

For info

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COMPANIES HOUSE

**Special Resolution:
Amendment of the Memorandum and
Articles of Association of the Company**

Approved by Members at Annual General Meeting held on 13 October 2010

Resolution 1: Change of Name

Change of Name from Edinburgh & Lothians *Racial* Equality Council to Edinburgh & Lothians *Regional* Equality Council LIMITED

Consent received from OSCR on 2 August 2010.

Resolution 2: Change of Charity's Purposes

Existing Objects

- 3 The purposes for which ELREC is established (in this Memorandum referred to as 'the Objects') shall be wholly charitable. In particular the Objects shall be:
- 3.1 to work towards the elimination of racial discrimination; and
 - 3.2 to promote equality of opportunity and good relations between persons of different racial groups without distinction on grounds of colour, race, nationality, ethnic or national origin, gender, marital status, disability, sexual orientation, age and creed; and
 - 3.3 to promote and organise cooperation in the achievement of the aforesaid purposes and to that end to bring together in ELREC representatives of the statutory authorities and voluntary organisations engaged in the furtherance of the aforesaid purposes within the Local Authority Council areas of the City of Edinburgh, East Lothian, Midlothian and West Lothian (in this Memorandum referred to as the 'Area of Benefit').

Revised Objects

- 3 The purposes for which ELREC is established (in this Memorandum referred to as 'the Objects') shall be wholly charitable. In particular the Objects shall be:
- 3.1 to work towards the elimination of discrimination in all its forms; and
 - 3.2 to reduce inequality and promote a culture of human rights
 - 3.3 to promote good relations between persons of different groups without distinction on grounds of colour, race, nationality, ethnic or national origin, gender, marital status, disability, sexual orientation, age and

creed; and

- 3.4 to promote and organize cooperation in the achievement of the aforesaid purposes and to that end to bring together in ELREC representatives of the statutory authorities and voluntary organizations engaged in the furtherance of the aforesaid purposes within the Local Authority Council areas of the City of Edinburgh, East Lothian, Midlothian and West Lothian (in this Memorandum referred to as the 'Area of Benefit').

Consent received from OSCR on 2 August 2010

Resolution 3: Change to Article 16

Existing Article

- 16 The Management Board may, at its discretion, establish and determine the composition of Membership Panel for the purposes of receiving, giving consideration of and making recommendations to the Management Board on applications for membership of ELREC and generally for performing or supervising any other matter relating to the promotion and organisation of membership and communication with members.

Revised Article

- 16 The Management Board may, at its discretion, establish and determine the composition of a Membership Panel for the purposes of receiving, giving consideration of and making recommendations to the Management Board on applications for membership of ELREC and generally for performing or supervising any other matter relating to the promotion and organisation of membership and communication with members.
 - 16.1 The membership panel shall consist of a Board member (Chair) and three (3) non-elected Members (NOT serving on the Board). The membership panel, at its discretion, can call applicant for interview.

Resolution 4: Change to Article 125

Existing Article

- 125 The Management Board may, at its discretion, agree to remove from office any Director who is absent without good reason, in the opinion of the Management Board, from 3 (three) consecutive meetings of the Management Board.

Revised Article

125 The Director may agree, by a majority of not less than two-thirds of their number at a Director's meeting at which a quorum is present, to remove from office any Director who:

125.1 is absent without good reason, in the opinion of the Directors, from 3(three) consecutive meetings of the Directors; or

125.2 have breached any explicit rules of the Company or code of conduct to which the Directors have agreed or is in breach of his or her or his general duties under sections 170 to 177 of the Act or section 66 of the Charities and Trustee Investment (Scotland) Act 2005 or other reasonable standards of behaviours and, in the opinion of the Directors, such breach is sufficiently serious or persistent to warrant her or his removal as a Director.