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Glasgow 4.3.09

[Signature]
for and on behalf of Burness LLP

CULTURE AND SPORT GLASGOW

COMPANY NUMBER: SC313851

FRIDAY



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06/03/2009

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COMPANIES HOUSE

SCOTTISH CHARITY NUMBER: SC037844

RECORD OF DECISION OF THE SOLE MEMBER

To: Culture and Sport Glasgow ("**the Company**")

In accordance with section 357 of the Companies Act 2006, we, the sole member of the Company, notify you of our decision which has effect as if agreed by the Company today in general meeting as a special resolution:-

That the articles of association of the Company be altered by:-

- 1 The deletion of the words "section 392A of the 1985 Act (for so long as it is in force) or" where they appear in article 12;
- 2 The deletion of the words "section 391 of the 1985 Act (for so long as it is in force) or" where they appear in article 30;
- 3 The insertion of new articles 67 to 69 (immediately following article 66) which should read as follows:-

"67 Without prejudice to article 65, a director may be an officer, elected representative or employee of Glasgow City Council; the duty of directors under section 175 of the 2006 Act to avoid situations under which they have, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company shall not extend to any such relationship with the Glasgow City Council.

68 In addition to the authorisation given by article 67, the directors shall be entitled, for the purposes of section 175 of the 2006 Act, to authorise (by way of resolution to that effect) any Conflict Situation that may arise (such that the duty of the director concerned, under that section, to avoid conflicts of interest is not infringed) and to amend or vary any such authorisation; the directors may give such authorisation subject to such terms and conditions as they may consider appropriate and reasonable in the circumstances.

69 For the avoidance of doubt, articles 67 and 68 shall not apply to a conflict of interest arising in relation to a transaction or arrangement with the company; any conflict of interest of that nature shall be governed by the provisions of articles 65, 66, 94 to 97 and the code of conduct referred to in article 73."

and the renumbering of the remaining articles (and any corresponding cross-references) accordingly.

- 4 The deletion of the words "section 310 of the 1985 Act (for so long as it is in force) and" where they appear in article 121 (as re-numbered);
- 5 The deletion of the existing provisions of article 123 (as re-numbered) and the insertion in their place of the following:-

"123 In these articles,

"1985 Act" means (subject to article 124) the Companies Act 1985;

"2006 Act" means (subject to article 124) the Companies Act 2006;

"Companies Acts" means (subject to article 124) the Companies Acts 1985 to 2006;

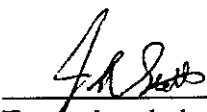
"conflict of interest" includes a conflict of interest and duty, and a conflict of duties;

"Conflict Situation" means any situation or matter (other than one which cannot reasonably be regarded as likely to give rise to a conflict of interest) in which any director has or could have a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company including (without limitation) any such situation or matter which relates to the exploitation of any property, information or opportunity (irrespective of whether the company could take advantage of the property, information or opportunity)."

- 6 The insertion of a new article 124 immediately following article 123 (as re-numbered) which should read as follows:-

"124 Any reference in these articles to a statutory provision shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time."

and the renumbering of the remaining articles (and any corresponding cross-references) accordingly.



For and on behalf of
Glasgow City Council

10th February 2009

Date