

Company No SC163352

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

RESOLUTIONS

of

THE BUDDIES CLUB AND PLAYScheme (GLASGOW WEST)

Pursuant to S.381A of the Companies Act 1985

Passed: 13th October 2005

At the Annual General Meeting of the Company held on 13th October 2005, the following Resolutions were passed as Special Resolutions:-

RESOLUTIONS

1. "THAT the existing Clause 3.1 of the Memorandum of Association be and is hereby amended by the deletion of the word "eighteen" where it occurs on the second line thereof and substitution of the words "twenty five" therefor."
2. "THAT the existing Clause 4 of the Memorandum of Association be and is hereby amended by the deletion of the words:-

"... and no member of its Committee or governing body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company." "
3. "THAT Article 58 of the Articles of Association be and is hereby deleted and the following Article 58 substituted therefor:-

"SECRETARY AND TREASURER

58. Subject to the provisions of the Statutes the Committee shall elect a Secretary and a Treasurer from their own number for such term and upon such conditions as they may think fit, and any Secretary or Treasurer so elected may be removed by them. The Secretary and Treasurer may be one and the same person. The Company (by a majority decision of the Committee) may pay an honorarium to the Secretary and/or the Treasurer provided that (1) the Secretary and/or the Treasurer shall not participate in any decision regarding their appointment to a post receiving an honorarium or remuneration of any kind and shall not



participate in any decision regarding their conditions of service and remuneration (2) the Company (by a majority decision of the Committee) must approve any honorarium or other remuneration as being beneficial to the charitable purposes of the Company (3) a written agreement relating to the terms and conditions of employment is entered into and (4) in no circumstances shall more than half of the Directors (or the Committee) at any time be employed by or receive an honorarium from or be remunerated by the Company or be interested in the supply of goods or services at the cost of the Company in any circumstances whatsoever (declaring that this Article shall not prevent a Director of the Company (or a member of the Committee) from holding office or being a shareholder in a public Company, shares in which are held on the Company's behalf or from obtaining the repayment of reasonable out-of-pocket expenses incurred on the Company's behalf." "

Madeline Jane Hook
Secretary