for the benefit of the general public, and in particular the inhabitants of Scotland;
- (q) to own, manage, preserve, protect, restore, improve, enhance and maintain buildings and objects of architectural, historical, educational, industrial,...

industrial scientific and technological or other interest with a view to securing public access to such buildings and the display in museums and other premises for the benefit of the public of such objects for the purposes of research, study, recreation or other leisure time occupation;

- (r) to collect, preserve, restore and publish books, manuscripts, journals, periodicals, reports, electronic media and recordings, etc. for the benefit, education and enjoyment of the public and for these purposes to establish, maintain and develop libraries or other premises for the storage, display and lending to the public of such books, manuscripts, journals, periodicals, reports, electronic media and recordings etc.;
- (s) to compile, print, publish or otherwise disseminate or procure the compilation, printing, publication or other dissemination gratuitously or otherwise of any reports, journals, periodicals, books, newspapers, pamphlets, leaflets or other forms of literature or documents or electronic media and to broadcast, televise or to make and issue or otherwise show films and video tapes or to procure the broadcasting, televising or the making, issuing and showing of films and video tapes in furtherance of the objects of the Company;
- (t)/...

- (t) to employ, hire or otherwise obtain and to pay reasonable and proper remuneration to staff, professional advisers and consultants (whether or not they are also members or Directors) as are considered necessary for any of the objects of the Company;
- (u) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- (v) to pay out of the funds of the Company the cost of any premium in respect of any insurance or indemnity to cover the liability of the Directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Company; Provided that any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or wilful neglect or default on the part of the Directors (or any of them);
- (w) to do all such lawful things as shall be necessary to further any of the above objects;
- (x) to do anything which is or may be incidental or conducive to the attainment of any of the above objects.

3. PROVIDED that:-

- (i) in case the Company shall take or hold any property which may be subject to a trust, the Company shall only deal with or invest the same in such manner as is allowed by law, having regard to such trust;
- (ii) the Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

4. The income and property of the Company, however derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion of this shall be paid or transferred directly or indirectly by way of dividend, bonus or other distribution by way of profit to the members of the Company provided that nothing herein shall prevent the payment in good faith by the Company of:-

- (a) reasonable and proper remuneration to an officer or servant of or consultant to the Company for services rendered to it;
- (b)/...

- (b) interest on money lent by a member of the Company at a reasonable and proper rate per annum not exceeding the base rate of a UK clearing bank to be selected by the Directors;
 - (c) reasonable and proper rent for premises let to the Company by any of its members;
 - (d) reasonable and proper out-of-pocket expenses to any Director of the Company;
 - (e) reasonable and proper payment for goods supplied to the Company by any of its members; and
 - (f) reasonable and proper premiums in respect of any insurance or indemnity to cover the liabilities of the Directors (or any of them) effected in accordance with the power contained in Clause 3(2)(v);
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceased to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding £1.

7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions (whether corporate or not) having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions (whether incorporated or unincorporated) to be determined by the members of the Company with the approval in writing of the Lord Advocate of Scotland at or before the time of dissolution or in default thereof by such court of law as may have or acquire jurisdiction in the matter and in so far as effect cannot be given to such provision then to some other charitable object or objects.

We,/...

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

Names, addresses and descriptions of Subscribers

Robert Miller

ROBERT MILLER

SOLICITOR

120 BOTHWELL

STREET, GLASGOW

G2 7JP

Dated: 5/2/97

Witness to the above

Signature: 

Signed: JOHN McMILLAN

SOLICITOR

120 BOTHWELL STREET

GLASGOW G2 7JP

Dated:

Witness to the above:

Signature:

Signed:

172371

ARTICLES OF ASSOCIATION

of

"X" SITE CHARITABLE TRUST

Scottish Enterprise
120 Bothwell Street
GLASGOW G2 7JP

INDEX

PRELIMINARY

1. No statutory regulations apply.

INTERPRETATION

2. Definitions etc.

MEMBERS

3. First members
4. Admission
5. Register of members.

GENERAL MEETINGS

6. Frequency of AGM.
7. Time and place of AGM.
8. EGM.
9. Convening of EGM.

NOTICE OF GENERAL MEETINGS

10. Length and contents of notice.
11. Short notice.
12. /...

12. Effect of omission.

PROCEEDINGS AT GENERAL MEETINGS

13. Nature of special business.
14. Quorum.
15. Adjournment of inquorate meeting.
16. Chairman.
17. Appointment of chairman.
18. Adjournment of quorate meeting.
19. Voting procedure.
20. Conduct and timing of poll.

WRITTEN MEMBERS' RESOLUTIONS

21. Competency and form.

VOTES OF MEMBERS

22. Weight of Votes.
23. Chairman's casting vote.
24. Who may vote.
25. Objections to votes.
26. Curator bonis etc.
27. /...

- 27. Form of proxy.
- 28. Deposit of proxy.
- 29. Effect of proxy.
- 30. Proxy may vote on a poll.
- 31. Validity of proxy.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 32. Authority to represent.

THE OFFICE OF CHIEF EXECUTIVE OF THE COMPANY

- 33. Power to appoint.

DIRECTORS

- 34. Appointment.
- 35. Remuneration and expenses.
- 36. Alternates prohibited.

BORROWING POWERS

- 37. Power of directors.

POWERS AND DUTIES OF DIRECTORS

- 38. Delegation to directors.
- 39. /...

- 39. Appointment of advisory panel and attorneys.
- 40. Signature of cheques etc.
- 41. Minutes.

DISQUALIFICATION OF DIRECTORS

- 42. Vacation of office.

ROTATION OF DIRECTORS

- 43. Rotation.
- 44. Who retires.
- 45. Ineligibility for re-appointment.
- 46. Filling of vacancy.
- 47. Notice of proposed director.
- 48. Removal of directors.
- 49. Filling of vacancies.

PROCEEDINGS OF DIRECTORS

- 50. Frequency, voting and convening.
- 51. Quorum.
- 52. Vacancies.
- 53. Chairman.
- 54. Sub-delegation.

- 55. Proceedings of sub-committees.
- 56. Defects in appointment.
- 57. Written directors' resolutions.
- 58. Directors' interests.

SECRETARY

- 59. Appointment etc.
- 60. Validity of acts.

SEAL

- 61. Use of seal.

ACCOUNTS

- 62. Duty to keep.
- 63. Location and inspection by directors.
- 64. Preparation of annual accounts.
- 65. Auditors.

NOTICES

- 66. Method of giving.
- 67. Who receives general meeting notices.

INDEMNITY

68. Directors and officers.

WINDING-UP

69. Repetition of memorandum clause.

THE COMPANIES ACT 1985

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

ARTICLES OF ASSOCIATION

OF

"X" SITE CHARITABLE TRUST

PRELIMINARY

1. No regulations set out in any statute, or in any statutory instrument or other subordinate legislation made under any statute, concerning companies shall apply as the regulations or articles of association of the Company.

INTERPRETATION

2. In these Articles:-

"the Act" means the Companies Act 1985;

"the Acts" mean the Act and every other Act for the time being in force concerning companies and affecting the Company;

"the Articles" mean the Articles of Association of the Company from time to time in force and reference to an "Article" shall be construed accordingly;

"the/...

"the Auditors" means the Auditors for the time being of the Company;

"the Company" means the above named Company;

"Director" means a member of the Board of Directors of the Company or a director as referred to in the Act;

"the Directors" means the Board of Directors of the Company;

"the Memorandum" means the Memorandum of Association of the Company from time to time in force;

"month " means a calendar month;

"the Office" means the registered office of the Company;

"of unsound mind" means suffering from mental disorder and either

- (A) admitted to hospital in pursuance of an application for admission under the Mental Health (Scotland) Act 1984 or, in England and Wales, an application for admission for treatment under the Mental Health Act 1983, or
- (B) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for detention or for the appointment of a curator bonis, receiver or other person to exercise powers with respect to property affairs;

"the Seal" means the Common Seal of the Company;

"the Secretary" means, without prejudice to Section 283 of the Companies Act 1985, any person appointed to perform the duties of the secretary of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a legible and non-transitory form.

Unless the context otherwise requires, words importing the singular number only shall include the plural number and vice versa.

Unless/...

Unless the context otherwise requires, words importing the masculine gender shall include the feminine gender.

Words importing persons shall include corporations, firms and any entities having separate legal personae.

The index to and headings in these Articles are for convenience only and shall not affect the interpretation hereof.

References to any statute or statutory provision shall include any statute or statutory provision which amends, extends, consolidates or replaces the same or which has been amended, extended, consolidated or replaced by the same and shall include any order, regulation, instrument or other subordinate legislation made under the relevant statute or statutory instrument.

Subject as aforesaid, any words or expressions defined in the Acts shall (if not inconsistent with the subject or context) bear the same meanings in these Articles.

MEMBERS

3. The subscribers to the Memorandum and the Articles shall be the first members of the Company.
4. A person may be invited by the members to become a member or an application for membership may be made in writing and the members shall have the right in their absolute discretion to accept or reject such application without being bound to give any reason for their decision except that the members shall not be entitled to discriminate in any way between applicants by reason of race, colour, creed or sex.
5. The provisions of Section 352 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

GENERAL MEETINGS

6./...

6. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.
7. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
8. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
9. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened also on requisition in accordance with the Acts. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

10. Subject to the following Article, an Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting,
11. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in the preceding Article, be deemed to have been duly called if it is so agreed:-
 - (a) in the case of a meeting called as the Annual General Meeting, by all the members /...

members entitled to attend and vote thereat; or

- (b) in the case of any other meeting, by such majority in number of the members having a right to attend and vote at the meeting as may be prescribed by the Act.
12. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special which is transacted at an Extraordinary General Meeting, and also which is transacted at an Annual General Meeting, with the exception of the consideration of the Accounts, Balance Sheets, and the Report of the Directors and Auditors, the election of Directors and other officers in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors or determining the manner in which such remuneration is to be fixed and any recommendations or remits from the Directors.
14. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided two members present in person shall be a quorum. In relation to an Extraordinary General Meeting called, held and conducted only to increase the number of Directors up to the minimum fixed by or pursuant to these Articles as the necessary quorum of Directors (and for no other business) the quorum shall be those present in person or by proxy.
15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine; and the quorum for the any meeting so adjourned shall continue to be as provided in Article 14.
16. The Chairman, if any, of the Directors, shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman or if he shall not be present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present shall elect one of their number/...

number to be Chairman of the meeting.

17. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to be Chairman of the meeting.
18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:-
 - (a) by the Chairman; or
 - (b) by at least one member present in person or by proxy; or

Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of Proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. If any amendment proposed to any resolution under consideration is in error ruled out of order by the Chairman, the error shall not vitiate the resolution unless it is pointed out at the same meeting, or at any adjournment, and it is, in the opinion of the Chairman, of sufficient magnitude to vitiate the resolution. The decision of the Chairman on such matters shall be final and conclusive.

20. The demand for a poll may be withdrawn. Except as provided in this Article, if a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be /...

be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

WRITTEN MEMBERS' RESOLUTIONS

21. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form each signed by one or more members.

VOTES OF MEMBERS

22. Subject as hereinafter provided:-
 - (a) on a show of hands, every member present in person shall have one vote;
 - (b) on a poll, every member present in person or by proxy shall have one vote.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
24. No person shall be entitled to vote other than a member duly registered who shall have paid every sum (if any) which shall be due and payable by him to the Company.
25. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed shall be valid and counted. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
26. A curator bonis, receiver or other person exercising powers with respect to his property or affairs appointed in respect of a member of unsound mind may vote in place of that member whether on a show of hands or on a poll, and on a poll such /...

such vote may be by proxy.

27. The instrument appointing a proxy shall be in writing, shall be in such form as the Directors may from time to time specify and shall be signed by the appointer or notarially executed on his behalf or signed by a person duly authorised by power of attorney to sign on his behalf. A proxy need not be a member of the Company.
28. The instrument appointing a proxy and the power of attorney, if any, under which it is signed or an official extract or a notarially certified copy of that power shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
29. Deposit of an instrument of proxy shall not preclude a member from attending and voting in person at a meeting or any adjournment thereof.
30. The instrument appointing a proxy shall (unless the contrary is stated thereon) be deemed to confer authority to demand or join in demanding a poll and to be valid as well for any adjournment of the meeting to which it relates.
31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

32. Any corporation (within the meaning of Section 740 of the Act) which is a member of the Company may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company. A corporation /...

corporation so represented is deemed present in person at such a meeting.

THE OFFICE OF CHIEF EXECUTIVE

33. The Directors may from time to time appoint a Chief Executive (who may be a Director) of the Company for such period and on such terms as it thinks fit. The Chief Executive shall be an individual and (whether or not he is also a Director) shall not have any outside commercial interest which might conflict with the interest of the Company. The Directors may pay the Chief Executive such reasonable remuneration as they shall think fit and make such reasonable provision for and grant such pension to the Chief Executive after his retirement as they shall also think fit. The Directors shall also have power to provide for the powers, rights and duties of the Chief Executive and these may include the supervision of the administrative activities of the Company, the recruitment of staff, and the supervision of any premises and the contents thereof acquired for the Company. The Chief Executive (save as provided below) shall be entitled to receive notice of and to attend and speak but not, merely by virtue of being Chief Executive, to vote at General Meetings and at meetings of the Directors and of committees and sub-committees of the Directors. He shall not by virtue only of having been admitted to the office of Chief Executive be a member or Director of the Company.

DIRECTORS

34. The Directors of the Company shall comprise:-
- (a) each member shall be entitled to appoint a Director by notice in writing signed by an authorised officer and shall be entitled by like notice to remove any Director so appointed at any time and appoint any other person to be a Director in place of the Director so removed or in place of a Director vacating office in any way and originally appointed it; and
 - (b) such other persons as may, from time to time, be co-opted as Directors by the Directors but so that the co-option of any such person shall require the approval of the Company at the next succeeding General Meeting of the Company and any Director so appointed shall not be taken into account in determining the Directors (if any) who are to retire by rotation at such Meeting./...

Meeting.

35. No Director (other than the Chief Executive) shall be entitled to remuneration but the Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or in connection with the business of the Company.
36. Directors may not appoint alternate Directors.

BORROWING POWERS

37. The Directors may exercise all the powers of the Company to borrow money, and to grant securities over its undertakings and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF DIRECTORS

38. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Acts or by the Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Acts or these Articles, and to any directions given by Special Resolution of the Company. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.
39. (a) The Directors shall have power to create, should the Directors so desire, an Advisory Council or Councils or Committee or Committees to act along with them and/or advise them on any or all of the objects of the Company provided always that the creation, constitution, membership and continuance of any such Advisory Council or Committee or the individual membership thereof shall be entirely at the discretion of the Directors.

(b) /...

- (b) The Directors may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such two or more persons as the Directors shall from time to time by resolution determine.
- 41. The Directors shall cause minutes to be made in books provided for the purposes:-
 - (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee or sub-committee of the Directors; and
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Directors, and of committees and sub-committees of the Directors.

DISQUALIFICATION OF DIRECTORS

- 42. The office of Director shall be vacated if the Director:-
 - (a) unless he is the Chief Executive of the Company, without the consent of the Company in General Meeting holds any office of profit under the Company; or
 - (b) becomes bankrupt or his estate is sequestrated, or he grants a trust deed for his /...

his creditors, or a composition contract; or

- (c) ceases to be a Director by virtue of any provision of the Acts or becomes prohibited by law from being a Director; or
- (d) becomes incapacitated by virtue of being of unsound mind or unable or unfit otherwise to discharge his functions as Director; or
- (e) is convicted of any crime (other than minor traffic offences); or
- (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by Section 317 of the Act; or
- (g) resigns his office by notice in writing to the Company; or
- (h) is removed in accordance with any provision of the Articles;
- (i) if the Chief Executive of the Company, ceases to be so; or
- (j) is absent for more than four consecutive months without permission of the Directors from meetings of Directors or of committees or sub-committees of Directors held during that period and the Directors (other than the Director to whom the resolution relates) unanimously resolve that his office should be vacated; or
- (k) remains a Director at the conclusion of the Annual General Meeting commencing next after he attains the age of 75.

ROTATION OF DIRECTORS

- 43. At the first Annual General Meeting of the Company on or after 1st January 2000 and at the Annual General Meeting in every subsequent year one-third of the Directors for the time being (other than any Chief Executive of the Company) or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
- 44. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day those to retire shall (unless they otherwise agree among themselves) /...

themselves) be determined by lot.

45. A retiring Director shall not be eligible to be appointed again as a Director until the second Annual General Meeting after that at which he retires from office, except where the following Article applies or to fill a casual vacancy.
46. The Company at the meeting at which a Director retires in manner aforesaid shall consider whether to fill the vacated office and may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be eligible to be re-elected.
47. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any General Meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
48. The Company may, by ordinary resolution of which special notice has been given in accordance with Section 379 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.
49. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article. Without prejudice to the powers of the Directors under Article 34(b), the Company in general meeting may appoint any person to be a Director, either to fill a casual vacancy or as an additional Director but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. The person appointed to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected as a Director.

PROCEEDINGS OF DIRECTORS

50. /...

50. The Directors shall meet, adjourn and regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes and, in the case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
51. Save as herein otherwise provided the quorum necessary for the transaction of the business of the Directors shall be two.
52. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.
53. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
54. The Directors may delegate any of their powers to any committee or sub-committee consisting of one or more Directors. They may also delegate to any Chief Executive such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. All acts and proceedings of each such committee or sub-committee should be reported back to the Directors as soon as possible.
55. The meetings and proceedings of any such committee or sub-committee of the Directors shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Directors so far as the same are applicable and are not superseded by any regulations made by the Directors.
56. All acts bona fide done by any meeting of the Directors, or of a committee or sub-committee of the Directors, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors, or that they or any of them were disqualified, be as valid as if every such person had/...

had been duly appointed and was qualified to be a Director.

57. A resolution in writing, signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
58. Provided that he has disclosed the nature and extent of any material interest or duty of his as a Director, notwithstanding his office:-
- (a) may vote at a meeting of Directors or of a committee or sub-committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company; and
 - (b) whether voting or not, shall be counted in ascertaining whether a quorum is present at any such meeting at which such a matter is under consideration.

SECRETARY

59. Subject to the provisions of the Acts, the Secretary shall be appointed by the Directors for such time, at such reasonable and proper remuneration and upon such conditions consistent with Clause 4 of the Memorandum as they may think fit, and any Secretary so appointed may be removed by them. The Directors may from time to time by resolution appoint an assistant or deputy Secretary, and the provisions of Section 283 of the Act shall apply.
60. A provision of the Acts or the Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

THE SEAL

61. The Directors shall provide for the safe custody of the Seal, which shall be used only by the authority of the Directors or of a committee or sub-committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed /...

appointed by the Directors for the purpose.

ACCOUNTS

62. The Directors shall cause proper accounting records to be kept in accordance with the Acts.
63. The accounting records shall be kept at the Office or, subject to the provision of the Acts, at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.
64. A proper income and expenditure account shall be made up in respect of each financial year of the Company in accordance with the Acts together with a proper balance sheet made up as at the date to which the said accounts is made up. The said account and the said balance sheet shall be accompanied by proper reports of the Directors and of the Auditors and by any other documents required by law to be annexed or attached thereto ("the Accounts"). The Accounts shall from time to time be laid before the Company in General Meeting in accordance with the Acts and shall be sent not less than twenty one clear days before the date of the meeting to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.
65. Auditors shall be appointed and their duties regulated in accordance with the Acts.

NOTICES

66. A notice may be given by the Company to any member or Director either personally or by sending it by post to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiry of forty eight hours after the letter containing the same is posted.
67. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
 - (a) every member;
 - (b) /...

- (b) the Auditors;
- (c) any other person entitled in terms of the Acts to receive such notice;
- (d) each Director; and
- (e) the Chief Executive appointed under Article 33 hereof.

No other person shall be entitled to receive notices of General Meetings.

INDEMNITY

68. Subject to the provisions of the Acts and of the Memorandum of Association, every Director or other officer (including the Auditors) of the Company shall be entitled to be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as such Director or other officer and in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

WINDING UP


69. The provision of Clause 7 of the Memorandum relating to the winding-up or dissolution of the Company shall have effect as if the same were repeated in these Articles.

Names, addresses and descriptions of Subscribers

Robert Miller
ROBERT MILLER
SOLICITOR
120 BOTHWELL STREET
GLASGOW G2 7JP

Dated: 5/2/77

Witness to the above

Signature: 

Signed: JOHN McMILLAN

SOLICITOR

120 BOTHWELL STREET
GLASGOW G2 7JP

Dated:

Witness to the above

Signature:

Signed: