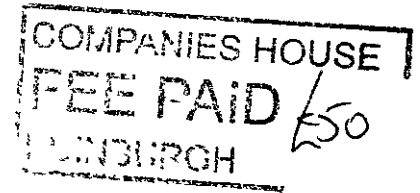


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THE COMPANIES ACT 1985

**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

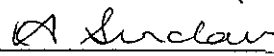
or, failing such determination, by such court as may have or may acquire jurisdiction

- 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

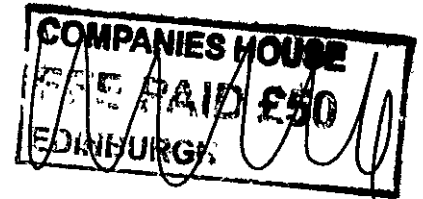

Secretary

A Sinclair
Secretary

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

MEMORANDUM OF ASSOCIATION

of



GOVAN INITIATIVE LIMITED
(to be renamed Glasgow South West Regeneration Agency Limited)

- I The name of the company is "Govan Initiative Limited"
- II The company's registered office is to be situated in Scotland
- III *The objects of the company are
 - (a) To relieve and/or prevent poverty particularly among residents of the area served by the 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
 - 1 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,

* (as altered by special resolution passed on 27 March 2007)

- 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

In pursuance of those objects (but not otherwise) the company shall have the following powers

- *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

* (as altered by special resolution passed on 27 March 2007)

- 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 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

*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

IV

- *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 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,

* (as amended by special resolution passed on 27 March 2007)

- (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

V The liability of the members is limited.

VI Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while it is a member, or within one year after it ceases to be a member for payment of the debts and liabilities of the Company contracted before it ceased 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, such amount as may be required not exceeding one pound (£1 00) Sterling.

VII

*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

+VIII 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

* (as amended by special resolution passed on 27 March 2007)

+ (as inserted by special resolution dated 27 March 2007)

We the several persons whose names and address are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

IAN GRAHAM DAVIDSON
for and on behalf of
Strathclyde Regional Council
Strathclyde House
India Street
Glasgow

Councillor

ARCHIE SIMPSON
for and on behalf of
City of Glasgow District Council
City Chambers
Glasgow

Councillor

CEDRIC ALAN WILKINS
for and on behalf of
Scottish Development Agency
120 Bothwell Street
Glasgow

Development Manager

ANTONY VINCENT EADSFORTH
for and on behalf of
Glasgow Opportunities
7 West George Street
Glasgow

Director

Dated the tenth day of December, 1987


Witness to the above signatures

MICHAEL ANDREW GREIG
Strathclyde Regional Council
Strathclyde House
20 India Street
Glasgow

Principal Executive
Chief Executive's Department
STRATHCLYDE REGIONAL COUNCIL

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
MEMORANDUM and ARTICLES of ASSOCIATION
of
GOVAN INITIATIVE LIMITED
(to be renamed Glasgow South West Regeneration Agency Limited)

Burness 
120 Bothwell Street, Glasgow, G2 7JL
Telephone 0141 248 4933 FAS 8859
www.burness.co.uk


Secretary

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

ARTICLES of ASSOCIATION

of

GOVAN INITIATIVE LIMITED
(to be renamed Glasgow South West Regeneration Agency Limited)

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Membership

- 1 The membership of the company shall (subject to article 2) consist of such bodies as are admitted to membership under the articles of association of the company in force from time to time
- 2 Any individual or body who/which is a member of the company but who/which is not eligible for membership under article 5 shall automatically cease to be a member with effect from the time at which the resolution adopting these new articles of association is passed
- 3 Membership shall cease, in the case of an incorporated body, on the dissolution, winding up, striking off or receivership of that body
- 4 A member may not transfer its membership to any other individual or body

Qualifications for membership

- 5 Membership shall be open to the following
- 5 1 Glasgow City Council,
 - 5 2 Scottish Enterprise Glasgow, and
 - 5 3 Glasgow Community Planning Limited

Application for membership

- 6 Any incorporated body eligible for membership under article 5 which wishes to become a member shall (subject to article 8) lodge with the company a written application for membership (in such form as the directors require), the application for membership shall be signed on the relevant body's behalf by an authorised officer of that body
- 7 A body eligible for membership under article 5 shall automatically constitute a member of the company immediately upon receipt by the company of the application for membership, duly signed in accordance with article 6
- 8 For the avoidance of doubt, a member which is a body eligible for membership under article 5 as at the time when these articles of association are adopted shall remain as a member, without any requirement to lodge an application for membership under article 6

Withdrawal from membership

- 9 Any body which wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed on its behalf by an authorised officer of that body on receipt of the notice by the company, it shall cease to be a member

General meetings

- 10 All general meetings other than annual general meetings are to be called extraordinary general meetings
- 11 The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A of the Act).
- 12 Subject to the preceding article and to the requirements under section 366 of the Act (which lay down the maximum period which can pass before the first annual general meeting and the maximum period between one annual general meeting and the next), the directors may convene general meetings whenever they think fit

Notice of general meetings

- 13 At least twenty one clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 18) or a resolution requiring special notice under the Act is to be proposed, all other extraordinary general meetings shall be called by at least fourteen clear days' notice
- 14 The reference to "**clear days**" in article 13 shall be taken to mean that, in calculating the period of notice, the day after the notice is sent and also the day of the meeting, should be excluded
- 15 A notice calling a meeting shall specify the time and place of the meeting, it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (see article 18) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution
- 16 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting
- 17 Notice of every general meeting shall be given (either in writing or, where the individual or body to which notice is given has notified the company of an address to be used for the purpose of electronic communication, by way of electronic communications) to all the members and directors and (if there are auditors in office at the time) to the auditors,

Special resolutions and ordinary resolutions

- 18 For the purposes of these articles, a "**special resolution**" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 13 to 17, for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting
- 19 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution
 - 19 1 to alter its name,
 - 19 2 to alter its memorandum of association with respect to the company's objects,
 - 19 3 to alter any provision of these articles or adopt new articles of association

- 20 For the purposes of these articles, an “**ordinary resolution**” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against, and (as applicable) the chairperson’s casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 13 to 17

Proceedings at general meetings

- 21 No business shall be transacted at any meeting unless a quorum is present, two members, represented by authorised representatives or by proxy, shall be a quorum
- 22 If the quorum required under article 21 is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting
- 23 The Chair of the board of directors shall (if present and willing to act) preside as chairperson of the meeting, if the Chair of the board of directors is not present and willing to act as chairperson of the meeting within 15 minutes after the time appointed for holding the meeting, the Vice Chair shall act as chairperson of the meeting.
- 24 If neither the Chair of the board of directors nor the Vice Chair is present and willing to act as chairperson of the meeting within 15 minutes after the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting, or, if there is only one director present and willing to act, he/she shall be chairperson of the meeting
- 25 A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting
- 26 The chairperson of the meeting may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but not for a period in excess of thirty days, no notice need be given of an adjourned meeting
- 27 A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson of the meeting or by any person present at the meeting and entitled to vote (whether as proxy for a member or as the representative of a member which is an incorporated body).
- 28 If a secret ballot is demanded in accordance with the preceding article, it shall be taken at once and shall be conducted in such manner as the chairperson of the meeting may direct, the result of the ballot shall be declared at the meeting at which the ballot was demanded

- 29 A resolution in writing signed by or on behalf of all the members of the company who, as at the date of the resolution, would have been entitled to attend and vote at a general meeting at which the resolution was proposed shall be as effectual as if it had been passed at a general meeting duly convened and held, the signatures need not be on a single document, provided each signature is on a document which accurately states the terms of the resolution

Votes of members

- 30 Every member shall have one vote, which may be given via its duly authorised representative present at the meeting or (whether on a show of hands or on a secret ballot) by proxy
- 31 A member which wishes to appoint a proxy to vote on its behalf at any meeting (or any adjourned meeting) shall
- 31 1 lodge with the company, at the company's registered office, not less than 48 hours before the time for holding the meeting (or as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require), signed by an appropriate officer of the member, or
- 31 2 send to the company at such address as may have been notified to the members by the company for that purpose, an electronic communication containing the appointment of a proxy, providing such electronic communication is received by the company at such address not less than 48 hours before the time for holding the meeting
- 32 An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of article 31. or which is not lodged or sent in accordance with such provisions shall be invalid
- 33 A member shall not be entitled to appoint more than one proxy to attend on the same occasion
- 34 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member which appointed him/her to speak at the meeting and need not be a member of the company
- 35 A member which is an incorporated body may authorise an individual to act as its representative at any general meeting of the company, providing particulars of the individual so authorised and of the body which he/she is to represent are received by the company prior to the commencement of the general meeting, the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that incorporated body could exercise if it were an individual member
- 36 A vote given, or ballot demanded, by proxy or by the duly authorised representative of a member which is an incorporated body shall be valid

notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot unless notice of such termination was received by the company at the company's registered office (or, where contained in an electronic communication, was received by the company at the address notified by the company to the members for the purpose of electronic communication) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

- 37 In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall not be entitled to a casting vote

Categories of director

- 38 For the purposes of these articles

"Appointed Director" means a director appointed or re appointed under articles 42 to 51

"Co opted Director" means a director appointed or re appointed under articles 52 to 54

Composition of the board

- 39 The maximum number of directors (excluding for this purpose alternate directors) shall be 11, of whom no more than 7 shall be Appointed Directors and no more than 4 shall be Co opted Directors
- 40 The board shall consist of the following
- 40 1 up to 3 directors appointed by Glasgow City Council
 - 40 2 up to 2 directors appointed by Scottish Enterprise Glasgow
 - 40 3 up to 2 directors appointed by Glasgow Community Planning Limited
 - 40 4 up to 4 directors, co opted by the board

Existing directors: vacating of office

- 41 Each of the individuals holding office as a director as at the time when these articles of association are adopted shall automatically vacate office with effect from the conclusion of the extraordinary general meeting at which the resolution adopting these articles is passed, but shall then (subject to articles 39, 40 and 44 to 47) be eligible for re election or re appointment in accordance with the provisions of articles 42 to 51, if, in the case of a director who is to be an Appointed Director, the relevant notice re appointing him/her as a director is received by the company prior to that extraordinary general meeting, he/she shall, however, continue in office as a director as from the conclusion of the extraordinary general meeting notwithstanding the preceding provisions of this article 41

Appointment, removal, vacating of office, re appointment: Appointed Directors

- 42 Subject to articles 44 to 48, each of the members may by notice in writing, signed on its behalf by an appropriate officer of that body and given to the company
- 42 1 appoint any person (other than an employee of the company) who is willing so to act to be a director (an “**Appointed Director**”), either to fill a vacancy or as an additional director, or
- 42 2 remove any Appointed Director appointed by that member from office as a director
- 43 Any appointment or removal of a director under article 42 shall have effect from the date on which the relevant notice is given to the company
- 44 The powers conferred by article 42 shall be deemed to be limited such that the number of directors appointed by each member who may hold office as directors at any given time shall not exceed the number set out opposite that member’s name as follows
- 44 1 Glasgow City Council – 3 directors
- 44 2 Scottish Enterprise Glasgow – 2 directors
- 44 3 Glasgow Community Planning Limited – 2 directors
- 45 The member admitted under paragraph 5 1 (Glasgow City Council) shall, in relation to the directors which it is entitled to appoint under article 42 (as read with article 44) endeavour to ensure that a director is appointed from each of the following
- 45 1 a Councillor representing a ward in the Greater Pollok and Newlands/Auldburn local community planning area
- 45 2 a Councillor representing a ward in the Govan and Craigton local community planning area
- 45 3 a Councillor nominated by the board of the South West Glasgow community health and care partnership
- 46 The member admitted under paragraph 5 2 (Scottish Enterprise Glasgow) shall, in relation to the directors which it is entitled to appoint under article 42 (as read with article 44) endeavour to ensure that each director is drawn from the business community within the local community planning areas referred to in paragraphs 45 1 and 45 2 above
- 47 The member admitted under paragraph 5 3 (Glasgow Community Planning Limited) shall, in relation to the directors which it is entitled to appoint under article 42 (as read with article 44), ensure that a director is appointed from each of the following.

- 47 1 an individual nominated by the board of Greater Pollok and Newlands/Auldburn local community planning partnership
- 47 2 an individual nominated by the board of Govan and Craigton local community planning partnership
- 48 A director who has been removed from office by resolution of the directors under paragraph 57 7 or 57 8 or by ordinary resolution under paragraph 57 9 shall not be eligible for re appointment as a director under article 42 unless the directors otherwise resolve, by way of a resolution in respect of which at least two thirds (to the nearest round number) of the directors then in office voted in favour
- 49 Each of the Appointed Directors shall hold office as a director for a period of three years but shall then (on each occasion when a three year term ends) be eligible for re appointment as a director under articles 42 to 48
- 50 For the purposes of article 49
 - 50 1 the period between the date of appointment of a director and the annual general meeting which next follows shall be deemed to be a period of one year, unless it is a period of less than six months (in which case it shall be disregarded),
 - 50 2 the period between one annual general meeting and the next shall be deemed to be a period of one year,
 - 50 3 an individual who ceases to hold office as a director but is then re appointed as a director within a period of six months shall be deemed to have held office continuously notwithstanding that interruption
- 51 A director whose three year term of office expires under article 49 shall vacate office at the conclusion of the annual general meeting at which that term expires, if however, the relevant notice re appointing him/her as a director under article 42 is received by the company prior to the commencement of the annual general meeting, he/she shall (subject to articles 44 to 48) continue in office as a director as from the conclusion of the annual general meeting

Appointment, vacating of office, re appointment: Co opted Directors

- 52 The directors may (subject to article 39) at any time appoint any individual (other than an employee of the company) to be a director (a **“Co opted Director”**), providing he/she is willing so to act, on the basis that he/she has specialist skills and/or experience which may be of assistance to the directors
- 53 At the conclusion of each annual general meeting, all of the Co opted Directors shall vacate office
- 54 Immediately following each annual general meeting, the directors may re appoint any Co opted Director who vacated office under the preceding article

at the conclusion of the annual general meeting, the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy

- 55 The directors shall be guided by the Nominations Committee (as defined in article 106) in relation to the selection of appropriate individuals for appointment as Co opted Directors
- 56 The directors of the company shall endeavour to establish the Nominations Committee within a reasonable period after the extraordinary general meeting at which the resolution adopting these articles is passed; until such time as it is established, the reference in article 55 to the directors being guided by the Nominations Committee shall be disregarded

Disqualification and removal of directors

- 57 A director shall vacate office if
- 57 1 he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director of the company;
 - 57 2 he/she is sequestered,
 - 57 3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity has continued, or is expected to continue, for a period of more than six months,
 - 57 4 he/she becomes an employee of the company,
 - 57 5 in the case of an Appointed Director, the body which appointed him/her ceases to be a member of the company,
 - 57 6 he/she resigns office by notice to the company,
 - 57 7 he/she is absent (without permission of the directors) from more than three consecutive meetings of directors and the directors resolve to remove him/her from office,
 - 57 8 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the conflict of interest rules and/or code of conduct for directors in force from time to time (as referred to in articles 63 and 68); or
 - 57 9 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act
- 58 A resolution under paragraph 57 8 shall be valid only if
- 58 1 the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed

- 58 2 the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote
- 58 3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution

Appointments to offices

- 59 Directors shall be appointed to hold the offices of Chair of the board of directors and Vice Chair, and any other offices which the directors may consider appropriate, the appointments under the preceding provisions of this article shall be made at meetings of director
- 60 Each office shall be held (subject to article 61) until the conclusion of the annual general meeting which next follows, a director whose period of office expires under this article may be re appointed to that office under 59 (providing he/she is willing to act)
- 61 The appointment of any director to an office under article 59 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company
- 62 If the appointment of a director to any office under article 59 terminates at any time, the directors shall appoint another director to hold the office in his/her place

Directors' interests

- 63 Each of the directors shall comply with the conflict of interest rules prescribed by the board of directors from time to time, for the avoidance of doubt, the conflict of interest rules shall be supplemental to the provisions relating to directors' interests contained in these articles of association and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the conflict of interest rules in force from time to time
- 64 Subject to the provisions of the Act and of clause IV of the memorandum of association and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial) and has complied with the conflict of interest rules (as referred to in article 63), a director (notwithstanding his/her office)
- 64 1 may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company,
- 64 2 may be a party to, or have some other personal interest in, any transaction or arrangement in which the company or any associated company has an interest,

64 3 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company, and

64 4 shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such company,

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

65 For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers, the references to **“associated company”** shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest

Conduct of directors

66 It is the duty of each director of the company to take decisions (and exercise his/her other powers and responsibilities as a director) in such a way as he/she considers will be in the best interests of the company, and irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question

67 Without prejudice to the principle set out in article 66, each of the directors shall have a duty, in exercising functions as a charity trustee, to act in the interests of the company, and, in particular, must

67 1 1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its purposes

67 1 2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

67 1 3 in circumstances giving rise to the possibility of a conflict of interest between the company and any party responsible for the appointment of that director

(a) put the interests of the company before that of the other party

(b) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any deliberation or decision of the other directors with regard to the matter in question

68 Each of the directors shall comply with the code of conduct prescribed by the board of directors from time to time, for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions

of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time

Directors' remuneration and expenses

- 69 No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 59
- 70 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 otherwise in connection with the carrying out of their duties, providing receipts vouching such expenses are supplied to the company in each case

Powers of directors

- 71 Subject to the provisions of the Act, the memorandum of association and these 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
- 72 No alteration of the memorandum of association or these articles and no direction given by 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 had not been given
- 73 The powers conferred by article 71 shall not be limited by any special power conferred on the directors by these articles
- 74 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors

Proceedings of directors

- 75 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit
- 76 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors
- 77 Questions arising at any meeting of directors shall be decided by a majority of votes, in the case of an equality of votes, the chairperson of a meeting of directors shall have a second or casting vote
- 78 A director who is also an alternate director shall be entitled in the absence of his/her appointer to a separate vote on behalf of his/her appointer in addition to his/her own vote
- 79 The quorum for the transaction of the business of the directors shall be five

- 80 A person (other than a director) acting as alternate director, shall, if his/her appointer is not present, be counted in the quorum
- 81 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 a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting
- 82 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 may act only for the purpose of filling vacancies or of calling a general meeting
- 83 Unless he/she is unwilling to do so, the Chair of the board of directors shall preside as chairperson at every meeting of directors at which he/she is present, if the Chair of the board of directors is unwilling to act as chairperson of a meeting of directors or is not present within 15 minutes after the time appointed for the meeting, the Vice Chair shall preside as chairperson
- 84 If neither the Chair of the board of directors nor the Vice Chair is present and willing to act as chairperson at a meeting of directors within 15 minutes after the time appointed for the meeting, the directors present shall appoint one of their number to be chairperson of the meeting
- 85 The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors, a person invited to attend a meeting of the directors under the preceding provisions of this article shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the Act or any provision of these articles
- 86 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
- 87 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held, it may consist of several documents in the same form, each signed by one or more directors
- 88 A resolution signed by an alternate director need not also be signed by his/her appointer, a resolution signed by a director who has appointed an alternate director need not be signed by the alternate director in that capacity

- 89 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/she has, directly or indirectly, a personal interest or duty (unless immaterial) which conflicts or may conflict with the interests of the company
- 90 For the purposes of the preceding article
- 90 1 an interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company). shall be treated as a personal interest of the director,
- 90 2 an interest of the appointer of an alternate director shall be treated as a personal interest of the alternate director,
- 90 3 a director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has a personal interest in that matter
- 91 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote
- 92 The company may (subject to the requirements of the Charities and Trustee Investment (Scotland) Act 2005) by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 89 to 91
- 93 If a question arises at a meeting of directors or at a meeting 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 chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive

Alternate directors

- 94 A director (excluding, for the avoidance of doubt, an alternate director) may appoint any other director, or any other person willing to act, to be an alternate director and may remove from office an alternate director so appointed by him/her
- 95 Any appointment or removal of an alternate director may be effected by notice to the company signed by the director making or revoking the appointment or may be effected in any other manner approved by the directors
- 96 A notice appointing an alternate director may specify that the appointment is to relate only to the particular meetings at which the director will not be present, in the absence of a statement to that effect, the appointment will be deemed to relate to carrying out all the functions of the director until such time as the appointment is revoked

- 97 An alternate director shall, subject to the terms of the notice of appointment, be entitled to be given notice of all meetings of directors and of all meetings of committees of directors of which his/her appointer is a member, to attend and vote at any such meeting at which the director who appointed him/her is not personally present and generally to perform all the functions of his/her appointer as a director in his/her absence
- 98 An alternate director shall not be entitled to receive any remuneration from the company for his/her services as an alternate director.
- 99 An alternate director shall, subject to the following article, cease to be an alternate director if his/her appointer ceases to be a director
- 100 If a director retires but is re elected at the meeting at which he/she retires or vacates office at the conclusion of an annual general meeting but is then re appointed immediately following the annual general meeting, any appointment of an alternate director made by him/her which was in force immediately prior to retiral or vacating of office shall continue after his/her re appointment
- 101 An alternate director shall alone be responsible for his/her own acts and defaults, an alternate director shall not be deemed to be the agent of the director appointing him/her
- 102 References in these articles to directors shall, unless the context otherwise requires, be construed as including alternate directors

Delegation to committees and holders of offices

- 103 The directors may delegate any of their powers to any committee consisting of two or more directors and/or such other individuals (who need not be directors or members of the company) as the directors may determine, they may also delegate to the *Chair of the board of directors* or a director holding any other office such of their powers as they consider appropriate
- 104 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
- 105 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

Nominations Committee

- 106 The directors shall establish a committee (referred to in these articles as "the Nominations Committee") to guide the directors in relation to the selection of appropriate individuals for appointment as Co opted Directors

- 107 The Nominations Committee shall comprise the Chair of the company and at least three individuals (who shall not be directors of the company) appointed by the board of directors
- 108 Subject to article 107, the composition and proceedings of the Nominations Committee shall be governed by such standing orders as may be issued by the directors from time to time
- 109 In carrying out its functions, the Nominations Committee shall give effect to the following principles
- 109 1 the Nominations Committee should set an appropriate skills matrix to guide it in selecting and evaluating appropriate candidates, and should review and adjust that skills matrix from time to time,
 - 109 2 nominations for directors falling within the remit of the Nominations Committee should be sought from a range of appropriate sources,
 - 109 3 all expressions of interest should be considered by the Nominations Committee, and
- the Nominations Committee should maintain a register of suitable candidates for future reference

Secretary

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

Minutes

- 111 The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors and meetings of committees of directors, a minute of a meeting of directors or of a committee of directors shall include the names of the directors present, and the minutes of each meeting shall be signed by the chairperson of that meeting

Accounts

- 112 No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorised by the directors or by ordinary resolution of the company

Notices

- 113 Any notice to be given in pursuance of these articles shall be given either in writing or by way of an electronic communication, such a notice may be

given personally to the member *or* be sent by post in a pre paid envelope addressed to the member at the address last intimated by it to the company *or* (in the case of a member which has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by way of an electronic communication

- 114 A member may give any notice to the company by sending it by post in a pre paid envelope addressed to the company at its registered office *or* by leaving it, addressed to the company secretary, at the company's registered office *or* by sending it by way of an electronic communication to the address which the company has intimated to the members for this purpose
- 115 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 any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted
- 116 Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent, for the purpose of proving that any electronic communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators
- 117 A member present or represented 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

Winding up

- 118 If the company is wound up, the liquidator shall give effect to the provisions of clause VII of the memorandum of association

Indemnity

- 119 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 309A, 309B and 310 of the Act) out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality (but only to the extent permitted by those sections of the Act), any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the company
- 120 For the avoidance of doubt, the company shall be entitled to purchase and maintain for any director insurance against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in section 309A(1) of the Act (negligence etc of a director).

Interpretation

121 In these articles,

“the Act” means the Companies Act 1985, any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re enactment of that provision which is in force at the time

“electronic communication” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000

122 References in these articles to the singular shall be deemed to include the plural