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N126146

THE COMPANIES (NORTHERN IRELAND) ORDER 1986

Company Limited by Guarantee and not having a Share Capital.

MEMORANDUM AND ARTICLES OF ASSOCIATION

- OF -

COLIN GLEN TRUST

EDWARDS & COMPANY,
SOLICITORS,
111 VICTORIA STREET,
BELFAST BT1 4JS

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THE COMPANIES (NORTHERN IRELAND) ORDER 1986

Company Limited by Guarantee and not having a Share Capital

22 NOV 1991

MEMORANDUM OF ASSOCIATION

- OF -

COLIN GLEN TRUST

N126146/1
REGISTERED
27 NOV 1991

1. The Company's name is Colin Glen Trust (hereinafter called "the Company").

2. The Company's registered office is to be situated in Northern Ireland.

3. (a) The objects for which the Company is established are firstly to promote the conservation protection and improvement of the natural environment in the area adjacent to Colin Glen area of Belfast and elsewhere in Northern Ireland (hereinafter called "the area") and secondly to provide facilities in the interests of social welfare for recreation and leisure time occupation with the object of improving the condition of life of the inhabitants of the area and thirdly to advance education and awareness of environmental matters for the public in general and specifically for those in the area.
(b) In furtherance of these objects or any of them but not further or otherwise the Company shall have the following further powers (which shall nonetheless not affect the generality of the objects):-

(i) To educate the public regarding the use and abuse of the environment and promote awareness regarding the conservation and improvement of the physical and natural environment.

(ii) To procure, promote and effect the achievement of the objects (or any of them) by bringing together all human and material resources of whatsoever kind and the giving of such advice and practical assistance as shall be considered appropriate for that purpose.

(iii) To organise or procure the organisation of seminars, course, conferences, colloquia, schools or other meetings for the furtherance of the said objects or any of them.

(iv) To employ, engage or retain the services of such persons (as may be necessary for the attainment of the objects) on such terms as may be thought fit.

(v) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient to raise voluntary funds and receive and accept contributions by way of donations and grants and otherwise and accept and receive gifts or property of any description whether subject to any special trust or not PROVIDED THAT the Company shall not undertake any permanent trading activities (save in furtherance of its main objects) in raising funds for its charitable objects.

(vi) To purchase, take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or priveleges and to construct maintain and alter any buildings pr erections which the company may think necessary for the promotion of its objects.

(vii) To publish or distribute books, pamphlets, reports, leaflets, journals, films, tapes, video tapes and instructional matter and to organise lectures, broadcasts and courses of instructions.

(viii) Subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit including making reasonable charges for any services provided hereunder (whether to beneficiaries or not).

(ix) To remunerate any person, firm or company rendering services to the Company.

(x) To collaborate with any organisation or department of Government Local Government or any firm or company having objectives similar in whole or in part whith those of the Company.

(xi) In the furtherance of the Company's objectives, to lend and advance money or give credit on such terms as seem expedient and with or without security to customers and others; to enter into guarantees, contracts of indemnity and suretyships of all kinds and to receive money on deposit or loan upon such terms as the Company may approve.

(xii) To enter into any arrangements with the Government or Authority, supreme, municipal, local or otherwise, or company, that may seem conducive to the Company's objects or any of them, and to obtain from any such decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the same.

(xiii) To grant pensions, gratuities, annuities, superannuation or other allowances or benefits to any person who may be or have been in the employment or service in any capacity of the Company.

(xiv) To establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit persons living working in or resorting to the area or otherwise advance the interests of the Company or of its members.

(xv) To establish and support or aid in the establishment and support or to amalgamate with any other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further the said objects.

(xvi) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary to further the said objects.

(xvii) To invest the moneys of the Company not immediately required for its own purposes in or upon such investments, securities, or property as may be thought fit in the absolute discretion of the Board subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(xviii) To provide or procure the provision of counselling and guidance in furtherance of the said objects or any of them.

(xix) To pay out of the funds of the Company the costs of forming and registering the Company.

(xx) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or otherwise turn to account all or any of the property or assets of the Company.

(xxi) To do all such other lawful things as may be necessary for the attainment of the said objects or any of them.

(xxii) If 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 the manner allowed by law, having regard to such trusts.

(xxiii) The Company objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

4. The income and property of the Company from whatever source derived, shall be applied solely towards the promotion of the said objects 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 (and no member of its Board shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company).

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company :

(a) of reasonable and proper remuneration to any members, officer or servant of the Company (not being a member of the Board) for any services rendered to the Company.
(b) of interest on money lent by any member of the Company (or of its Board) at 2% less than the Base Rate for the time being of the Company's Bankers or 3% whichever is the greater;

(c) of any reasonable and proper rent for premises demised or let by any member of the Company (or of its Board);

(d) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of the Company;

(e) to any member of its Board of reasonable out of pocket expenses and

(f) to any Director for the time being hereof being a solicitor or other person engaged in any profession for all usual professional or other reasonable charges for work done by him or his firm when instructed by the other Directors to act in that capacity on behalf of the Company.

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company if it is wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributaries among themselves such amount as may be required not exceeding £1.00.

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 among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members within three months of the members resolution passed initiating the winding-up failing which, and if and so far as effect cannot be given to such provision, then to such other charitable object as the Board shall resolve upon.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditures take place, of all sales and purchases of goods or services by the Company and of the property, credits and liabilities of the Company and, subject to any reasonable restrictions as to the time and manner of inspection the same that may be imposed in accordance with the regulations of the Company for the time being, such accounts shall be open to the inspection of the members. 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 sheet ascertained by one or more properly qualified Auditor or Auditors.

We the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agreed to take the number of shares in the capital of the Company set opposite our names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

1. William Heaney,
   Retired,
   5 Malone Court Mews,
   Belfast.

2. Patrick McWilliams
   Minister of Religion,
   Cloona House,
   31 Colin Road,
   Poleglass,
   Dunmurry.

3. Joseph Mullan,
   Project Manager,
   31 Woodside Park,
   Poleglass.

4. Frank Murphy,
   Chief Executive,
   5 Glengoland Park,
   Belfast.

5. Brendan Lambon,
   Retail Supervisor,
   18 Glengoland Park,
   Belfast.

6. Dr. Desmond O'Reilly,
   Principal Lecturer,
   43 Glengoland Gardens,
   Belfast.

7. Dr. Jack Hanvey,
   Chartered Chemist,
   91 HOrn Drive,
   Belfast.

Dated this 18 day of November 1991

Witness to the above signatures: Fiona ... Solicitor
111 Victoria Street, Belfast

THE COMPANIES (NORTHERN IRELAND) ORDER 1986

Company Limited by Guarantee and not having a Share Capital

N126146/2

MEMORANDUM AND ARTICLES OF ASSOCIATION

- OF -

COLIN GLEN TRUST

REGISTERED
27 NOV 1991

INTERPRETATION

1. In these regulations:-

"the Order" means the Companies (Northern Ireland) Order 1986 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 deemd to be given and the day for which it is given or on which it is to take affect;

"executed" includes any mode of execution;

"office" means the registered office of the company;

"the seal" means the common seal of the company;

"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 meanting as in the Order but excluding any statutory modification thereof not in force when these regulations become binding on the company.

MEMBER

2. 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. Every person who wishes to become a member shall deliver to the company an application for membership, in such form as the directors require, executed by him.

3. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

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

5. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Order, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.

NOTICE OF GENERAL MEETINGS

6. 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 it is 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 together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

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.

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

PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any meetings unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member of a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

9. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such day, time and place as the directors may determine.

10. 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.

11. 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.

12. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

13. 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 busienss to be transacted. Otherwise it shall not be necessary to given any such notice.

14. 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 Order a poll may be demaned:-

(a) by the chairman; or
(b) by at least two members 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.

15. 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.

16. The demand for a poll may, before the poll is taken, be withdrawn but 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.

17. 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.

18. 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.

19. 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 question 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.

20. 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 specifiying the time and place at which the poll is to be taken.

21. 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.

VOTES OF MEMBERS

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

23. 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 controller, receiver, curator bonis or other person authorised in that behalf appointed by that Court, and any such controller, 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 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.

24. 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 tnedered 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.

NUMBER OF DIRECTORS

25. Unless otherwise determined by ordinary resolution, the number of directors (other than a alternate directors) shall not be subject to any maximum but shall be not less than two.

POWERS OF DIRECTORS

26. Subject to the provisions of the Order, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company. 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 pwoer given to the directors by the articles and a meeting of director at which a quorum is present may exercise all powers exercisable by the directors.

27. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF DIRECTORS' POWERS

28. The Committee may delegate any of its powers to sub-committees consisting of such persons as it thinks fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable;

A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or, if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the Committee members present may choose one of their number to chair the meeting;

A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote;

APPOINTMENT AND RETIREMENT OF DIRECTORS

29. At the first annual general meeting all the directors shall retire from Office, and at every subsequent annual general meeting one-thirde 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.

30. Subject to the provisions of the Order, the directors to retire by rotation 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.

31. 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 resolve dnot to fill the vancncy or unless a resolution for the re-appointment of the directors is put to the

meeting and lost.

32. No person other than a director retiring by rotation shall be appointed or re-appointed a director at any general meeting unless:-

(a) he is recommended by the directors; or

(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the company's register or directors together with notice executed by that person of his willingness to be appointed or re-appointed.

33. 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 recieve 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 re-appointment 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 re-appointment 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.

34. 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 retir.e

35. 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 in 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.

36. Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meetings appointes some in his place, or if it does not do so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

37. The office of a director shall be vacated if:-

(a) he ceases to be a director by virtue of any provision of the Order or he becomes prohibited by law from being a director; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditiors generally; or

(c) he is, or may be suffering from mental disorder and either:-

(i) he is detained for treatment within the meaning of Article 12(5) of the Mental Health (Northern Irelnad) Order 1986; or

(ii) an 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 controller, receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(d) he resigns his 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.

RENUMERATION OF DIRECTORS

38. 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 of directors or general meetings or separate meetings of the holders of debentures of the company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTEREST

39. Subject to the provisions of the Order 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 with any director for his employment by the company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be 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 but without prejudice to any claim to damages for breach of the contract of service between the director and the company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.

40. Subject to the provisions of the Order, 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,k or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise itnerested.

(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 transsaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

41. For the purposes of regulation 50:-

(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 so specified; and

(b) an 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.

DIRECTORS' GRATUITIES AND PENSIONS

42. The directors may provide benefits, whether by the paymernt of gratuities or pensions or by insurance or otherwise, for any director who was held but no longer holds any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or a predecessor in business of the company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

43. 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. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

44. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

45. 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 of calling a general meeting.

46. 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.

47. 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.

48. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors 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; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

49. Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interest of the company unless his interest or duty arises only because the case falls within one or more of the following paragraphs.

(a) the resolution relates to the giving to im of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the company or any of its subsidiaries;

(b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of obligation of the company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.

(c) his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the company or any of its subsidiaries or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the company or any of its subsidiaries for subscription, purchase or exchange

(d) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes;

For the purposes of this regulation, an interest of a person who is, for any purpose of the Order (excluding any statutory modification thereof not in force when this regulation becomes binding on the

company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate directory without prejudice to any interest which the alternate director has otherwise.

50. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

51. The company may be 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 o f a committee of directors.

52. Where proposals are under consideration concerning the appointnment of two or more directors to offices or employments with the company or any body corporate in which the company is interest the proposals may be divided and considered in relation to each director separately and (provided he 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 ofr each resolution except that concerning his own appointment.

53. 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 chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

SECRETARY

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

MINUTES

55. The directors shall cause minutes to be made in books kept for the purpose -

(a) of all appointments of officers made by the directors; and

(b) of all proceedings at meetings of the company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

THE SEAL

56. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

ACCOUNTS

57. No member shall (as such) have any right of inspecting any accounting records or other books or document of the Company except

as conferred by statute or authorised by the directors or by ordinary resolution of the company.

NOTICES

58. 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.

59. 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. A member whose registered address is not within the Unaited Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the company.

60. 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 purposes for which it was called.

61. 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 48 hours after the envelope containing it was posted.

INDEMNITY

62. Subject to the provisions of the Order, but without prejudice to any indemnity to whcih 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 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.

NAMES	ADDRESSES and description of subscribers

1. William Heaney,
   Retired,
   5 Malone Court Mews,
   Belfast.

2. Patrick McWilliams
   Minister of Religion,
   Cloona House,
   31 Colin Road,
   Poleglass,
   Dummurry.

3. Joseph Mullan,
   Project Manager,
   31 Woodside Park,
   Poleglass.

4. Frank Murphy,
   Chief Executive,
   5 Glengoland Park,
   Belfast.

5. Brendan Lambon,
   Retail Supervisor,
   18 Glengoland Park,
   Belfast.

6. Dr. Desmond O'Reilly,
   Principal Lecturer,
   43 Glengoland Gardens,
   Belfast.

7. Dr. Jack Hanvey,
   Chartered Chemist,
   91 HOrn Drive,
   Belfast.

Dated this 18th day of November 1991

Witness to the above signatures: Fiona Holmes Solicitor
114 Victoria Street, Belfast
Belfast

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COMPANIES FORM No. 23

Statutory Declaration of compliance with requirements on application for registration of a company

23

Please do not write in this margin

Pursuant to Article 23(3) of the Companies (Northern Ireland) Order 1986.

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

For official use N126463

Name of company

* Colin Glen Trust

* t full name of Company

I, Fiona Holmes

of Edwards and Company

111 Victoria Street,

Belfast BT1 4JS

† 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 Article 21(2)~~]† and that all the requirements of the above Order 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 provisions of the Statutory Declarations Act 1835

Declared at 109 Victoria Street Belfast

the second day of December

One thousand nine hundred and ninety-one

before me a Solicitor

Declarant to sign below

Fiona Holmes

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

John M. Caldwell

Presentor's name address and reference (if any):
Edwards & Co.,
Solicitors,
111 Victoria Street,
Belfast. BT1 4JS

For official use

Public Office

New Companies Section

REGISTERED
27 DEC 1991

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COMPANIES FORM No. 21

Statement of first directors and secretary and intended situation of registered office

21

Please do not write in this margin

Pursuant to Article 21 of the Companies (Northern Ireland) Order 1986.

To the Registrar of Companies

Please complete legibly, preferably in black type, or bold block lettering

For official use

N126146/4

Name of company

*insert full name of company

*	Colin Glen Trust

The intended situation of the registered office of the company on incorporation is as stated below

Cloona House,		
31 Colin Road,		
Poleglass		
Dunmurry	Postcode	BT17 0LG

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

Edwards & Co.,		
Solicitors,		
111 Victoria Street,		
Belfast.	Postcode	BT1 4JS

Number of continuation sheets attached (see note 1)

4

Presentor's name address and reference (if any):

Messrs. Edwards & Co.,
Solicitors,
111 Victoria Street,
Belfast. BT1 4JS

For official use

Public Office

New Companies Section

REGISTERED
27 NOV 1991

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) William Heaney	Business occupation Retired
Previous name(s) (note 3) –	Nationality Irish
Address (note 4) 5 Malone Court Mews, Belfast	Date of birth (where applicable) (note 6) –
Postcode BT0 6PA	
Other directorships † Blind Centre for Northern Ireland	
I consent to act as director of the company named on page 1	
Signature W J Heaney	Date 19/11/91

† enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3) Patrick McWilliams	Business occupation Minister of Religion
Previous name(s) (note 3) –	Nationality Irish
Address (note 4) Cloona House, 31 Colin Road Poleglass Dunmurry	Date of birth (where applicable) (note 6) –
Postcode BT17 0LG	
Other directorships † Dairy Farm Community Enterprises Limited Glenwood Enterprises LImited	
I consent to act as director of the company named on page 1	
Signature Patrick McWilliams	Date 19/11/91

Name (note 3) Joseph Mullan	Business occupation Project Manager
Previous name(s) (note 3) –	Nationality Irish
Address (note 4) 31 Woodside Park, Poleglass Dunmurry	Date of birth (where applicable) (note 6) –
Postcode	
Other directorships † Dairy Farm Community Enterprises Limited	
I consent to act as director of the company named on page 1	
Signature Joseph Mullan	Date 19/11/91

Please do not write in this margin

COMPANIES FORM No. 21 (cont.)

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No. to Form No. 21

For official use

N 126146

F complete le y, preferably in black type, or bold block lettering

Name of company

*insert full name of Company

* Colin Glen Trust

Particulars of other directors (continued)

Name (note 3) Frank Murphy	Business Occupation Chief Executive
Previous name(s) (note 3) –	Nationality Irish
Address (note 4) 5 Glengoland Park, Belfast Postcode	Date of birth (where applicable) (note 6) –

I consent to act as director of the company named above

Signature F J Murphy Date 19/11/91

Particulars of other directorships

None

Particulars of other directorships (continued)

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

Please do not write in this margin

COMPANIES FORM No. 21 (cont.)

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No. to Form No. 21

For official use

N126146

P complete legibly, preferably in black type, or bold block lettering

Name of company

*insert full name of Company

* Colin Glen Trust

Particulars of other directors (continued)

Name (note 3) Dr. Desmond O'Reilly	Business Occupation Principal Lecturer
Previous name(s) (note 3) –	Nationality Irish
Address (note 4) 43 Glengoland Gardens, Belfast	Date of birth (where applicable) (note 6) –
Postcode	

I consent to act as director of the company named above

Signature D O'Reilly Date 8/11/91

Particulars of other directorships

None

Particulars of other directorships (continued)

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

Please do not write in this margin

COMPANIES FORM No. 21 (cont.)

Statement of first directors and secretary and intended situation of registered office (continuation)

Please complete legibly, preferably in black type, or bold block lettering

Continuation sheet No. to Form No. 21

For official use

N126146

Name of company

*insert full name of Company

* Colin Glen Trust

Particulars of other directors (continued)

Name (note 3) Dr. Jack Hanvey	Business Occupation Chartered Chemist
Previous name(s) (note 3) –	Nationality British
Address (note 4) 91 Horn Drive, Belfast	Date of birth (where applicable) (note 6) –
Postcode	

I consent to act as director of the company named above

Signature J J Hanvey Date 19/11/91

Particulars of other directorships

Oranmore Business Centre
Colinbrook Community Workshop

Particulars of other directorships (continued)

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block letterin

Please do not write in this margin

COMPANIES FORM No. 21 (cont.)

Statement of first directors and secretary and intended situation of registered office (continuation)

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Continuation sheet No. to Form No. 21

For official use

N126146

Name of company

*insert full name of Company

* Colin Glen Trust

Particulars of other directors (continued)

Name (note 3) Brendan Lambon	Business Occupation Retail Supervisor
Previous name(s) (note 3) –	Nationality Irish
Address (note 4) 18 Glengoland Park, Belfast	Date of birth (where applicable) (note 6) –
Postcode	

I consent to act as director of the company named above

Signature Brendan G. Lambon Date 19/11/91

Particulars of other directorships

None

Particulars of other directorships (continued)

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block letterin

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	Frank Murphy
Previous name(s) (note 3)	-
Address (notes 4 & 7)	5 Glengoland Park, Belfast
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	F J Murphy — Date 19.11.91

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

NOTE: This form must be signed by an agent on behalf of the subscribers, or by all the subscribers. Please complete the appropriate box below.

EDWARDS AND Co.	
Signature of agent on behalf of subscribers	Date 19/11/91

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Notes

1: If the spaces on Page 2 are insufficient the names and particulars must be entered on the prescribed continuation sheet(s).

2. 'Director' includes any person who occupies the position of a director, by whatever name called.

3. For an individual, his present Christian name(s) and surname must be given, together with any previous Christian name(s) or surname(s).

   'Christian name' includes a forename. In the case of a peer or person usually known by a title different from his surname, 'surname' means that title. In the case of a corporation, its corporate name must be given.

   A previous Christian name or surname need not be given if:—

   (a) in the case of a married woman, it was a name by which she was known before her marriage; or

   (b) it was changed or ceased to be used at least 20 years ago, or before the person who previously used it reached the age of 18; or

   (c) in the case of a peer or a person usually known by a British title different from his surname, it was a name by which he was known before he adopted the title or succeeded to it.

4. Usual residential address must be given or, in the case of a corporation, the registered or principal office.

5. The names must be given of all bodies corporate incorporated in Northern Ireland of which the director is also a director, or has been a director at any time during the preceeding five years.

   However, a present or past directorship need not be disclosed if it is, or has been, held in a body corporate which, throughout that directorship, has been:—

   (a) a dormant company (which is a company which has had no transactions required to be entered in the company's accounting records, except any which may have arisen from the taking of shares in the company by a subscriber to the memorandum as such);

   (b) a body corporate of which the company making the return was a wholly-owned subsidiary;

   (c) a wholly-owned subsidiary of the company making the return; or

   (d) a wholly-owned subsidiary of a body corporate of which the company making the return was also a wholly-owned subsidiary.

6. Dates of birth need only be given i the company making the return is:—

   (a) a public company;

   (b) the subsidiary of a public company; or

   (c) the subsidiary of a public company registered in Great Britain.

7. Where all the partners in a firm are joint secretaries, only the name anc principal office of the firm need be stated.

   Where the secretary or one of the joint secretaries is a Scottish firm the details required are the firm name and its principal office.

Dd 8986459 50c 5/89 WT Gp 151

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COMPANIES FORM No. 40(5)(a)

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

40(5)(a)

Please do not write in this margin

Pursuant to Article 40 (5)(a) of the Companies (Northern Ireland) Order 1986.

Please complete legibly, preferably in black type, or bold block lettering

For official use [ ] For official use N126140/5

Name of company

* Colin Glen Trust

Note
The declaration should accompany the application for the registration of the company

*insert full name of company

I, Fiona Holmes

of 111 Victoria Street,
Belfast. BT1 4JS

a [Solicitor engaged in the formation of the above-named company] [~~person named as director or secretary of the above company in the statement delivered under Article 21 of the above Order~~]† do solemnly and sincerely declare that the company complies with the requirements of Article 40(3) of the above Order.

†delete as appropriate

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

Declared at 109 Victoria Street Belfast in the County of the City of Belfast

the 19th day of November

One thousand nine hundred and 91

before me Janet Ferguson

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Declarant to sign below

Fiona Holmes Solicitor

Presentor's name address and reference (if any):

Edwards & Co.,
Solicitors,
111 Victoria Street,
Belfast. BT1 4JS

For official use

Public Office

New Companies Section

REGISTERED
27 NOV 1991

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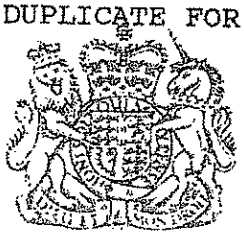

NI26146

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

COLIN GLEN TRUST

is this day incorporated under the Companies (Northern Ireland) Order 1986; and that the Company is limited

Given under my hand at Belfast, this TWENTY-SEVENTH day of NOVEMBER One Thousand Nine Hundred and NINETY-ONE

Assistant Registrar of Companies for Northern Ireland

Certificate received by [illegible] Solicitor

Edwards & Co 111 Victoria Street Belfast Date 3.12.91