

CULTURE AND SPORT GLASGOW

COMPANY NUMBER: SC313851

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 existing provisions of article 41 and the insertion in their place of the following:

"41 The maximum number of directors shall be twelve; out of that number

- a maximum of five directors shall be Partner Directors
- a maximum of six directors shall be Independent Directors
- no more than one shall be the Executive Director."

- 2 the deletion of the existing provisions of article 45 and the insertion in their place of the following:

"45 The powers conferred by article 43 shall be deemed to be limited such that no more than five individuals appointed by Glasgow City Council may hold office as Partner Directors at any given time."

- 3 the deletion of the existing provisions of article 50 and the insertion in their place of the following:

"50 The powers conferred by article 48 shall be deemed to be limited such that

50.1 no more than six individuals appointed by Glasgow City Council may hold office as Independent Directors at any given time;

SATURDAY



SCT 24/12/2011 #185
COMPANIES HOUSE

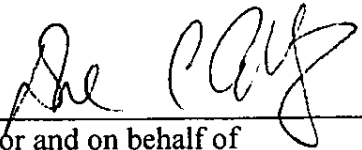
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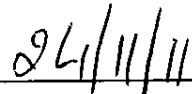
Glasgow 19.12.11

for and on behalf of Burness LLP

50.2 the Independent Directors shall be appointed on the basis of their having skills and experience which, in the opinion of Glasgow City Council, would allow them to make a substantial contribution to the work of the board of directors.”



For and on behalf of
Glasgow City Council



Date