

The Companies Act 2006  
COMPANY LIMITED BY SHARES  
SPECIAL RESOLUTIONS  
of

TUESDAY



\*SBJTMG0H\*  
SCT 22/12/2009 511  
COMPANIES HOUSE

THE BUDDIES CLUB AND PLAYScheme (GLASGOW WEST)

Passed: 17<sup>th</sup> November, 2009

At an ANNUAL GENERAL MEETING of the above-numbered Company, duly convened and held at Netherton Community Centre, 358 Netherton Road, Glasgow, G13 1AX on Tuesday 17<sup>th</sup> November 2009 the subjoined Resolutions were passed as Special Resolutions of the Company, viz:-

RESOLUTIONS

1. "THAT the existing Clause 3.1 of the Memorandum of Association be and is hereby amended by the deletion of the words "twenty five" where they occur on the second line thereof and substitution of the words "thirty five" therefor."
2. "THAT Article 35 of the Articles of Association be and is hereby deleted and the following Articles 35 (a) and 35 (b) be substituted therefor:-
  35. (a) Any person 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 Annual General Meeting. Any application for appointment as a Director aforesaid shall be in accordance with the provisions of Article 35 (b).
  - (b) Any prospective Director must be nominated more than one calendar month before the Annual General Meeting of the Company and nomination forms (in the form supplied by the Company) shall be completed by a proposer and seconder who must be existing Members of the Company. The nomination form shall provide profile details of an applicant for directorship and the reasons for his interest in the Company and his desire to become a Director. For the avoidance of doubt, the provisions of this Articles 35(b) shall not prejudice the powers of the Directors in terms of Article 37 hereof."
3. "THAT the following Article be inserted as a new Article 58 of the Articles of Association and that the existing Articles 58 and 59 be renumbered as 59 and 60:-
  58. Subject to the proviso that no person who is a Charity Trustee in terms of The Charities and Trustee Investment (Scotland) Act 2005 (or any statutory modification thereof) shall receive remuneration from the Company, any person who is an employee of the Company shall not be present at any meetings at which his or her appointment, conditions of service or remuneration are discussed or voted upon and any person who is also an employee shall not vote

4. "THAT the existing Article 61 be and is hereby deleted and the following Articles be inserted as new Articles 61, 62, 63 and 64 and that the remaining Articles be and are hereby re-numbered as 65 to 70:-
61. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Committees, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in general meeting.
62. The Committee shall from time to time in accordance with the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
63. A summary of every balance sheet which is to be laid before the Company in general meeting shall not less than twenty one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the Auditor's Report if applicable, shall be available for inspection at the Registered Office of the Company for a period of not less than 21 days before the date of the meeting. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.
64. The Committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provision or considered appropriate by the Committee, the Committee shall ensure that an audit is carried out by a registered auditor."

17<sup>th</sup> Nov. 2009