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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 108565

The Registrar of Companies for Scotland hereby certifies that

GOVAN INITIATIVE LIMITED

having by special resolution changed its name, is now incorporated  
under the name of

GLASGOW SOUTH WEST REGENERATION AGENCY LIMITED

Given at Companies House, Edinburgh, the 30th March 2007



\*CSC108565T\*





THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

of

GOVAN INITIATIVE LIMITED

REGISTERED NUMBER SC108565

(passed on 27 March 2007)

At an extraordinary general meeting of GOVAN INITIATIVE LIMITED held at Festival Business Centre, 150 Brand Street, Govan, Glasgow on 27 March 2007 at 1 20pm, each of the following resolutions was duly passed as a special resolution of the company

- 1 That the name of the company be changed to "Glasgow South West Regeneration Agency Limited"
- 2 That the provisions of the memorandum of association with respect to the objects of the company be altered by
  - a) the deletion of the existing provisions of clause III from the words "The principal objects of the Company " at the beginning of the clause, to the words " community development, education and training",
  - b) the insertion, in place of the provisions so deleted, of the following  
"The objects of the company are
    - (a) To relieve and/or prevent poverty particularly among residents of the area served by the local community health and care partnership structure for South West Glasgow ("the Operating Area"),
    - (b) To relieve unemployment particularly among residents of the Operating Area for the public benefit in such ways as may be thought fit, including assistance to find employment,
    - (c) To advance education particularly among residents of the Operating Area, including the provision of training in skills of all kinds (particularly such skills as will assist the participants in obtaining paid employment),



- (d) To advance health particularly among residents of the Operating Area,
- (e) To relieve those in need particularly within the Operating Area by reason of age, ill health, disability, financial hardship, alcohol or drugs dependency, or other disadvantage
- (f) To advance community development and regeneration particularly within the Operating Area through
  - i assisting in the planning of changes to the housing and physical environment as part of a wider strategy for relief of the problems of poverty,
  - ii the promotion of trade and industry, for the benefit of the general public,
  - iii the promotion of security, public safety, the prevention of crime and the reduction of the fear of crime, particularly among residents of the Operating Area,
- (g) To advance citizenship particularly among residents of the Operating Area;
- (h) To preserve, restore and improve the environment particularly within the Operating Area through the provision, maintenance or improvement of public parks, public open space and other public amenities and other environmental and townscape projects, and in doing so, to seek wherever appropriate (but subject to appropriate safeguards to ensure that the public benefit so arising clearly outweighs any private benefit thereby conferred on private landowners) to carry out works of reclamation, remediation, restoration and other operations to facilitate the use for those purposes of land whose use has been prevented or restricted because of previous use,
- (i) To promote for the public benefit the preservation, maintenance, restoration, development and improvement of buildings and other structures of historic, religious and/or architectural significance,
- (j) To provide recreational facilities particularly within the Operating Area, and organise recreational activities particularly within the Operating Area, with such facilities/activities being available to members of the public at large with the object of improving their conditions of life,
- (k) To promote, operate, establish and/or support other similar projects and programmes which further charitable purposes particularly for the benefit of residents of the Operating Area ”,

- 3 That the provisions of the memorandum of association be altered by -
- a) the deletion of paragraphs 1 to 17 of clause III, and the insertion in their place of the following
- "1 To initiate, promote, conduct, participate in, co ordinate, monitor and/or assist (whether financially or otherwise), operations, projects, initiatives and events of all kinds which further any of the objects of the company
  - 2 To provide information, advisory, support, consultancy and/or other services which further any of the objects of the company
  - 3 To commission and/or conduct research, and to publish and promote the results of such research
  - 4 To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, multimedia products and display materials, and to create and maintain a database or databases
  - 5 To liaise with European, UK, Scottish and local government authorities and agencies, local enterprise companies, local economic development companies, voluntary sector bodies and others
  - 6 To carry on any other activity which may be appropriately carried on in connection with, or as ancillary to, any of the objects of the company
  - 7 To establish and/or participate in joint ventures and to promote companies and/or other bodies whose activities may further one or more of the above objects or may generate income to support the activities of the company, acquire and hold shares, stocks, debentures and other interests in such companies or other bodies, and carry out in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company
  - 8 To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company
  - 9 To purchase, take on lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company
  - 10 To improve, manage, enhance, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company

- 11 To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company
- 12 To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person
- 13 To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person
- 14 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments
- 15 To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/er, relatives and dependants of any such individual, to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person
- 16 To oppose or object to any application or proceedings which may prejudice the company's interests
- 17 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organisation, government or authority any right, privilege or concession
- 18 To enter into any arrangement for co operation or mutual assistance with any body, whether incorporated or unincorporated
- 19 To effect insurance against risks of all kinds
- 20 To invest funds not immediately required for the purposes of the company's activities in such investments and securities (including land in any part of the world) and that in such manner as may from time to time be considered advantageous, and to dispose of and vary such investments and securities
- 21 To establish and support any association or other unincorporated body which is a charity having objects altogether or in part similar to those of the company and to

promote any company or other incorporated body which is a charity formed for the purpose of carrying on any activity which the company is authorised to carry on

- 22 To subscribe and make contributions to or otherwise support charities, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects.
- 23 To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust, for any of the objects of the company
- 24 To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise
- 25 To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others
- 26 To do anything which may be incidental or conducive to the attainment of any of the objects of the company ”

- b) the deletion of the final paragraph of clause III commencing with the words “And the objects shall be subject to ” and the insertion in their place of the following

“And it is declared that

- (i) in this clause, where the context so admits, “property” means any property, heritable or moveable, real or personal, wherever situated,
- (ii) in this clause, and throughout this memorandum of association,
  - (A) the expression “charity” shall mean a “Scottish charity” within the meaning of section 13 of, and paragraph 5 of schedule 4 to, the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 96 of the Charities Act 1993
  - (B) the expression “charitable purpose” shall have the meaning assigned to it by section 7 of the Charities and Trustee Investment (Scotland) Act 2005,

- (iii) any reference in this memorandum of association to a provision of any legislation shall include any statutory modification or re enactment of that provision in force from time to time ”
- c) the deletion of the existing provisions of clause IV, and the insertion in their place of the following:
- “1 Subject to paragraph 2 of this clause IV and clause VII
- (a) the income and property of the company shall be applied solely towards the promotion of its objects (as set out in clause III of this memorandum of association),
  - (b) no part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company by way of dividend, bonus or otherwise,
  - (c) no director of the company shall be appointed to any office under the company in respect of which a salary or fee is payable, and
  - (d) no benefit (in money or money’s worth) shall be given by the company to any director except repayment of out of pocket expenses
- 2 The company shall, notwithstanding the provisions of paragraph 1 of this clause IV, be entitled
- (a) to pay a rent not exceeding the market rent for premises let to the company by any member of the company,
  - (b) to make any transfer or payment to a member where such transfer or payment is made in direct furtherance of the charitable purposes of the company ”
- d) the deletion of the existing provisions of clause VII, and the insertion in their place of the following
- “1 If on the winding up of the company any property remains after satisfaction of all the company’s debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company
- 2 The charity or charities to which property is transferred under paragraph 1 of this clause VII shall be determined by the members of the company at or before the time of dissolution


or, failing such determination, by such court as may have or may acquire jurisdiction

- 3 To the extent that effect cannot be given to the provisions of paragraphs 1 and 2 of this clause VII, the relevant property shall be applied to some other charitable purpose or purposes ”

- e) the insertion of a new clause VIII as follows

“Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company, such accounting records shall be open to inspection at all times by any director of the company ”

- 4 That the regulations set out in the document tabled at the meeting and (for the purpose of identification) signed by the chairperson of the meeting, be adopted as the company’s articles of association in substitution for, and to the exclusion of, the existing articles of association

  
Secretary -