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

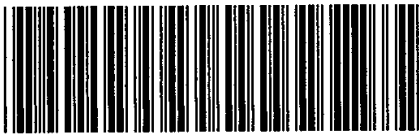
Company No. 184477

The Registrar of Companies for Scotland hereby certifies that

NORTH EDINBURGH ARTS

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

Given at Companies House, Edinburgh, the 27th March 1998



\*NSC184477M\*

*Dianne Bous*  
Registrar Of Companies



C O M P A N I E S H O U S E



Please complete in typescript, or in bold black capitals.

MPAN  
27 MAR 1995

12

Declaration on application for registration

184472

Company Name in full



NORTH EDINBURGH ARTS

I, ANITA KUMAR SALWAN

of 4 West Regent Street, Glasgow G2 1RW

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company][person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

A. Salwan

Declared at Glasgow

the Twenty seventh day of March

One thousand nine hundred and ninety eight

● Please print name.

before me ● Maureen Angela Nicolson Notary Public

Signed

Maureen Angela Nicolson

Date 27.3.98

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

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

Alexander Stone & Co.  
4 West Regent Street  
Glasgow G2 1RW Tel 0141 332 8611  
DX number 260 DX exchange Glasgow

Companies House receipt date barcode

Form revised March 1995

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff for companies registered in England and Wales

or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh for companies registered in Scotland

184477

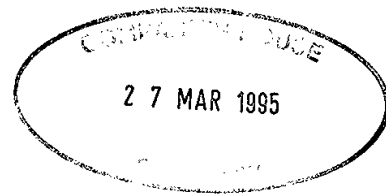
THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

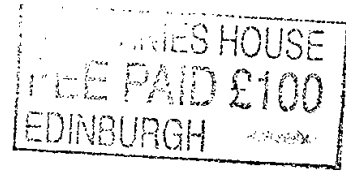
MEMORANDUM and ARTICLES of ASSOCIATION

of

NORTH EDINBURGH ARTS



Alexander Stone & Co  
Solicitors  
4 West Regent Street  
Glasgow G2 1RW



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

of

NORTH EDINBURGH ARTS

1. The company's name is "North Edinburgh Arts".
2. The company's registered office is to be situated in Scotland.
3. This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable for the purposes of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force). Subject to that over-riding qualification, the company's objects are:-
  - (1) To advance education through promotion of the arts, particularly among the residents of the Greater Pilton area of North Edinburgh
  - (2) To provide, in the interests of social welfare, facilities for recreation and other leisure time occupation available to the public at large within the Greater Pilton area of North Edinburgh, with a view to improving their conditions of life.

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

- (a) To promote, establish and/or operate a centre or centres for artistic and cultural activities, which may include facilities for leisure time occupation and/or refreshment facilities.
- (b) To advise in relation to, organise, co-ordinate and/or present theatre productions, concerts, exhibitions and other artistic and cultural events and activities.
- (c) To prepare, organise and/or conduct educational and training courses and events in any field of the arts and/or in craft skills.



- (d) 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, stocks, debentures and other interests 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.
- (e) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.
- (f) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.
- (g) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
- (h) To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- (i) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- (j) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.
- (k) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- (l) To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/er, relatives and dependents of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- (m) To oppose or object to any application or proceedings which may prejudice the company's interests.
- (n) 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 obtain from any such organisation, government or authority any right, privilege or concession.

- (o) To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- (p) To effect insurance against risks of all kinds.
- (q) To invest funds not immediately required for the purposes of the company's activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.
- (r) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on.
- (s) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects.
- (t) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company.
- (u) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise.
- (v) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- (w) To do anything which may be incidental or conducive to the attainment of any of the objects of the company.

And it is declared that

- (i) in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated
- (ii) in this clause, and throughout this memorandum of association the word "charitable" shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.

4. (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3 of this memorandum of association).
  - (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
  - (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
  - (d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.
5. The liability of the members is limited.
6. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 7.1 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) based in the North Edinburgh area whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association.
- 7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the company with the approval in writing of the Scottish Arts Council and City of Edinburgh Council at or before the time of dissolution or, failing such determination and approval, by such court as may have or may acquire jurisdiction.
- 7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.
- 8.1 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

- 8.2 The company's auditors shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account and on all group accounts, copies of which are to be laid before the company in general meeting.



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

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Names and addresses  
of subscribers

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1. *A.S. Marshall*

ALEXANDER SCOTT MARSHALL  
30/4 West Pilton Gardens  
Edinburgh  
EH4 4ED

2. *J.J. Robertson*

JOHN JAMES ROBERTSON  
163 Crewe Road North  
Edinburgh  
EH5 2NU

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Dated *25 March 1998*

Witness to the above signatures:-

*S.E. Wilson*

SUSAN ELIZABETH WILSON

7 FORTH PLACE

SOUTH QUEENS FERRY

EH30 9RY

*Arts Manager*

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

NORTH EDINBURGH ARTS

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CONTENTS

Membership - application, membership subscription, withdrawal	articles 1 to 23
AGMs & EGMs - notice of meetings, resolutions, quorum etc, voting	articles 24 to 44
Directors - appointment, retiral etc	articles 45 to 61
Directors - offices, personal interests, powers	articles 62 to 72
Board meetings - calling of meetings, voting, quorum, committees of directors	articles 73 to 86
General - secretary, minutes, etc	articles 87 to 95

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**Membership**

1. The subscribers to the memorandum of association and such other individuals and bodies as are admitted to membership under articles 12 to 16 shall be the members of the company.
2. Membership shall cease on death or (in the case of an incorporated body) on receivership, winding-up, striking-off or dissolution of the body which constituted the member.
3. A member may not transfer his/her/its membership to any other individual or body.

**Categories of membership**

4. In these articles

"Individual Member" means a member admitted under paragraph (a) of article 5

"Corporate Member" means a member admitted under paragraph (b) or (c) of article 5.

### **Qualifications for membership**

5. Subject to articles 6, 7 and 8, membership shall be open to:-
  - (a) any individual who is a resident of the Greater Pilton area of North Edinburgh ("the Operating Area")
  - (b) any individual who is nominated by an unincorporated body which operates within the Operating Area
  - (c) any incorporated body which operates within the Operating Area.
6. No employee of the company may become a member; a person admitted to membership shall automatically cease to be a member if he/she becomes an employee of the company.
7. No more than one individual nominated by each unincorporated body may constitute a member of the company at any given time.
8. The directors shall be entitled at their discretion to refuse to admit any person to membership even if he/she is qualified for membership under article 5 and is not debarred from membership by article 6 or 7.
9. An individual admitted to membership under paragraph (a) of article 5 shall automatically cease to be a member if he/she ceases to be a resident of the Operating Area.
10. An individual admitted to membership under paragraph (b) of article 5 on the basis of nomination by an unincorporated body shall automatically cease to be a member
  - (a) if the body which nominated him/her for membership withdraws its nomination by notice to the company to that effect, signed by the appropriate officers of that bodyor
  - (b) if that body ceases to operate within the Operating Area or is dissolved.
11. A body admitted to membership under paragraph (c) of article 5 shall automatically cease to be a member if it ceases to operate within the Operating Area.

### **Application for membership**

12. Any individual or body who/which wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her or (in the case of a body) signed by its appropriate officers; in the case of an application under paragraph (b) of article 5, the application shall also be signed by the appropriate officers of the body nominating him/her for membership;
13. An application for membership must be accompanied by a remittance for the full amount of the annual membership subscription.

14. An applicant shall lodge with the company such evidence in support of his/her/its application as the directors may require.
15. Each application for membership shall be considered by the directors at the first meeting of the directors which is held after receipt by the company of the written application and remittance (and, if appropriate, supporting evidence) required under the preceding articles.
16. The directors shall, within a period of seven days after the meeting at which an application for membership is considered, notify the applicant in writing of the directors' decision as to whether or not to admit him/her/it to membership; if the decision was to refuse admission, the directors shall return to the applicant the remittance lodged by him/her/it under article 13.

#### **Register of members**

17. In addition to the particulars required by section 352 of the Act, there shall be entered in the register of members against the name of each member admitted under paragraph (b) of article 5 particulars of the body which nominated him/her for membership.

#### **Membership subscription**

18. Unless otherwise determined by ordinary resolution, the amount of the annual membership subscription shall be £1.
19. The annual membership subscription shall be due on each accounting reference date of the company and shall (subject to articles 13 and 23) be taken to cover the period from one accounting reference date to the date falling immediately prior to the next accounting reference date.
20. The directors shall give to the members at least ten days' notice of each accounting reference date; each notice shall specify the amount of the membership subscription which will be due and shall state the possible consequence (under the following article) of failure to make payment.
21. If the company has not received a member's annual membership subscription within fourteen days after the accounting reference date on which it fell due, the directors may by resolution expel that individual or body from membership; if, however, proper notice under article 20 was not given, a member shall not be liable to be expelled under this article unless he/she/it fails to pay the subscription within 24 days after notice requiring payment has been given to him/her/it.

#### **Withdrawal from membership**

22. Any individual or body who/which wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed by him/her or (in the case of a corporate body) signed by its appropriate officers; on receipt of the notice by the company he/she/it shall cease to be a member.

23. An individual or body who/which ceases to be a member shall not be entitled to any refund (total or partial) of the annual membership subscription.

#### **General meetings**

24. All general meetings other than annual general meetings are to be called extraordinary general meetings.
25. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A(2) of the Act).
26. Subject to the preceding article and to the requirements under section 366 of the Act (which lay down the maximum period which can pass before the first annual general meeting and the maximum period between one annual general meeting and the next), the directors may convene general meetings whenever they think fit.

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

27. At least twenty one clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 32) or a resolution requiring special notice under the Act is to be proposed; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.
28. The reference to "clear days" in article 27 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
29. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (see article 32) (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.
30. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
31. Notice of every general meeting shall be given to all the members and directors and to the auditors.

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

32. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 27 and 29; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.

33. 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
  - (b) (subject to the provisions of the Act) to alter its memorandum of association with respect to the company's objects
  - (c) to alter any provision of these articles or adopt new articles of association.
34. 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 cast against, and (as applicable) the chairperson's casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 27 and 29.

#### **Proceedings at general meetings**

35. No business shall be transacted at any meeting unless a quorum is present; that number of members representing (to the nearest round number) one third of the total membership or ten members (whichever is [less]), in each case, present in person (or, in the case of a corporate body, present via its duly authorised representative) shall be a quorum.
36. If the quorum required under the preceding article is not present within half an hour after the time appointed for the meeting, or if during a meeting such 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.
37. The chairperson of the board of directors shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if the chairperson of the board of directors is not present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the vice-chairperson shall act as chairperson.
38. If neither the chairperson of the board of directors nor the vice-chairperson is present and willing to act as chairperson within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson; if there is only one director present and willing to act, he/she shall be chairperson.
39. A director shall, even if he/she is not a member, be entitled to attend and speak at any general meeting.
40. The chairperson may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests 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.

41. A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson, or by at least two members present in person (in the case of a corporate body, present via its authorised representative) at the meeting.
42. If a secret ballot is demanded in accordance with the preceding article it shall be taken at once and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
43. A member which is a corporate body may authorise an individual to act as its representative at any general meeting of the company; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that corporate body could exercise if it were an individual member.

#### **Votes of members**

44. Every member shall (subject to article 52) have one vote which (whether on a show of hands or on a secret ballot) must be given personally (in the case of a corporate body, via its duly authorised representative, present at the meeting).
45. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.

#### **Categories of director**

46. For the purposes of these articles  
"Member Director" means a director appointed or re-appointed under articles 49 to 58  
"Appointed Director" means a (non-member) director appointed or re-appointed by the directors under articles 59 to 61.

#### **Number of directors**

47. The maximum number of directors shall be 13, of whom a maximum of 9 directors shall be Member Directors and a maximum of 4 directors shall be Appointed Directors.
48. The Member Directors shall comprise a maximum of [2] directors drawn from the Individual Members and a maximum of [6] directors drawn from the Corporate Members; for the purposes of the preceding provision, an individual elected/appointed as a Member Director on the basis of nomination by a corporate body shall be deemed to be drawn from the Corporate Members.

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

49. Any member who wishes to be considered for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors

require), confirming that he/she is willing to be appointed; the notice must be signed by him/her and must be lodged with the company at least seven days before the date of the annual general meeting.

50. At an annual general meeting the Individual Members may elect as a director (a "Member Director") any Individual Member (subject to articles 47 and 48) who has given notice of his/her willingness to accept appointment in accordance with the preceding article.
51. At an annual general meeting the Corporate Members may elect as a director (a "Member Director") any Corporate Member (subject to articles 47 and 48) who has given notice of his/her willingness to accept appointment in accordance with article 49.
52. For the avoidance of doubt, the Corporate Members shall have no power to vote in relation to the election of any Individual Member to serve as a director, nor in relation to any resolution for the removal from office of an Individual Member serving as a director; the Individual Members shall have no power to vote in relation to the election of any Corporate Member to serve as a director nor in relation to any resolution for the removal from office of a Corporate Member serving as a director.
53. The directors may at any time appoint any member (subject to articles 47 and 48) (providing he/she is willing to act) to be a director (a "Member Director"), either to fill a vacancy or as an additional director.
54. A member which is a corporate body may nominate any individual for election/appointment as a director (but on the basis that no more than one individual nominated by each corporate body may serve as a Member Director at any given time); the individual so nominated shall be deemed for the purposes of articles 48 to 53 to be a Corporate Member.
55. At the first annual general meeting, all the Member Directors shall retire from office.
56. At each annual general meeting (other than the first)
  - (a) any Member Director who was appointed by the directors (under article 53) in the period from the date of the last annual general meeting shall retire from officeand
  - (b) out of the remaining Member Directors, one third (to the nearest round number) shall retire from office.
57. The directors to retire under paragraph (b) of article 56 shall be those who have been longest in office since they were last appointed or re-appointed; as between directors appointed or re-appointed on the same date, the question of which of them is to retire shall be decided by some random method.



58. The company may (subject to articles 47 and 48) at any annual general meeting re-elect any Member Director who retires from office at the meeting under article 55 or 56 (providing he/she is willing to act); if any such Member Director is not re-appointed, he/she shall retain office until the meeting appoints someone in his/her place or, if it does not do so, until the end of the meeting.

**Appointment, vacating of office, re-appointment : Appointed Directors**

59. In addition to their powers of appointment under article 53, the directors may (subject to article 47) at any time appoint any non-member (other than an employee of the company) to be a director (an "Appointed Director") providing he/she is willing to act, either to fill a vacancy or as an additional director.
60. At the conclusion of each annual general meeting (including the first) all Appointed Directors shall vacate office.
61. Immediately following each annual general meeting, the directors may re-appoint any person who, as an Appointed 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.

**Disqualification and removal of directors**

62. A director shall vacate office if
- (a) he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director
  - (b) he/she is sequestrated
  - (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
  - (e) he/she resigns office by notice to the company
  - (f) he/she is absent for a period of more than six months (without permission of the directors) from meetings of directors held during that period and the directors resolve to remove him/her from office
- or
- (g) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

**Appointments to office**

63. Directors shall be appointed to hold the offices of chairperson of the board of directors, vice chairperson, and any other offices which the directors may consider appropriate.

64. The appointments under the preceding article shall be made at meetings of directors.
65. Each office shall be held (subject to article 66) until the conclusion of the annual general meeting which next follows appointment; a director whose period of office expires under this article may be re-appointed to that office under article 63 (providing he/she is willing to act).
66. The appointment of any director to an office under article 63 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
67. If the appointment of a director to any office under article 63 terminates, the directors shall appoint another director to hold the office in his/her place.

#### **Directors' interests**

68. Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial), a director (notwithstanding his/her office)
- (a) may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company
  - (b) may be a party to, or have some other personal interest in, any transaction in which the company or any associated company has an interest
  - (c) may be a director or secretary of, or employed by, or have some other personal interest in, any associated company  
and
  - (d) shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company
- and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.
69. For the purposes of the preceding article an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to "associated company" shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.

#### **Directors' remuneration and expenses**

70. No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 63.

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

#### **Powers of directors**

72. Subject to the provisions of the Act, the memorandum of association and these articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.
73. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

#### **Proceedings of directors**

74. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
75. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
76. Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson shall have a second or casting vote.
77. The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed at any other number, shall be four directors or (if [less]) one third (to the nearest round number) of the total number of directors then in office.
78. The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or he/she may act only for the purpose of filling vacancies or of calling a general meeting.
79. Unless he/she is unwilling to do so, the chairperson of the board of directors shall preside as chairperson at every meeting of directors at which he/she is present; if the chairperson of the board of directors is unwilling to act as chairperson or is not present within fifteen minutes after the time appointed for the meeting, the vice-chairperson shall act as chairperson.
80. If neither the chairperson of the board of directors nor the vice-chairperson is present and willing to act as chairperson within 15 minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
81. A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company.

82. For the purposes of the preceding article, 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.
83. 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.
84. 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 81 and 83.

#### **Delegation to committees of directors and holders of offices**

85. The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the chairperson of the board of directors or a director holding any other office such of their powers as they consider appropriate.
86. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and may be revoked or altered.
87. Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

#### **Secretary**

88. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

#### **Minutes**

89. The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors, and meetings of committees of directors; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present and the minutes of each meeting shall be signed by the chairperson of that meeting.

#### **Accounts**

90. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

#### **Notices**

91. Any notice to be given in pursuance of these articles shall be in writing; the company may give any such notice to a member either personally or by sending it by post in a

pre-paid envelope addressed to the member at his/her/its registered address or by leaving it at that address.

92. Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four 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.

#### **Winding-up**

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

#### **Indemnity**

94. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified 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 including, without prejudice to that generality, 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 in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

#### **Interpretation**

95. In these articles "the Act" means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.
96. References in these articles to the singular shall be deemed to include the plural.

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Names and addresses  
of subscribers

---

1. *A.S. Marshall*

ALEXANDER SCOTT MARSHALL  
30/4 West Pilton Gardens  
Edinburgh  
EH4 4ED

2. *J.J. Robertson*

JOHN JAMES ROBERTSON  
163 Crewe Road North  
Edinburgh  
EH5 2NU

---

Dated *25 March 1998*

Witness to the above signatures:-

*S. Wilson*

*SUSAN ELIZABETH WILSON*

*7 FORTU PLACE  
SOUTH QUEENSFERRY  
EN30 9RY*

*ARTS MANAGER*

**COMPANIES HOUSE**  
Please complete in typescript,  
or in bold black capitals.

27 MAR 1995

**30(5)(a)**

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



184477

NORTH EDINBURGH ARTS

ANITA KUMAR SALWAN

4 West Regent Street, Glasgow G2 1RW

[Solicitor engaged in the formation of the company] [person named as  
director or secretary of the company in the statement delivered under  
section 10 of the Companies Act 1985] do solemnly and sincerely declare  
that the company complies with the requirements of section 30(3) of the  
Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to  
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

A. Salwan

Declared at Glasgow  
the Twenty seventh day of March

One thousand nine hundred and ninety eight

before me Maureen Angela Nicolson Notary Public

Signed

Maureen Nicolson

Date 27.3.98

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

Alexander Stone & Co.  
4 West Regent Street  
Glasgow G2 1RW Tel 0141 332 8611  
DX number 260 DX exchange Glasgow

se give the name, address,  
one number and, if available,  
number and Exchange of  
rson Companies House should  
if there is any query.

When you have completed and signed the form please send it to the  
Registrar of Companies at:  
**Companies House, Crown Way, Cardiff, CF4 3UZ** DX 33050 Cardiff  
for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland  
DX 235 Edinburgh

Companies House receipt date barcode  
ed March 1995

† Please delete as appropriate.

Please print name.



27 MAR 1995

10

Please complete in typescript, or in bold black capitals.

First directors and secretary and intended situation of registered office

Notes on completion appear on final page

184477

Company Name in full



NORTH EDINBURGH ARTS

Proposed Registered Office

(PO Box numbers only, are not acceptable)

MUIRHOUSE FESTIVAL ACTIVITIES CENTRE

MUIRHOUSE PLACE WEST

Post town

EDINBURGH

County / Region

Postcode

EH4 4PX

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

X

Agent's Name

ALEXANDER STONE & CO.

Address

4 WEST REGENT STREET

Post town

GLASGOW

County / Region

Postcode

G2 1RW

Number of continuation sheets attached

2

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

Alexander Stone & Co.  
4 West Regent Street  
Glasgow G2 1RW Tel 0141 332 8611  
DX number GW260 DX exchange GLASGOW

Companies House receipt date barcode

Form revised March 1995

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff for companies registered in England and Wales

or

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

for companies registered in Scotland

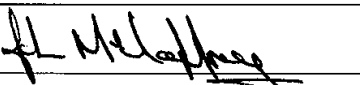
DX 235 Edinburgh



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

Company name			
<b>NAME</b>	*Style / Title	*Honours etc	
* Voluntary details	Forename(s)	JOHN LESLIE	
	Surname	McCAFFREY	
	Previous forename(s)	None	
	Previous surname(s)	None	
<b>Address</b>	9/5 Muirhouse Crescent		
<b>Usual residential address</b>			
For a corporation, give the registered or principal office address.	Post town	Edinburgh	
	County / Region	Postcode	EH4 4QQ
	Country	Scotland	

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

<b>Consent signature</b>		Date	24-3-98.
--------------------------	--	------	----------

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

Please list directors in alphabetical order

<b>NAME</b>	*Style / Title	*Honours etc	
Forename(s)	ALEXANDER SCOTT		
Surname	MARSHALL		
Previous forename(s)	None		
Previous surname(s)	None		
<b>Address</b>	30/4 West Pilton Gardens		
<b>Usual residential address</b>			
For a corporation, give the registered or principal office address.	Post town	Edinburgh	
	County / Region	Postcode	EH4 4EG
	Country	Scotland	

<b>Date of birth</b>	Day	Month	Year	<b>Nationality</b>	
	25	3	55	British	

<b>Business occupation</b>	Minister of Religion
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<b>Other directorships</b>	None
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I consent to act as director of the company named on page 1

<b>Consent signature</b>		Date	25.3.98
--------------------------	--	------	---------

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

Company name

**NAME** \*Style / Title  \*Honours etc

\* Voluntary details Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**  
For a corporation, give the registered or principal office address.

Post town

County / Region  Postcode

Country

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

**Consent signature**  **Date**

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

Please list directors in alphabetical order

**NAME** \*Style / Title  \*Honours etc

Forename(s) MAUREEN MARY

Surname SCOTT

Previous forename(s) None

Previous surname(s) None

**Address**

**Usual residential address**  
For a corporation, give the registered or principal office address.

Post town Edinburgh

County / Region  Postcode EH4 5UL

Country Scotland

Day Month Year

**Date of birth**    **Nationality** British

**Business occupation** RETIRED

**Other directorships** Pilton Opportunities Project Limited

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

**Consent signature** M M Scott **Date** 25/3/98

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

Company name

**NAME** \*Style / Title  \*Honours etc

\* Voluntary details Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**  
For a corporation, give the registered or principal office address.

Post town

County / Region  Postcode

Country

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

**Consent signature**

Date

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

Please list directors in alphabetical order

**NAME** \*Style / Title  \*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address**

**Usual residential address**  
For a corporation, give the registered or principal office address.

Post town

County / Region  Postcode

Country

Date of birth Day Month Year    Nationality

Business occupation

Other directorships

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

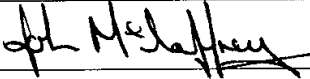
**Consent signature**

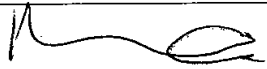
Date

*J J Robertson*

25/03/98

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

<b>NAME</b>	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)	JOHN LESLIE		
	Surname	McCAFFREY		
	Previous forename(s)	None		
	Previous surname(s)	None		
<b>Address</b>	9/5 Muirhouse Crescent			
<b>Usual residential address</b> For a corporation, give the registered or principal office address.				
	Post town	Edinburgh		
	County / Region		Postcode	EH4 4QQ
	Country	Scotland		
	Day	Month	Year	
<b>Date of birth</b>	18	9	63	<b>Nationality</b> Scottish
<b>Business occupation</b>	unemployed			
<b>Other directorships</b>	None			
I consent to act as director of the company named on page 1				
<b>Consent signature</b>				<b>Date</b> 24-3-98

<b>This section must be signed by</b>	
<b>Either</b>	
<b>an agent on behalf of all subscribers</b>	<b>Signed</b>  <b>Date</b> 27.3.98
<b>Or the subscribers</b>	<b>Signed</b> <input type="text"/> <b>Date</b> <input type="text"/>
<b>( i.e those who signed as members on the memorandum of association).</b>	<b>Signed</b> <input type="text"/> <b>Date</b> <input type="text"/>
	<b>Signed</b> <input type="text"/> <b>Date</b> <input type="text"/>
	<b>Signed</b> <input type="text"/> <b>Date</b> <input type="text"/>
	<b>Signed</b> <input type="text"/> <b>Date</b> <input type="text"/>

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,

- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.