



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

Company No. 275314

The Registrar of Companies for Scotland hereby certifies that

PARTNERSHIPS FOR WELLBEING 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 28th October 2004



NSC275314D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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



Companies House

— for the record —

(NCPack)

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

275314

Company Name in full

PARTNERSHIPS FOR WELLBEINGS LIMITED

I,

FRED HUSH CAMERON KELLY

of

20 CHURCH STREET INVERNESS

† 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

Fred Kelly *Fred Kelly*

Declared at

Inverness

Day Month Year

On 22 09 2004 26.10.04

• Please print name.

before me •

MARY ELIZABETH MACKIE

Signed

Mary Elizabeth Mackie

Date

26.10.04

~~29.9.04~~

† 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.

ANDERSON SHAW & GILBERT

20 CHURCH STREET INVERNESS

Tel 01463 236123

DX number DX1N6 DX exchange



SGT 847902PO 1697
COMPANIES HOUSE 27/10/04
SGT 8357723U 0226
COMPANIES HOUSE 08/10/04

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

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

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

for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

COMPANIES HOUSE
FEE PAID
EDINBURGH

10

First directors and secretary and intended situation of
registered office

Company Name in full

PARTNERSHIPS FOR WELLBEING
LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

THE GATEWAY

14 MILLBURN ROAD

Post town

INVERNESS

County / Region

HIGHLAND

Postcode

IV23PX

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

ANDERSON SHAW & SILBERT

Address

20 CHURCH STREET

Post town

INVERNESS

County / Region

Postcode

IV1 1ED

Number of continuation sheets attached

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

ANDERSON SHAW & SILBERT

20 CHURCH STREET INVERNESS

Tel

DX number IW6

DX exchange



8CT 8479NZPN 1698
COMPANIES HOUSE 27/10/04
8CT 8387ZZ3E 0227
COMPANIES HOUSE 05/10/04

Form April 2002

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or

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name

PARTNERSHIPS FOR WELLBEING

NAME *Style / Title

MR.

*Honours etc

Forename(s)

MALCOLM LYALL

Surname

JACK

Previous forename(s)

Previous surname(s)

Address ††

LISITORIE

TOWER BRIDGE

Post town

INVERNESS

County / Region

HIGHLAND

Postcode

IV2 5BW

Country

SCOTLAND

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

Consent

Date

7/25/04

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR.

*Honours etc

O.B.E.

Forename(s)

GEORGE

Surname

BRUCE

Previous forename(s)

Previous surname(s)

Address ††

BRYN TIRION

CASTLE GREEN ROAD

Post town

THURSO

County / Region

CAITHNESS

Postcode

KW14 7DN

Country

SCOTLAND

Day Month Year

29/03/1936

Nationality

SCOTTISH

Date of birth

Business occupation

ADMINISTRATION MANAGER

Other directorships

CAITHNESS PARTNERSHIP LTD

CAITHNESS SPORTS FACILITIES

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

Consent signature

Date

14/9/04

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.

Directors (see notes 1-5)

Please list directors in alphabetical order

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME *Style / Title

MR

*Honours etc

Forename(s)

MALCOLM LYAZZ

Surname

JACK

Previous forename(s)

Previous surname(s)

Address †

LISMOKE

TOWER BRAE

Post town

INVERNOCH.

County / Region

HIGHLAND

Postcode

IV25 8LW

Country

SCOTLAND

Day Month Year

04 02 1941

Nationality

BRITISH

Business occupation

RETIRED

Other directorships

VOLUNTEERING HIGHLAND / BRB - INVERNOCH /
MRIN / HIGHLAND SOCIETY FOR BLIND PEOPLE
VISUAL IMPAIRMENT SERVICES - HIGHLAND
BLINDENFT - HIGHLAND

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

Consent signature

Date

7/12/04

This section must be signed by

Either

an agent on behalf
of all subscribers

Signed

Amendurichit
Agents

Date

26/10/04

7/12/04

Or the subscribers

(i.e. those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
PARTNERSHIPS FOR WELLBEING LIMITED**



Anderson Shaw & Gilbert
Solicitors
20 Church Street
INVERNESS IV1 1ED
Tel: 01463 236123



LP - 4 INVERNESS 1
FAS No. 0080

The Companies Acts 1985 to 1989

Company Limited by Guarantee and not having a Share Capital

Company Number:

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

PARTNERSHIPS FOR WELLBEING LIMITED

Anderson Shaw & Gilbert
Solicitors
20 Church Street
INVERNESS IV1 1ED
Tel: 01463 236123



LP - 4 INVERNESS 1
FAS No. 0080

THE COMPANIES ACTS 1985 TO 1989

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

**MEMORANDUM OF ASSOCIATION OF
PARTNERSHIPS FOR WELLBEING LIMITED**

1. The Company's name is **"PARTNERSHIPS FOR WELLBEING LIMITED"**.
2. The Company's registered office is to be situated in Scotland.
3. Every clause (including this clause) of the Memorandum and Articles of Association of the Company shall be interpreted as if it incorporated an over-riding qualification to the effect that the Company is not permitted to incur expenditure for the purpose of carrying out any activity which is not wholly charitable within the meaning of Section 360 of the Income and Corporation taxes Act 1970 (including any statutory amendment or re-enactment for the time being in force) (which meaning shall be assigned to the word "charitable" wherever it appears in this Memorandum of Association) and this clause shall be interpreted as if it incorporated a further over-riding qualification to the effect that in any case in which an activity permitted under this clause is in its nature capable of being carried on for purposes which are not charitable or only partly so, as well as for purposes which are wholly charitable, the powers of the Company under this clause in respect of the carrying on of such activity shall be deemed to be limited to the carrying on of such activity in such manner as will not prejudice the charitable status of the Company under the statutory provisions referred to above. Subject to such over-riding qualifications, the Company's objectives are:
 - (a) To contribute to the development and improvement of health, wellbeing and social care in a sustainable way throughout the Highlands of Scotland and as resources permit the United Kingdom, through active partnerships with individuals, communities, and private, statutory and voluntary sectors, tackling isolation and social exclusion in urban, rural and transient populations, facilitating independent and active living.
 - (b) The provision of advice and assistance with regard to the establishment and operation of enterprises whose activities are directed towards the aims referred to in subparagraph (a).
 - (c) The provisions of training opportunities for those referred to above with a view to such residents within the region acquiring skills which will assist them in obtaining paid employment.
 - (d) To do all such other lawful and charitable things as are necessary for the attainment of the objects referred to above.

In furtherance of the above objects but not further or otherwise the Company shall have the following powers:

- (1.) (a) Subject to such consents as may be required by law, to borrow and raise money for the furtherance of the objects of the Company in such manner and on such security as the Company may think fit.
- (b) To raise funds and to invite and receive contributions from any person or persons

whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability of the Company to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Company may think fit and provided also that the Company shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.

- (c) To lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company.
- (d) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (e) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks debenture stock or other securities or obligations of any other company.
- (f) To invest the moneys of the Company not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- (g) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects.
- (h) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects.
- (i) Subject to Clause 4 hereof to employ and pay such architects, surveyors, solicitors and other professional persons, workmen, clerks and other staff as are necessary for the furtherance of the objects of the Company.
- (j) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- (k) To make payments towards insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act.
- (l) To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland) whose objects are wholly or in part similar to those of the Company and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Company of any such charitable organisation, institution, society or body.
- (m) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the objects of the Company.

- (n) To do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Company is authorised to amalgamate.
- (o) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company.
- (p) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.
- (q) To act as holding Company of membership and other companies including wholly and partly owned subsidiary companies and other organisations and to hold membership or shares in and Securities of and make loans to other companies;

Provided that:

- (A) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (B) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
 - (C) The Company shall not sell, mortgage, charge or lease any property which it holds without such authority, approval or consent as may be required by law, and as regards any such property the Board of Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by law by any court or body over such Board of Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were incorporated.
4. The income and property of the Company shall be applied solely towards the promotion of its subjects 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 members of 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 s/he is a member, or within one year after he ceases to be a member, for payment of the Company's debts and liabilities 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 contributories among themselves.
 7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then some other charitable object.

We the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

.....

.....

Name and addresses of Subscribers

MALCOLM LYALL JACK
LISMORE
TOWERBRAE
INVERNESS

GEORGE BRUCE
BRYN TIRION
CASTLE SLAN ROAD
THURSO

MALCOLM L. JACK

SARAH M. BARKER
SARAH M. BARKER

SANDRA MARGARET BARKER
9 HISH STREET
AVOCH

13 JULY 2004

George Bruce
GEORGE BRUCE

ARTICLES OF ASSOCIATION OF PARTNERSHIPS FOR WELLBEING LIMITED

PRELIMINARY

In these regulations:

- (a) These Regulations shall be the regulations of the Company.
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

INTERPRETATION

In these regulations:

- **"the Act"** means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
- **"the articles"** means the articles of the Company.
- **"clear days"** in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day of which it is given or on which it is to take effect.
- **"executed"** includes any mode of execution.
- **"office"** means the registered office of the Company.
- **"the holder"** in relation to shares means the member whose name is entered in the register of members as the holder of the shares.
- **"secretary"** means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.
- **"the United Kingdom"** means Great Britain and Northern Ireland.
- Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Company.

1. MEMBERSHIP

- 1.1 The Subscribers to the Memorandum of Association of the Company and such other persons as are admitted to Membership in accordance with the Articles shall be Members of the Company. No person shall be admitted a Member of the Company unless he is approved by the Directors. Such persons shall in terms hereof be admitted to ordinary Membership of the Company.
- 1.2 Subject to the approval of the Directors, persons or bodies may be admitted to honorary Membership of the Company. An honorary Member is not entitled to vote at any meeting of the Company.
- 1.3 Any person or body who wishes to become a Member shall lodge with the Company a written application for Membership (in such form as the Directors require) signed by the applicant. 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 applications.

- 1.4 Membership shall also be open to approved bodies which shall be a body which in the opinion of the Directors has a connection with or similar objects and aims of the company. Such body shall in terms hereof be admitted to ordinary Membership of the Company and may appoint a representative who shall be entitled to attend and vote at all meetings of the Company.
- 1.5 The Directors shall maintain a register of members which shall be kept at the Registered Office and shall be open to the inspection of any person (whether or not a member of the Company) during business hours.
- 1.6 The Directors shall be entitled at their sole discretion to refuse to admit any person or organisation to membership.

2. NOTICE OF GENERAL MEETINGS

- 2.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority of not less than ninety five per cent of the members given that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. Provided that the notice shall contain particulars of any Directors who are to retire by rotation or otherwise at the meeting and of any persons who are to be proposed for appointment or re-appointment as Directors at the Meeting.

The notice shall be given to all the members and to the Directors and Auditors.

- 2.2 The accidental omission to Give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

3. PROCEEDINGS AT GENERAL MEETINGS

- 3.1 No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum. If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting or if during a meeting such quorum ceases to be present, the meeting if convened on the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
- 3.2 The chairman, if any, of the board of Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.
- 3.3 If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

- 3.4 A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 3.5 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 3.6 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

On a show of hands, every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

- 3.7 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 3.8 The demand for a poll may, before the poll is taken, be withdrawn only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 3.9 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 3.10 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 3.11 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 3.12 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 3.13 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

4. VOTES OF MEMBERS

- 4.1 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

- 4.2 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

- 4.3 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

*** Limited

I/We of being a member/members of the above named Company, hereby appoint
 of or failing him, of as my/our proxy to vote in my/our name(s) and on
my/our behalf at the annual/extraordinary general meeting of the Company to be held on ,
and at any adjournment thereof.

Signed on

- 4.4 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

*** Limited

I/We of being a member/members of the above-named Company, hereby appoint
 of , as my/our proxy to vote in my/our name(s) and on my/our behalf at the
annual/extraordinary general meeting of the Company, to be held on and at any
adjournment thereof. This form is to be used in respect of the resolutions mentioned below as
follows:

Resolution No. 1 * for * against

Resolution No. 2 * for * against

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of

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

- (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

- (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Director; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

5. NUMBER OF DIRECTORS

- 5.1 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 5.2 There shall be a minimum of three Directors and such other Directors as shall be determined from time to time by ordinary resolution. Subject to and in default of any such termination there shall be no maximum number of Directors.

6. POWERS OF DIRECTORS

- 6.1 Subject to the provisions of the Act, the memorandum and articles and to any Directors given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 6.2 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 determine, including authority for the agent to delegate all or any of his powers.

7. DELEGATION OF DIRECTOR'S POWERS

- 7.1 The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any Managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of Directors, so far as they are capable of applying.

8. APPOINTMENT UNDER RETIREMENT OF DIRECTORS

- 8.1 At the first Annual General Meeting all the Directors shall retire from office and at every subsequent Annual General Meeting one third of the Directors who are subject to retirement by rotation 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 Director who is subject to retirement by rotation, he shall retire. Provided however, that in the event of default in holding the first or any subsequent annual general meeting, the Directors who were due to retire from office at such meeting shall continue in office until such meeting is duly held when the provision of the Articles with respect to the retirement shall take effect as if such meeting had taken place timeously.

- 8.2 Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 8.3 If the Company, at the meeting at which a Director retires by rotation, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.
- 8.4 No person other than a Director retiring by rotation shall be appointed a Director at any General Meeting unless either:
- (i) he is recommended by the Directors; or
 - (ii) not less than fourteen nor more than thirty five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by the person of his willingness to be appointed.
- 8.5 Not less than seven nor more than twenty eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Company's register of Directors.
- 8.6 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire.
- 8.7 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account when determining the Directors who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 8.8 Subject as aforesaid, a Director who retires at the annual general meeting may, if willing to act, be re-appointed. If he 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.

9. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 9.1 The office of a Director shall be vacated if:
- (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

- (ii) and order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters, concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns office by notice to the Company; or
- (e) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.

10. DIRECTOR'S EXPENSES

- 10.1 The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees or Directors or general meetings or otherwise in connection with the discharge of their duties.
- 10.2 A Director may vote at any meeting of the Directors or of any Committee of the Directors on any resolution notwithstanding that it in any way concerns or relates to a matter in which he has directly or indirectly any kind of interest whatsoever and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting, PROVIDED THAT A Director shall not vote in relation to any payments or benefits being received by him or her.

11. DIRECTORS' APPOINTMENTS AND INTERESTS

- 11.1 Subject to the provisions of the Act, the Directors may appoint one or more of their number to the office of managing Director or to any other executive office under the Company and may enter into an agreement or arrangement for the provision by him of any services outside the scope of the ordinary duties of a Director but in no circumstances shall a Director be employed by the Company. Any such appointment, agreement or arrangement made is made upon such terms as the Directors determine and they may remunerate any such Director for his services, as they think fit. Any appointment of a Director to an executive office shall terminate if he ceases to be a Director. A managing Director and a Director holding any other executive office shall not be subject to retirement by rotation.
- 11.2 Subject to the provisions of the Act, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:
 - (a) may be a party to or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 11.3 For the purpose of regulation 11.2:
 - (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent to specified; and

- (b) any interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

12. PROCEEDINGS OF DIRECTORS

- 12.1 Subject to the provisions of the articles, the Directors may regulate their proceedings as they think fit. A Director may, and the secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 12.2 *The quorum for the transaction of the business of the Directors shall be three Directors or one-third whichever is the greater of the total number of Directors appointed.*
- 12.3 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 the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or call a general meeting.
- 12.4 The Directors may appoint one of their number to be the chairman of the board of Directors and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But 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 number to be chairman of the meeting.
- 12.5 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.
- 12.6 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 or (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.

13. SECRETARY

- 13.1 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.

14. MINUTES

- 14.1 The Directors shall cause minutes to be made in books kept for the purpose:
 - (a) of all appointments of offices made by the directors; and
 - (b) of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

15. ACCOUNTS

- 15.1 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 the statute or authorised by the Directors or by ordinary resolution of the Company.

16. NOTICES

- 16.1 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
- 16.2 The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address.
- 16.3 A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 16.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted.

17. INDEMNITY

- 17.1 a) Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto including 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 under Section 727 of the Act in which relief is granted to him by the Court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- b) The Directors shall have power to purchase and maintain for any Director, Officer or Auditor of the Company insurance against any such liability as is referred to in section 310 (1) of the Act.

18. RULES OR BYE-LAWS

- 18.1 The Directors may from time to time make such rules or bye-laws as they may deem necessary, expedient or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of Membership and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or Bye Laws regulate:
- (i) The admission and classification of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members.
 - (ii) The conduct of Members of the company in relation to one another and to the Company's Servants.

- (iii) The setting aside of the whole or any part or parts of the Company's premises at any particularly time or times or for any particular purpose or purposes.
- (iv) The procedure at General Meetings and meetings of the Directors and Committees of the Company in so far as such procedure is not regulated by these presents.
- (v) And, generally, all such matters as are commonly the subject matter of Company rules.

The company in General Meeting shall have power to alter or repeal the Rules and Bye Laws and to make additions thereto and the Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Company all such Rules or Bye Laws, which so long as they be in force, shall be binding on all Members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Articles of Association of the Company.

19. COMPANY NOT FORMED FOR PROFIT

- 19.1 (a) Clauses 4 and 7 of the Memorandum of Association relating to the income and property of the Company and to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.
- (b) Nothing herein shall prevent any payment in good faith by the Company:
- (i) of reasonable and proper remuneration to any Member, officer or employee of the Company (including a Director) for any services rendered to the Company;
 - (ii) of reasonable and proper consideration for the purchase by the Company of any property, asset or interest therein from any Member, Director or employee of the Company;
 - (iii) of interest on money lent by any Member, Director or employee of the Company at a reasonable and property rate per annum;
 - (iv) of reasonable and proper rent or other periodic payment for property let or occupied by the Company to any member, Director or employee of the Company, or
 - (v) to any Director of reasonable out of pocket expenses.

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13 July 2004

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