

The Companies Act 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF THE LANGHOLM INITIATIVE

(As amended by Special Resolution passed on 12 May 2008)

Definitions and Interpretation

- 1 In these articles “the Act” means the Companies Acts 1985 and 1989 and any reference in these articles to a provision of the act shall be deemed to include any statutory modification or re-enactment of the provision for the time being in force.
- 2 “The 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.
- 3 Any reference in these articles of “clear days” in relation to period of notice indicates that in calculating such period the day when notice is given or deemed to be given and the day for which it is given or on which it is due to take effect are to be excluded.
- 4 Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification not in force at the date of incorporation of the company.
- 5 The Interpretation Act 1978 shall apply to these articles as it applies to any Act of Parliament.

Membership

- 6 The subscribers to the memorandum of association and such other persons or corporate bodies as are admitted to membership in accordance with these articles shall be members of the company.
- 7 Membership shall not be transferable and shall cease on death.

Types of Membership

- 8 Membership will be registered as one of four types: Full Community Members, Full Members, Special Members and Junior Members; Full Community Members will be those qualifying under article 15(a); Full Members will be either individuals or businesses and organisations qualifying under article 15 (b), (c) or (d); special Members are as defined in article 11; Junior Members are those between the ages of eleven and sixteen who would otherwise qualify under article 15(a).
- 9 Full Community Members shall always be numerically the majority of the total membership.

- 10 Full Members which are businesses or organisations will at the time of application to join indicate the category of membership applied for from the following categories:
- Accommodation, Catering and Licensed Premises
 - Manufacturing and Service
 - Retail
 - Voluntary, Social and Sporting Bodies
 - Forestry and Agriculture
- 11 Special Membership will be granted to:
- Dumfries and Galloway Council (2 places)
 - Scottish Enterprise Dumfries and Galloway (1 place)
 - Langholm Ewes and Westerkirk Community Council (1 place)
 - Visit Scotland Dumfries and Galloway (1 place)
- 12 The bodies entitled to special membership may be added to or deleted from by the membership at a general meeting.
- 13 Special Members and Junior Members shall not be required to pay any membership subscription; articles 25 to 29 shall be deemed to be modified accordingly.
- 14 Special Members and Junior Members shall have full membership rights subject only to articles 60 and 95.

Qualification for Membership

- 15 Subject to articles 8, 9, 10 and 11 membership shall be open to any person, firm, company or business and to any sporting, social or voluntary organisation:
- a. who is resident within the Operating Area or,
 - b. whose place of employment or business is in the Operating Area or,
 - c. whose main base of activity is in the Operating Area or,
 - d. who (although not fulfilling any of the qualifications under paragraphs (a) to (c) of this article) is nominated by two members who themselves (according to the entries in the register of members) fulfil one or more of such qualifications.
- 16 No employee of the company may become a member. A person admitted to membership shall automatically cease to be a member if he becomes an employee of the company.
- 17 The directors shall not be entitled to refuse to admit any person to membership, providing that he fulfils one or more of the qualifications under article 15 and is not debarred from membership under article 16, without good cause or reason to do so: the directors shall be bound to refuse to admit any person, business or organisation to membership if this admission to membership would result in the Full Community Members (reckoned by reference to entries in the register of members at any relevant time) ceasing to be a majority of the members as in article 9.

Application for Membership

- 18 Any person who wishes to become a member shall lodge with the company a written application for membership (in such a form as the directors require) signed by him and (where nomination is required under article 15 (d)) signed by the persons nominating him for membership; where an applicant claims to fulfil one of the qualifications under article 15, he shall lodge with the company such supporting evidence as the directors require.
- 19 Each application for membership shall be considered by the directors at the first meeting of the directors which is held after receipt by the company of the written application (and if appropriate, supporting evidence) required under the preceding article.

- 20 If the directors resolve at any meeting to refuse admission of an applicant to membership, they shall notify the applicant in writing accordingly within a period of seven days after the meeting.
- 21 If the directors resolve at any meeting to admit an applicant to membership, the directors shall notify the applicant in writing within a period of seven days after the meeting and such notification shall include a request for payment of the annual membership subscription.
- 22 Any resolution by the directors to the effect that an applicant is to be admitted to membership shall be deemed conditional on payment by the applicant of the full amount of the annual membership subscription (whatever the period between the date of such resolution and the date on which the membership subscription next falls due); no applicant shall be entered into the register of members unless and until such subscription has been received by the company.

Register of Members

- 23 In addition to the particulars required by section 352 of the Act, there shall be entered in the register of members against the name of each member particulars of the qualification(s) under article 15 which (on the basis of the evidence last supplied by him to the company) he fulfils, or if he does not (on the basis of such evidence) fulfil any of such qualifications, a statement to that effect.
- 24 The directors may at any time by notice in writing request any member to lodge with the company such evidence as the directors may reasonably require with a view to establishing whether or not he fulfils any of the qualifications under article 15; if a member fails to comply with any such notice, he shall be deemed not to fulfil any of such qualifications.

Membership Subscription

- 25 Unless otherwise determined by ordinary resolution of the members, the amount of the annual membership subscriptions shall be;
 - a. Free for all individual members
 - b. £15 or £20 for business or organisational members depending on service options.
- 26 The annual membership subscription shall be due on each accounting reference date of the company and shall (subject to articles 22 and 29) be deemed to relate to the period from that accounting reference date to the date falling immediately prior to the next accounting reference date.
- 27 The directors shall give to the members at least ten clear days notice of each accounting reference date; each notice shall specify the amount of the membership subscription which will be due and shall state the possible consequence (under the following article) of failure to make payment.
- 28 If the company has not received a member's annual membership subscription by the date occurring fourteen days after the accounting reference date on which it fell due (or by the date, if later, occurring twenty four days after notice complying with the preceding article were given to the members), the directors may by resolution expel him from membership.
- 29 A person who ceases to be a member shall not be entitled to any refund of the annual membership subscription (whatever the period between the date on which the membership subscription last fell due and the date of ceasing to be a member).

Withdrawal from Membership

- 30 Any person who wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such a form as the directors require), signed by him; on receipt of such notice by the company he shall cease to be a member.

Expulsion from Membership

- 31 Subject to articles 32 to 35, the company may, by special resolution expel any person from membership.
- 32 Any member who wishes to propose at any meeting a resolution for the expulsion of any person from membership shall lodge with the company written notice of his intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
- 33 The company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned and the member concerned shall be entitled to make written representations to the company with respect to the notice.
- 34 If representations are made to the company in pursuance of the preceding article, the company shall (unless such representations are received too late by the company for it to do so)
- a. state the fact of the representation having been made in the notice convening the meeting at which the resolution is to be proposed and
 - b. send a copy of the representation to every person to whom notice of the meeting is or was given.
- 35 Whether or not a copy of the written representations has been given to each of the persons entitled to receive notice of the meeting, the member concerned shall be entitled to be heard on the resolution at the meeting.
- 36 Failure to comply with any of the provisions of articles 32 to 35 shall render any resolution for the expulsion of a person from membership invalid.
- 37 A person expelled from membership under articles 32 to 34 shall cease to be a member with effect from the time at which the relevant resolution is passed.

General Meetings

- 38 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 39 An extraordinary general meeting shall be convened by the directors on requisition by not less than five full members (under section 368 of the Act) or on requisition by a resigning auditor (under section 391 of the Act).
- 40 Subject to the preceding article and to the requirements under section 366 of the Act as to the holding of annual general meetings, the directors may convene general meetings whenever they think fit.

Notice of General Meetings

- 41 An annual general meeting and an extraordinary general meeting convened for the passing of a special resolution or a resolution requiring special notice 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.

- 42 A notice convening a meeting shall specify the time and place of the meeting; it shall also state the terms of any resolution which is to be proposed as a special resolution or extraordinary resolution or which constitutes a resolution requiring special notice and shall indicate the general nature of any other business to be transacted at the meeting.
- 43 A notice convening an annual general meeting shall specify the meeting as an annual general meeting.
- 44 Notice of every general meeting shall be given to all members and the directors, and to the auditors or reporting accountants.
- 45 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 the meeting.

Proceedings at General Meetings

- 46 No business shall be transacted at any meeting where fewer than ten members are present and, of those members present the majority shall be Full Community Members.
- 47 If the quorum required under the preceding article is not present within half an hour after the time appointed for the meeting, or if during the meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairman of the meeting.
- 48 The chairman shall (if present and willing to act as chairman) preside as chairman of the meeting. If the chairman is not present and willing to act as chairman within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairman or, if there is only one director present and willing to act, he shall be chairman
- 49 If no director willing to act as chairman is present within half an hour after the time appointed for holding the meeting the members present shall elect one of their number to be chairman.
- 50 A director shall, notwithstanding that he is not a Full Member, be entitled to attend and speak at any general meeting.
- 51 The chairman may, with the consent of the 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.
- 52 No business shall be transacted at an adjourned meeting other than the business which could properly have been transacted at the meeting which was adjourned if the adjournment had not taken place.
- 53 Where a meeting is adjourned for thirty days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and indicating the general nature of the business to be transacted; in any other case, it shall not be necessary to give any notice of an adjourned meeting.
- 54 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 results of the show of hands a poll is demanded by the chairman or by at least one quarter of the members present in person at the meeting.

- 55 Unless a poll is demanded in accordance with the preceding article, 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 or against the resolution.
- 56 The demand for a poll may, before the poll is taken, be withdrawn but only at the consent of the chairman; a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made nor the result of a show of hands declared after the demand is so withdrawn.
- 57 If a poll is demanded in accordance with article 54, it shall be taken at once by means of a secret ballot of all the members present and entitled to vote conducted in such a manner as the chairman may direct; the result of such a poll shall be declared at the meeting at which the poll was demanded.
- 58 A resolution in writing signed by all the members shall be as effectual as if it had been passed at a general meeting duly convened and held; it may consist of several documents in the same form signed by one or more members.

Vote of Members

- 59 Every member shall have one vote which must be given personally. For the avoidance of doubt, a body corporate shall nominate a representative to vote on its behalf.
- 60 Special members will not be entitled to vote at general meetings.
- 61 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 62 No objection may be raised as to the validity of any vote except at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid; any such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

Maximum Number of Directors

- 63 Unless otherwise determined by a members' resolution, the minimum number of directors shall be five and the maximum number of directors shall be eight.

Appointment, Retiral, Re-appointment of directors

- 64 The board of directors will be appointed at each annual general meeting and will comprise Chairman, Vice Chairman, Treasurer, and at least two and a maximum of five other members.
- 65 The Chairman, Vice Chairman and Treasurer will be appointed by the membership at the annual general meeting from the Full Community Membership.
- 66 The members will decide at each annual general meeting the number of other directors to be appointed before nominations are requested. Full Members and Special Members are both eligible for election as directors so long as the Full Community Members form a two thirds majority of the Board.
- 67 Not used

- 68 Any member who wishes to be considered for appointment as a director at an annual general meeting shall lodge with the company written notice of his willingness to be appointed (in such form as the directors require), signed by him at least seven days before the date of the annual general meeting.
- 69 At an annual general meeting the company may by ordinary resolution appoint as a director any member in respect of whom a written notice of willingness to accept such an appointment has been received in compliance with the preceding article.
- 70 The directors may at any time appoint any member (providing he is willing to act), to be a director either to fill a vacancy or as an additional director.
- 71 On the adoption of these Articles all the then directors shall retire from office.
- 72 At each annual general meeting all directors shall retire from office.
- 73 The company may at any annual general meeting by ordinary resolution re-appoint any director who retires from office at the meeting under article 72 (providing he is willing to act). If any such director is not re-appointed, he shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

Disqualification and Removal of Directors

- 74 A director shall vacate office if:
- a. he ceases to be a director by any provision of the Act or becomes prohibited by law from being a director.
 - b. he becomes bankrupt
 - c. he becomes incapable for medical reasons of fulfilling the duties of his office and such incapacity is expected to continue for a period of more than six months.
 - d. he becomes an employee of the company.
 - e. he resigns office by notice to the company.
 - f. he is absent for a period of more than six months (without permission from the directors) from meetings of directors held during that period and the directors resolve to remove him from office.
 - g. he is absent without reasonable excuse from two consecutive meetings and other directors resolve to remove him from office.

Appointment to Executive Office

- 75 Not used
- 76 Not used
- 77 Not used
- 78 Not used
- 79 Not used

Director's Interests

- 80 Subject to the provisions of the Act and clause 4 of the memorandum of association, 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 in any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the company or in which the company is interested and;
- c. shall not, by reasons 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.

81 And no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

82 For the purposes of the preceding article:

- 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 person or class of persons is interested shall be deemed to be 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 not knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Director's Remuneration and Expenses

83 No director shall be entitled to any remuneration in respect of his office as a director of the company.

84 The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings, meetings of committees of directors or meetings of General Committees or otherwise in connection with the discharge of their duties.

85 No director shall be paid any remuneration whatsoever in return for legal, financial, professional or any other specialist services rendered to the company except for the payment of properly incurred expenses (as defined in article 84).

Power of Directors

86 Subject to the provisions of the Act, the memorandum of association and these articles and to any directions given by ordinary or special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.

87 No alteration of the memorandum of association or these articles and no direction given by ordinary or special resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction not given.

88 The powers conferred by article 86 shall not be limited by any special power conferred on the directors by these articles.

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

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

Proceedings of Directors

91 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.

- 92 Any director may call a meeting of the directors or request the Secretary to call a meeting of the directors.
- 93 The Secretary shall be bound, on expiry of a period of twelve weeks after receipt of a written application for membership (and, if appropriate, supporting evidence) complying with article 18, to call a meeting of the directors if no meeting of the directors has been held within that period; any meeting called by the Secretary under this article shall be held no later than seven days after the expiry of the twelve week period.
- 94 No notice of a meeting of directors needs to be given to a director who is absent from the United Kingdom.
- 95 Questions arising at a meeting of directors shall be decided by a majority of the directors present; in the case of an equality of votes the chairman shall have a second or casting vote.
- 96 The quorum for the transaction of business of the directors may be fixed by the directors and, unless so fixed at any other number, shall be three directors including at least two from Chairman, Vice Chairman and Treasurer.
- 97 The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum, they or he may act only for the purpose of filling vacancies or of calling a general meeting.
- 98 Unless he is unwilling to do so, the Chairman shall preside as chairman at every meeting of directors at which he is present.
- 99 If the Chairman is unwilling to act as chairman or is not present within fifteen minutes after the time appointed for the meeting, the Vice Chairman shall be the chairman of the meeting. If the Vice Chairman is not present or unwilling to act as chairman, the directors present may appoint one of their number to be chairman of the meeting.
- 100 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was 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.
- 101 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 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; it may consist of several documents in the same form each signed by one or more directors.
- 102 Except as otherwise provided in these articles, a director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company unless his interest or duty arises only because the case falls within either or both of the following paragraphs;
- a. the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or any 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 an 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 giving a security.

- 103 For the purpose of the preceding article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), connected with a director shall be treated as an interest of the director; an interest of the appointer of an alternate director shall be treated as an interest of the alternate director.
- 104 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.
- 105 The company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these articles prohibiting a director from voting at a meeting of the directors or at a meeting of a committee of directors.
- 106 Where proposals are under consideration concerning the appointment of two or more directors to offices or employment with any body corporate in which the company is interested, the proposals may be divided and considered in relation to each director separately; 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 of each resolution except that concerning his own appointment.
- 107 If a question arises at a meeting of directors or at a meeting of a committee of directors as to the rights of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting; his ruling in relation to any director other than himself shall be final and conclusive.

Delegation to a Committee of Directors

- 108 The directors may delegate any of their powers to any committee consisting of one or more directors.
- 109 Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 110 Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

Delegation to General Committees

- 111 For the purposes of these articles, "General Committee" means a committee appointed by the directors whose constitution complies with article 113.
- 112 The directors may, subject to articles 115, 116 and 117 delegate to any General Committee all such powers as the directors may think fit; any such delegation shall be made collateral with, and not to the exclusion of, the directors' powers and may be revoked or altered.
- 113 The members of a General Committee shall include at least one director and a majority of the other members of the committee shall be Full Community Members of the company; the remaining members of the committee need not be members of the company.

- 114 The director included among the members of a General Committee (or if more than one director is included among the members of the committee, the director appointed to such office at a meeting of directors) shall hold office as chairman of the committee.
- 115 Each General Committee shall regulate its proceedings in accordance with the directions issued by the directors of the company and shall give effect to any instruction or decision on matters of principle issued or made by the directors of the company.
- 116 Unless otherwise determined by ordinary or special resolution, the following matters shall be excluded from delegation to any General Committee:
- a. Any introduction of a new policy or any change in policy which would have significant impact on the company or which would fall within the responsibility of another committee or conflict with the declared policy of another committee.
 - b. Any matter involving expenditure not in accordance with the financial regulations of the company.
 - c. Any capital building project.
 - d. The appointment or dismissal of any employee of the company.
- 117 All contracts with third parties in connection with the discharge of the functions of a General Committee shall be entered into by the chairman of the committee or, in his absence, by some other director of the company; no member of a General Committee (other than a director) shall contract, or hold himself out as contracting, on behalf of the company.
- 118 All acts done by a General Committee shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any member of the committee or that any member of the committee was not qualified to act as such, be as valid as if every such person had been duly appointed and was so qualified.
- 119 A resolution in writing signed by all members of a General Committee shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held; it may consist of several documents in the same form each signed by one or more members of the committee.

Secretary

- 120 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 think fit; and any Secretary so appointed may be removed by them.

Minutes

- 121 The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of directors, meetings of committees of directors and meetings of General Committees; a minute of a meeting of directors or of a committee of directors shall include the names of all the directors present.

Seal

- 122 The seal shall only be used by the authority of the directors or of a committee of the directors authorised by the directors.
- 123 Every document to which the seal is affixed shall be signed by two directors or by one director and the Secretary.

Documents

- 124 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 as authorised by the directors or by ordinary resolution of the company.

Notices

- 125 Any notice given in pursuance of these articles shall be in writing; the company may give such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his registered address or by leaving it at that address.
- 126 Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting; for the purpose of proving that notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 127 A member present at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purpose of the meeting.

Winding Up

- 128 If the company is wound up, the liquidator shall transfer the assets of the company to an appropriate body or bodies in accordance with the provisions of the memorandum of association.

Indemnity

- 129 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor or reporting accountant of the company shall be indemnified out of the assets of the company against any loss or liability which he may sustain or incur in connection with the execution of the duties of his office including without prejudice to that generality, any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

We, the subscribers to these articles of association, wish to be formed into a company pursuant to these articles.

Names and Addresses of Subscribers

1.	David D Stevenson Springhill Langholm DG13 0LP	Signature	"D D Stevenson"	Date	01/06/1999
2.	James H Muir Kingledoors Canonbie DG14 0XA	Signature	"J H Muir"	Date	01/06/1999
3.	George A Cairns Border House High Street Langholm DG13 0JH	Signature	"G A Cairns"	Date	01/06/1999
4.	Ronald E Tait The Haugh Buccleuch Square Langholm DG13 0AW	Signature	"R E Tait"	Date	01/06/1999
5.	Paul Hayhoe 81 High Street Langholm DG13 0DJ	Signature	"P Hayhoe"	Date	01/06/1999

Witness to the above signatures on this date: 1st June 1999

First Witness: Name: Jillian Macpherson Signature: "J Macpherson"

 Address: 12 Plumdon Park Avenue
 Annan
 Dumfriesshire
 DG12 6EY

Second Witness: Name: Ian B Macgregor Signature: "I B Macgregor"

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