



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

Company No. 290889

The Registrar of Companies for Scotland hereby certifies that

HIGHLANDS AND ISLANDS THEATRE NETWORK LIMITED

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 September 2005

We hereby certify that this is a true copy
of the original dated this 29th day of SEPTEMBER 2005


**Stronachs Solicitors
34 Albyn Place
Aberdeen
AB10 1FW**



THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

of

HIGHLANDS AND ISLANDS THEATRE NETWORK LIMITED

1. The name of the Company is "**HIGHLANDS AND ISLANDS THEATRE NETWORK LIMITED**".
2. The Registered Office of the Company will be situated in Scotland.
3. Each and every clause (including this clause) of the Memorandum of Association and each and every regulation of the Articles of Association of the Company shall be read and interpreted as if there were embodied therein and over-riding qualification to the effect that no expenditure of income by the Company shall be permitted for the purposes of carrying out any activities which are not wholly charitable within the meaning of section 505 of the Income & Corporation Taxes Act 1988, or of any legislation amending or replacing that Act, or of any regulation thereunder (which meaning shall be attributed to the word "charitable" wherever used in this Memorandum) and that in all cases in which activities permitted by the objects of the Company are in their nature capable of being exercised for purposes which are not charitable or only partially so, the powers contained in the objects of the Company shall be held to limit such activities to those which will not prejudice the charitable status of the Company within the statutory meaning beforementioned. Subject to these over-riding qualifications, the objects for which the Company is established are as follows:
 - (a) to promote the advancement of education and the arts in the Highlands and Islands of Scotland area for the benefit of the public;
 - (b) to promote the professional theatre sector in the Highlands and Islands of Scotland area at regional, national and international levels;
 - (c) to work with other organisations to encourage wider access to theatre across the Highlands and Islands of Scotland area.

4. In pursuance of these objects (but not otherwise) the Company shall have the following powers:-

- (a) To carry on business with a view to furthering the objects above mentioned.
- (b) To arrange or provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes.
- (c) To provide such buildings and accommodation and plant, machinery, apparatus, furniture, furnishings and books, libraries and other aids and equipment as may be required to carry out the objects of the Company and to use such accommodation and equipment as may be provided by any other person or body.
- (d) To draw, make, accept and endorse promissory notes, bills of exchange and other negotiable instruments.
- (e) To obtain grants from any source for the purposes of the Company and to carry out the terms and conditions of such grants, provided that those terms and conditions are not inconsistent with the purposes of the Company.
- (f) To purchase, take on lease or in exchange, hire or otherwise acquire any heritable or moveable, real or personal property and any rights or privileges which the Company may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Company.
- (g) To sell, let, burden, dispose of or turn to account all or any of the property or assets of the Company as may be thought expedient with a view to the promotion of its objects or any of them.
- (h) To undertake and execute any loans or grants or investments which may lawfully be undertaken by the Company and may be conducive to its objects.
- (i) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (j) To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- (k) To employ staff on a full, part-time or voluntary basis and to remunerate those staff and to provide pension or superannuation benefits for those staff.
- (l) To amalgamate with any charitable companies, institutions, societies or associations having objects altogether or in part similar to those of the Company.

- (m) To purchase or otherwise acquire all or part of any share capital, property and assets, and to undertake all or any of the liabilities and engagements of any one or more companies, institutions, societies or associations with which the Company is authorised to amalgamate.
 - (n) To transfer all or part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
 - (o) To subscribe and to make contributions to or otherwise support, charitable institutions, and to grant donations for any charitable purpose in any way connected with the purposes of the Company or calculated to further its objects.
 - (p) To take all necessary steps for the formation and registration of the Company and its recognition and registration as a charitable institution and to pay all expenses preliminary or incidental thereto.
 - (q) To do all such other things as shall be necessary, conducive or ancillary to the attainment of the foregoing objects. Provided that, in case the Company shall take or hold any property which may be subject to any trust, the Company shall deal with or invest the same only in such manner as allowed by law having regard to such trust. And it is hereby declared that in this Clause words denoting the singular number shall include the plural number and vice versa.
5. The income, profits (if any) and property of the Company, from whatsoever and wherever 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 thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.
- Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any members of the Company, in return for any services actually rendered to the Company and of travelling expenses and out of pocket expenses properly and necessarily incurred in carrying out the duties of any officer, servant or member of the Company, nor prevent the payment of interest which is reasonable having regard to the market rate of interest prevailing from time to time on money lent, or reasonable and proper rent for premises let by any member of the Company.
6. The liability of the members is limited.
7. 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 ceases to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £5.00.

8. 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 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 any extent at least as great as is imposed on the Company.
9. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place, of all sales and purchases of goods by the Company, of the property, assets and liabilities of the Company. Such accounts shall be open to any member of the board of directors of the Company and to the auditor for inspection at all reasonable times and to any other member of the Company to the extent permitted by the provisions of its Articles of Association.

If required by law, once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheets ascertained by one or more properly qualified auditor or auditors.

10. No amendment shall be made to or of the terms of this Memorandum of Association which would have the effect that the Company would cease to be a Company in respect of which the provisions of Section 30 of The Companies Act, 1985 (as amended) apply.

WE, the undernoted are desirous of being formed into a company, in pursuance of this Memorandum of Association.


Name, Address and Designation of Subscribers

1. Lara MacDonald
Blackpark House
Croyard Road
Beauly IV4 7DJ



Dated this Twenty-second day of July, Two Thousand and Five.

Witness to the above signature:-


.....Witness signature
SHEILA FRASER.....Full name
46 Church Street.....
Inverness.....address

2. John McGeoch
Easter Ardross
Strathy
Ross-Shire IV170YD



Dated this SIXTEENTH day of AUGUST, Two Thousand and Five.

Witness to the above signature:-

.....Witness signature
Stuart Broadlee.....Full name
Whinhill, Balnain,
Dunross-shire IV63 6TJ.....address

THE COMPANIES ACTS 1985 - 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

HIGHLANDS AND ISLANDS THEATRE NETWORK LIMITED

1. Interpretation

1.1 In these Articles:-

"the Act" means the Companies Acts 1985.

"the Board" means the Board of Directors to be appointed in accordance with these Articles.

"Director" means the directors of the Company upon its incorporation or such other person appointed or re-appointed to the Board from time to time.

"Members" means the members of the Company and shall include Corporate Members and Individual Members (both as defined in Article 4.2).

"person" shall include any firm, body corporate or unincorporated association.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

1.2 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 visible form.

1.3 Unless the context so requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

- 1.4 References to the male gender shall include the feminine gender and neuter gender and *vice versa*.

General

2. **Number of Members**

The number of Members shall not be subject to any restriction.

3. **Objects**

The Company is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

- 4: **Admission to Membership and Qualifications**

- 4.1 Subject to Regulation 4.2, the subscribers to the Memorandum of Association and such other persons who may be proposed and seconded for membership respectively by any of the Directors at a meeting of the Board, sign an application form and pay any fees and subscriptions as the Board may from time to time prescribe, and shall be approved by the Board pursuant to Clause 6 hereof, shall be Members.

- 4.2 Membership of the Company shall only be open to theatre companies, theatre producing and receiving houses (hereinafter referred to as "Corporate Members") and professional theatre workers and advisers invited by the Board to advise the Company (hereinafter referred to as "Individual Members").

5. **Subscriptions**

The amount of the subscription payable by Corporate Members shall be the sum of £50 or such other sum as may be fixed by the Company at the annual general meeting, and shall be payable in respect of each financial year of the Company. No subscription shall be payable by Individual Members.

The Board shall have the discretion to waive subscriptions.

6. **Approval of Members**

Membership is subject to the approval of the Board and the admission of Members shall require to be passed by not less than a two thirds majority of the Board.

7. **Resignation**

A Member may resign membership of the Company by giving to the Secretary written notice of intention to resign at least fourteen (14) clear days before the date on which the resignation is to take effect.

8. Termination of Membership

A Member shall *ipso facto* cease to be a member:-

- 8.1 if, being an individual, he dies, becomes of unsound mind or is adjudged bankrupt or his estate is sequestrated or he suspends payment or compounds with his creditors;
- 8.2 if, being a firm, the estates of the firm or of any of the partners are sequestrated or the firm suspends payment or compounds with its creditors;
- 8.3 if, being a company, it goes into liquidation, save for the purpose of reconstruction or amalgamation, or suffers the appointment of any receiver or administrator in respect of its assets.

9. Expulsion from Membership

The Company may by ordinary resolution of the Members expel any member from membership of the Company.

10. Rights not Transferable

No right or privilege of any Member shall be in any way transferable or transmissible, but all such rights and privileges shall cease upon the Member ceasing to be such, whether by death, retirement, or otherwise.

GENERAL MEETINGS

11. Annual General Meetings

The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings 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. Provided that so long as the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.

12. Annual and Extraordinary

All general meetings other than annual general meetings shall be called extraordinary general meetings.

13. Extraordinary Meetings

The Board may, whenever they think fit, and they shall upon a requisition made in writing by any more than 25 per cent of the Members for the time being, convene an extraordinary general meeting, or, in default, such a meeting may be convened by such requisitionists as is provided in Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Members to form a quorum, any Member may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by Members.

14. Requisition for Meeting

Any requisition made by Members shall express the object of the meeting proposed to be called, and shall be left at the Registered Office of the Company.

15. Meeting to be convened on Requisition

Upon the receipt of such requisition the Board shall forthwith proceed to convene a general meeting; if they do not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists may themselves convene a meeting.

16. Notice of Meetings

At least twenty-one days before every meeting notice thereof specifying the place, the day, and hour of meeting, and, in case of special business, the general nature of such business, shall be given to the Members in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting; but the accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate the proceedings at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. Special Business

All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the ordinary report of the Board and the report of the auditors, and the appointment and remuneration of the auditors.

18. Quorum

No business shall be transacted at any meeting unless a quorum of not less than six Members (either present in person or by proxy) is present at the commencement of such business.

19. Where no Quorum

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum is not present it shall be adjourned sine die.

20. Chairperson of Meeting

The Chairperson shall preside as Chairperson at every general meeting of the Company. If the Chairperson is not present at the time of holding a meeting, the Members present shall choose some one of their number to be Chairperson of such meeting.

21. Adjournment

The Chairperson may, with the consent of the meeting, adjourn any 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.

22. Resolutions

At any general meeting, unless a poll is demanded by at least two Members, a declaration by the Chairperson that a resolution has been carried or lost, and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact.

23. Polls

If a poll is demanded in manner aforesaid the same shall be taken at such time and in such manner as the Chairperson directs, and the result of such poll shall be deemed to be the resolution of the Company in general meeting, save that a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. The demand for a poll may be withdrawn.

24. Votes

Every Member shall have one vote and no more. All votes shall be given personally. In the case of an equality, whether on a show of hands or on a poll, the Chairperson 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.

25. Proxy

On a poll votes may be given either personally or by proxy.

26. Instrument of Proxy

The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member.

27. Deposit of Instrument

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company 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.

28. Forms

An instrument appointing a proxy may instruct the proxy to vote for or against the resolutions set out in the notice of general meeting convening the meeting at which the proxy is to attend. The instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

" Limited,

I [We] ... of ... in the County of ... being a Member [Members] of the above named Company, hereby appoint ... of... or failing him ... of ... as my [our] proxy to vote for me [us] on my [our] behalf at the annual [extraordinary] general meeting of the Company to be held on the ... day of... and at any adjournment thereof.

Signed this ... day of ...

This form is to be used *in favour of/against the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired"

29. Proxy May Demand Poll

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

30. Proxy Irrevocable Except on Notice in Writing

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

31. **Corporations**

Any corporation which is a Member may by resolution of its 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.

BOARD OF DIRECTORS

32. **Composition of Board**

Subject as aftermentioned, the Board shall consist of not fewer than three and not more than eight directors. The Board and the Members shall endeavour to achieve equal numbers of male and female directors. Subject to sufficient Members or their nominees wishing to be appointed to the Board, two directors shall be Corporate Members (or the nominees of a Corporate Member which is a corporation or association) elected by the Members or co-opted in accordance with Regulation 35 ("the Corporate Member Directors"). No more than two directors shall be Corporate Members or their nominees and the remaining directors shall be Individual Members ("the Individual-Member Directors"). The initial Corporate Member Directors shall be John McGeoch and Lara McDonald. The first Independent Member Directors shall be co-opted onto the Board by the initial Corporate Member Directors but their appointment shall be subject to approval at the next Annual General Meeting. No more than one nominee of a Corporate Member which is a corporation or association may hold office as a Corporate Member Director at any given time.

33. **Retiral of Corporate Member Directors**

At every Annual General Meeting of the Company the Corporate Member Directors shall retire from the office and the Members shall elect new Corporate Member Directors. A retiring Corporate Member Director shall be eligible for re-appointment but if any such Corporate Member Director is not re-appointed, he shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

A Corporate Member Director shall resign from office on ceasing to be a Member for whatever reason or, if the Corporate Member Director has been nominated by a Corporate Member, on the Corporate Member which has nominated him or her ceasing to be a Member for whatever reason.

34. Appointment of Corporate Member Directors

A Corporate Member who wishes to be considered or wishes his nominee to be considered for appointment as a Corporate Member Director shall lodge with the Company not less than three days prior to the Annual General Meeting at which he wishes himself to be or his nominee to be appointed notice in writing, signed by the Corporate Member and, in the case of a nominee, signed by the nominee indicating his willingness to be appointed.

35. Vacancy in Corporate Member Directors

If there is a vacancy in the number of Corporate Member Directors at any time the Board may appoint a Corporate Member (or a nominee of a Member which is a corporation or association) on to the Board as a Corporate Member Director. A Director so appointed shall hold office only to the next following Annual General Meeting. If not re-appointed at the next such Annual General Meeting, he shall vacate office at the conclusion thereof.

36. Appointment of Individual Member Directors

Any Individual Member who wishes to be considered for appointment as an Individual Member Director at an Annual General Meeting shall lodge with the Company a written notice of his willingness to be appointed (in such form as the Directors require), signed by him, no later than three working days prior to the Annual General Meeting. At an Annual General Meeting the Members may by ordinary resolution appoint as an Individual Member Director any Individual Member in respect of whom a written notice of willingness to accept such an appointment has been so received.

An Individual Member Director shall resign from office on the Individual Member ceasing to be a Member for whatever reason.

37. Vacancy in Individual Member Directors

The Directors may at any time appoint any Individual Member (providing he is willing to act), to be an Individual Member Director, either to fill a vacancy or as an additional director. A Director so appointed shall hold office only to the next following Annual General Meeting. If not re-appointed at the next such Annual General Meeting, he shall vacate office at the conclusion thereof.

38. Retirement of Individual Member Directors

At the first Annual General Meeting all of the Individual Member Directors shall retire from office, and at every subsequent Annual General Meeting one-third of the Individual Member Directors or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but if there is only one Individual Member Director in office, he shall retire. The Individual Member Directors to retire by rotation as aforesaid shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-

appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. . The Members may at any Annual General Meeting by ordinary resolution re-appoint any Individual Member Director who retires from office at the meeting under Clause 38 hereof (providing he is willing to act); if any such an Individual Member Director is not re-appointed, he shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

39. Disqualification and Removal of Directors

A Director shall vacate office if:

- 39.1 he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director;
- 39.2 he becomes bankrupt;
- 39.3 he becomes incapable for medical reasons of fulfilling the duties of his office and such incapacity is expected to continue for a period of more than six months;
- 39.4 he resigns office by notice to the Company;
- 39.5 he is absent for a period or more than six months (without permission of the directors) from meetings of directors held during that period and the directors resolve to remove him from office;

40. Directors' Remuneration and Expenses

No Director shall be entitled to any remuneration, whether in respect of his office as Director or as holder of any executive office under the Company. Subject to Clause 5 of the Memorandum of Association the Directors may receive any payment in good faith by the Company of reasonable and proper remuneration in respect of services rendered to the the Company and of travelling and other expenses properly incurred by them in connection with their attendance at meetings of Directors, general meetings, meetings of committees of Directors or meetings of the Executive Committee (as hereinafter defined) or otherwise in connection with the discharge of their duties.

41. Powers of Directors

- 41.1 Subject to the provisions of the Act, the Memorandum of Association and these Articles and to any directions given by the Members by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company.
- 41.2 No alteration of the Memorandum of Association or these Articles and no direction given by special resolution 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.

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

41.4 The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purpose and on such conditions as they may determine, including authority for the agent to delegate all or any of his powers.

42. Proceedings of Directors

Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. Directors may, and the Secretary at the request of a Director shall, call a meeting of the Directors. The Directors shall hold a minimum of four meetings in each calendar year. It shall not be necessary to give notice of a meeting to a Director who is absent from Scotland. Questions arising at a meeting 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.

43. Quorum

43.1 The quorum for the transaction of the business of the Directors shall be three at least two of whom shall be Individual Member Directors and at least one of whom shall be a Corporate Member Director.

43.2 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as or required to form the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

43.3 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which such Director is not entitled to vote.

44. Chairperson

Unless such Director is unwilling to do so, the Chairperson shall preside at every meeting of Directors at which such Chairperson is present. If there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their numbers to be Chairperson of the meeting.

45. Defect in Appointment etc.

All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as

if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

46. Written Resolutions

A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of directors as (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

47. Suspension or relaxation of prohibition on voting

The Board may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.

48. Resolutions on appointment of Directors

Where proposals are under consideration concerning the appointment of two or more Directors to office or employment with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Director separately and (provided such Director is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning such Director's own appointment.

49. Right of Director to vote

If a question arises at a meeting of Directors or of a committee of Directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the Chairperson of the meeting and the Chairperson's ruling in relation to any Director other than the Chairperson shall be final and conclusive.

50. Alternate Directors

50.1 A Director (other than an alternate director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.

50.2 An alternate director shall, subject to Regulation 50.3, be entitled to be given notice of all meetings of directors and of all meetings of committees of Directors of which his appointer is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointer as a director in his absence.

50.3 No notice of a meeting of Directors or of a meeting of a committee of Directors need be given to an alternate director who is absent from the United Kingdom.

- 50.4 An alternate director shall not be entitled to receive any remuneration from the Company for his services as an alternate director.
- 50.5 An alternate director shall, subject to the following clause, cease to be an alternate director if his appointor ceases to be a Director.
- 50.6 Where a Director vacates office at the conclusion of an Annual General Meeting but is reappointed by the Directors immediately following the Annual General Meeting, any appointment of an alternate director made by him which was in force immediately prior to retirement or vacating of office shall continue after his re-appointment.
- 50.7 An appointment or removal of an alternate director may be effected by notice to the Company signed by the Director making or revoking the appointment or may be effected in any other manner approved by the Directors.
- 50.8 An alternate director shall alone be responsible for his own acts and defaults; an alternate director shall not be deemed to be the agent of the Director appointing him.
- 50.9 References in these Articles to Directors shall, unless the context otherwise requires, be construed as including alternate directors.

51. Delegation to Holders of Executive Office

- 51.1 The Directors may delegate any of their powers to any committee consisting of one or more Directors; they may also delegate to any director holding any other executive office such of their powers as they consider desirable to be exercised by him.
- 51.2 Any delegation of powers under Regulation 51.1 may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.

52. Engagement of Officers and Servants

The Board shall engage all such officers and employees as they may consider necessary, and shall regulate their duties and fix their salaries.

SECRETARY

53. Appointment of Secretary

- 53.1 The Company shall have a secretary who shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit.
- 53.2 Anything required or authorised to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary, or, if there is none such, by or to any officer of the Company authorised generally or specially in that behalf by the Board.

54. Same Person not to act as Secretary and Director

A provision of the Act or these 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.

SEAL

55. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors 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 by the Directors for the purpose.

ACCOUNTS

- 56.1 The Board shall cause accounting records to be kept in accordance with the Act.
- 56.2 The accounting records shall be kept at the Registered Office of the Company, or, subject to the Act, at such other place or places as the Board think fit, and shall always be open to the inspection of the officers of the Company.
- 56.3 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being a Director, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.
- 56.4 The Board shall from time to time in accordance with the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, and reports as are required by the Act.
- 56.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditors' report and the Board's report shall not less than twenty-one days before the date of the meeting be sent to every Member of, and every holder of debentures of the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

AUDITORS

57. Appointment of Auditors

If required by law, auditors shall be appointed and their duties regulated in accordance with the Act, or any statutory modification thereof for the time being in force.

NOTICE

58. **Service of Notices**

A notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered place of above.

59. **Time of Service**

Any notice, if served by post, shall be deemed to have been served at the time the letter containing the same would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, and posted and that postage was prepaid.

60. **Who is entitled to Notice of General Meeting**

Notice of every general meeting shall be given in any manner hereinbefore authorised to

60.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;

60.2 the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

WINDING UP

61. The Company shall be wound up voluntarily whenever a special resolution is passed requiring the Company to be so wound up. Clause 8 of the Memorandum of Association of the Company shall have effect as if the provisions thereof were repeated herein.

INDEMNITY

62. 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 may sustain or incur in connection with the execution of the duties of his office including, without prejudice to that generality, any liability incurred by him in defending any proceedings, whether civil or criminal, 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.

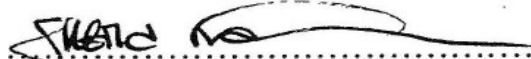
Name, Address and Designation of Subscribers

1. Lara MacDonald
Blackpark House
Croyard Road
Beauly IV4 7DJ



Dated this Twenty-second day of July, Two Thousand and Five.

Witness to the above signature:-

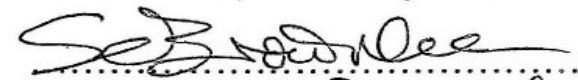
.....Witness signature
SHEILA FRASER.....Full name
46 Church Street.....
Inverness.....address

2. John McGeoch
Easter Ardross
Strathy
Ross-Shire IV170YD



Dated this SIXTEENTH day of AUGUST, Two Thousand and Five.

Witness to the above signature:-

.....Witness signature
Stuart Broadlee.....Full name
Whinhill, Bolnisi,
Dumfriesshire DV63 6TJ.....address