

Commencement 1st October 2007

COMPANIES (TABLES A TO F) REGULATIONS 1985
AS AMENDED BY SI 2007/2541 and SI 2007/2826

TABLE C

Regulations for management of a Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

1. The company's name is "The Dundee School Association Limited".
2. The company's registered office is to be situated in Scotland.
3. The company's objects are the carrying on of a school for boys and girls in Dundee and the doing of all such other things as are incidental or conducive to the attainment of that object.
4. The liability of the members is limited.
5. Every member of the company undertakes to contribute such amount as may be required (not exceeding £100) to the company's assets if it should be wound up while he is 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.

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

Names and Addresses of Subscribers.

1 Kenneth Brodie, 14 Bute Street, Dundee.

2 Ian Davis, 2 Burns Avenue, Dundee.

Dated 19.....

Witness to the above signatures.

Anne Brown, 149 Princes Street, Edinburgh.

ARTICLES OF ASSOCIATION

PRELIMINARY

A1. References in these Articles to Table A are to that Table so far as it relates to private companies limited by shares.

1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

INTERPRETATION

2. In regulation 1 of Table A, the definition of “the holder ” shall be omitted.

MEMBERS

3. 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.

4. 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.

NOTICE OF GENERAL MEETINGS

5. In regulation 38 of Table A—
in paragraph (b) the words “of the total voting rights at the meeting of all the members” shall be substituted for “in nominal value of the shares giving that right” and
the words “The notice shall be given to all the members and to the directors and auditors” shall be substituted for the last sentence.

PROCEEDINGS AT GENERAL MEETINGS

6. The words “and at any separate meeting of the holders of any class of shares in the company” shall be omitted from regulation 44 of Table A.

7. Paragraph (d) of regulation 46 of Table A shall be omitted.

VOTES OF MEMBERS

8. 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.

DIRECTORS’ EXPENSES

9. The words “of any class of shares or” shall be omitted from regulation 83 of Table A.

PROCEEDINGS OF DIRECTORS

10. In paragraph (c) of regulation 94 of Table A the word “debentures” shall be substituted for the words “shares, debentures or other securities” in both places where they occur.

MINUTES

11. The words “of the holders of any class of shares in the company” shall be omitted from regulation 100 of Table A.

NOTICES

12. The second sentence of regulation 112 of Table A shall be omitted.

13. The words “or of the holders of any class of shares in the company” shall be omitted from regulation 113 of Table A.