



THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**SPECIAL RESOLUTION
of
GREENOCK EMPLOYMENT ACTION GROUP LIMITED**

Passed: 16 February 1995

At the Extraordinary General Meeting of Greenock Employment Action Group Limited held at Westburn Centre, 175 Dalrymple Street, Greenock, PA15 1JZ on Thursday 16 February 1995 at 6.00pm the following resolution was passed as a special resolution of the company.

1. That the name of the company be changed to "Inverclyde Community Development Trust".
2. That the provisions of the memorandum of association with respect to the objects of the company be altered by deleting the existing provisions of clause 3 and inserting in their place the provisions set out in Document A submitted to the meeting and (for the purpose of identification) signed by the chairperson of the meeting.
3. That the regulation contained in Document B submitted to the meeting and (for the purpose of identification) signed by the chairperson of the meeting, be adopted as the articles of association of the company in substitution for, and to the exclusion of, the existing articles of association.

Registered Office:

**175 Dalrymple Street
GREENOCK PA15 1JZ**

Secretary
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Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

of

GREENOCK EMPLOYMENT ACTION GROUP LIMITED

1. The company's name is "Greenock Employment Action Group Limited".
2. The company's registered office is to be situated in Scotland.
- *3. This clause shall be interpreted as if it incorporated an over-riding qualification limiting the powers of the company such that any activity which would otherwise be permitted by the terms of the clause may be carried on only if that activity furthers a purpose which is regarded as charitable for the purposes of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment for the time being in force). Subject to that over-riding qualification, the company's objects are:-
 - (1) To relieve poverty among the residents of Inverclyde District ("the Operating Area")
 - (2) To advance education among the residents of the Operating Area, particularly among young people and the unemployed
 - (3) To promote and/or provide training in skills of all kinds, particularly such skills as will assist residents of the Operating Area in obtaining paid employment
 - (4) To relieve the needs of persons suffering from mental or physical disability, illness or impairment or old age
 - (5) To promote other schemes of a charitable nature for the benefit of the residents of the Operating Area
 - (6) To promote trade and industry, for the benefit of the general public.

In pursuance of those aims (but not otherwise) the company shall have the following powers:-

- (a) To advise in relation to, prepare, organise and conduct educational, training and counselling courses and programmes of all kinds directed towards the acquisition or development of skills which will assist the participants in furthering their employment prospects.

*(as altered by special resolution passed on [16/2/95] 1994)

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- (b) To advise and assist individuals in obtaining employment, developing a career or pursuing additional training, work experience and/or further education.
- (c) To collate and maintain information in relation to persons seeking employment, employers' skills requirements, availability of skills, training and further education opportunities and employers' labour requirements and liaise generally with potential employers, all with a view to maximising the efficacy of the company's functions (including those associated with training and placement).
- (d) To advise and assist individuals in developing and testing business ideas, preparing business plans, obtaining finance, premises and equipment and dealing with other necessary preliminaries, all with a view to relieving the poverty of such individuals through self-employment.
- (e) To promote companies whose activities may, directly or indirectly, further one or more of the above objects or any associated purpose or which may generate income to support the activities of the company, acquire and hold shares, stocks, debentures and other interest in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- (f) To provide transport, supported accommodation and/or other services and facilities geared to the needs of persons suffering from mental or physical disability, illness or impairment or old age.
- (g) To promote, organise, conduct and/or present artistic/cultural projects, exhibitions and events of all kinds.
- (h) To provide advisory, information and support services which further the aims of the company.
- (i) To advise and assist in relation to the establishment and/or development of enterprises whose primary aim is the relief of poverty.
- (j) To stimulate the formation of, co-ordinate, monitor and support community groups and other bodies operating within the voluntary sector whose activities further the aims of the company or are otherwise directed towards some charitable purpose.
- (k) To liaise with public authorities, potential employers, community groups, voluntary bodies and others, all with a view to contributing to the economic, social and physical regeneration of the Operating Area.
- (l) To establish, support and/or operate workspace projects.
- (m) To carry on any other activity which may be advantageously carried on in connection with any of the objects of the company.

- (n) To acquire and take over the whole or any part of the undertaking and liabilities of any person entitled to any property or rights suitable for any of the objects of the company.
- (o) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property and rights which may be advantageous for the purposes of the activities of the company.
- (p) To improve, manage, exploit, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company.
- (q) To sell, feu, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company.
- (r) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
- (s) To borrow money and give security for the payment of money by, or the performance of other obligations of, the company or any other person.
- (t) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- (u) To remunerate any individual in the employment of the company and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make any payment for or towards the insurance of, any individual who is or was at any time in the employment of the company and the spouse, widow/er, relatives and dependents of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.
- (v) To oppose or object to any application or proceedings which may prejudice the company's interests.
- (w) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company and to obtain from any such organisation, government or authority any right, privilege or concession.
- (x) To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- (y) To effect insurance against risks of all kinds.
- (z) To invest funds not immediately required for the purposes of the company's activities in such investments and securities (including land in any part of the world) and that in such manner

as may from time to time be considered advantageous (subject to compliance with any applicable legal requirement) and to dispose of and vary such investments and securities.

- (aa) To establish and support any association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on.
- (bb) To subscribe and make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the company or with the furtherance of its objects.
- (cc) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the company.
- (dd) To take such steps (by way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the company, whether by way of subscriptions, grants, loans, donations or otherwise.
- (ee) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any person acting in any other capacity and either alone or in conjunction with others.
- (ff) To do anything which may be incidental or conducive to the attainment of any of the objects of the company.

And it is declared that

- (i) in this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated
- (ii) in this clause, and throughout this memorandum of association the word "charitable" shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.

4.1 Subject to clause 4.2,

- (a) the income and property of the company shall be applied solely towards the promotion of its objects as set out in clause 3 of this memorandum of association.
- (b) no part of the income and property of the company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the members of the company.
- (c) no director of the company shall be appointed to any office

under the company in respect of which a salary or fee is payable and

- (d) no benefit in money or money's worth shall be given by the company to any director except repayment of out-of-pocket expenses.

4.2 The company shall, notwithstanding the provisions of clause 4.1, be entitled

- (a) to pay reasonable and proper remuneration to any director or member of the company in return for services actually rendered to the company
- (b) to pay interest at a rate not exceeding the commercial rate on money lent to the company by any director or member of the company
- (c) to pay rent at a rate not exceeding the open market rent for premises let to the company by any director or member of the company and
- (d) to purchase assets from, or sell assets to, any director or member of the company providing such purchase or sale is at market value.

5. The liability of the members is limited.

6. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

7.1 If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company but shall be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are altogether or in part similar to the objects of the company and whose constitution restricts the distribution of income and assets among members to an extent at least as great as does clause 4 of this memorandum of association.

7.2 The body or bodies to which property is transferred under clause 7.1 shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have or may acquire jurisdiction.

7.3 To the extent that effect cannot be given to the provisions of clauses 7.1 and 7.2, the relevant property shall be applied to some other charitable object or objects.

8.1 Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in

particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

- 8.2 The company's auditors shall make a report to the members on the accounts examined by them and on every balance sheet and income and expenditure account and on all group accounts, copies of which are to be laid before the company in general meeting.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and addresses
of subscribers

1. (sgd.) Stephen P. Phillips
4 West Regent Street
Glasgow G2 1RW

2. (sgd.) Sarah M. Keith
4 West Regent Street
Glasgow G2 1RW

Dated 9th February 1989

Witness to the above signatures:-

(sgd.) Kathleen Cairns
4 West Regent Street
Glasgow G2 1RW
Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

GREENOCK EMPLOYMENT ACTION GROUP LIMITED

(adopted by special resolution passed on 16th February 1995)

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Membership

1. Such bodies and individuals as may be admitted to membership from time to time under articles 6 to 18 shall be the members of the company; the persons who constitute members of the company as at the time when the resolution adopting these articles is passed (unless eligible for membership under article 4) shall automatically cease to be members on conclusion of the first board meeting which is held after the passing of that resolution.
2. Membership shall cease on death.
3. A member may not transfer his/her/its membership to any other person.

Qualifications for membership

4. Subject to article 1, membership shall be open only to:-
 - (a) the Community Council for each APT (as defined in article 98) within Inverclyde District
 - (b) the individuals elected as community representatives at the public meetings within each APT within Inverclyde District, as provided for in articles 8 to 18
 - (c) Strathclyde Regional Council

- (d) Inverclyde District Council
 - (e) Renfrewshire Enterprise
 - (f) such additional corporate bodies (if any) as the board may determine at its discretion from time to time.
5. No employee of the company may become a member; a person admitted to membership shall automatically cease to be a member if he/she becomes an employee of the company.

Application for membership/removal: Community Councils & other bodies

6. A Community Council or other body eligible for membership under article 4 which wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed by the appropriate officers of that body; the Community Council or other body will automatically constitute a member of the company with effect from the date on which the application is received by the company.
7. The directors shall have power at their discretion to terminate at any time the membership of any body which was admitted to membership under paragraph (f) of article 4; the body will cease to constitute a member with effect from the time at which the directors' resolution was passed.

Election/application for membership: community representatives

8. The directors shall procure, prior to each annual general meeting of the company (excluding the first annual general meeting which is held after adoption of these articles) that the Social Strategy Group for each APT within Inverclyde District convenes a public meeting within that APT, to be held on a date which falls within the period of two weeks prior to that annual general meeting, for the purpose of electing a community representative for that APT.
9. If at the time when any public meeting within an APT would fall to be convened under article 8, 14 or 17, there is no Social Strategy Group in operation in relation to that APT, the responsibility for convening the public meeting shall be assigned by the directors to such other group of community representatives within the APT as the directors may reasonably determine - or if (in the reasonable opinion of the directors) no other suitable group exists within that APT, the directors themselves shall convene the public meeting.
10. The arrangements in relation to each public meeting (as to the time and place fixed for the meeting, advertising the meeting, the conduct of the meeting and other relevant matters) shall conform with such reasonable directions (consistent with the basic requirements set out in paragraphs (a) to (e) of this article) as the directors may issue from time to time; the following basic requirements shall apply:-
- (a) Each public meeting shall be convened on at least 7 days' notice.
 - (b) The quorum for any public meeting at which an election is to be

held shall (subject to paragraph (c)) be 12.

(c) The quorum for any public meeting at which a resolution for the removal of a community representative is to be considered shall be 15.

(d) Any resident of the APT in which the public meeting is held who attends the meeting shall be entitled to vote; other individuals may be permitted to attend and speak at the meeting but shall not be entitled to vote and shall not be taken into account when determining whether a quorum is present.

(e) Voting shall be conducted on a "one individual - one vote" basis and voting by proxy will not be permitted.

11. If a quorum is not present at any public meeting within half an hour after the time appointed for the public meeting, the meeting shall be dissolved and a fresh public meeting shall be convened for a suitable alternative date; where the meeting was convened by a Social Strategy Group or other community group, the directors shall, upon being advised that a meeting was inquorate, issue to the Social Strategy Group or such other group as may have responsibility for convening the fresh public meeting, such directions (which may include requirements as to the issue of further information and notices to local community groups) as the directors may reasonably deem appropriate.

12. An individual elected as community representative for an APT at a public meeting convened under the provisions of these articles shall lodge with the company a written application for membership (in such form as the directors may require), signed by him/her; he/she shall automatically constitute a member

(a) in the case of an individual elected as community representative within the two-week period immediately prior to an annual general meeting, with effect from the conclusion of that annual general meeting (or, if later, the date on which the application is received by the company)

(b) in any other case, with effect from the date on which the application is received by the company.

13. No more than one individual elected as community representative for each APT may constitute a member of the company at any given time; the provisions of these articles shall be deemed to be qualified accordingly.

14. If at any time after the second annual general meeting of the company which is held after adoption of these articles, any APT within Inverclyde District ceases to be represented (whether by reason of resignation or otherwise) at member level by an individual admitted under the provisions of article 12, the directors shall procure that the Social Strategy Group for that APT convenes a public meeting within that APT, to be held on a date as soon as reasonably practicable after the vacancy arises, for the purpose of electing a community representative for that APT.

15. Each individual admitted to membership under article 12 shall (subject

to article 16) automatically cease to be a member at the conclusion of the annual general meeting which immediately follows the date on which he/she was admitted to membership.

16. If any individual admitted to membership under article 12 is re-elected as community representative at the public meeting held within the two-week period prior to any annual general meeting of the company, article 15 shall not apply in relation to that annual general meeting.
17. If at any time after the first annual general meeting of the company the directors receive a requisition signed by at least 8 residents of an APT requesting that a public meeting of the nature referred to in this article be held, the directors shall procure that the Social Strategy Group for that APT convenes a public meeting within that APT, to be held as soon as reasonably practicable after receipt of that requisition, for the purpose of considering a resolution for the removal of the community representative for that APT.
18. If at any public meeting within an APT convened under the provisions of article 17, a resolution is passed by majority vote for the removal of an individual as community representative for that APT, he/she will automatically cease to constitute a member of the company with effect from the time at which that resolution was passed.

Withdrawal from membership

19. Any individual or body who/which wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed by him/her or (as the case may be) signed by the appropriate officers of that body; on receipt of the notice by the company he/she/it shall cease to be a member.

General meetings

20. All general meetings other than annual general meetings are to be called extraordinary general meetings in the relevant notices of meeting.
21. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A(2) of the Act).
22. Subject to the preceding article and to the requirements under section 366 of the Act (which lay down the maximum period which can pass before the first annual general meeting and the maximum period between one annual general meeting and the next), the directors may convene general meetings whenever they think fit.

Notice of general meetings

23. At least twenty one clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 28) or a resolution requiring special notice under the Act is to be proposed; all other extraordinary general meetings shall be called by at least fourteen clear days' notice.

24. The reference to "clear days" in article 23 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
25. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of any business to be dealt with at the meeting and (b) if a special resolution (see article 28) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.
26. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
27. Notice of every general meeting shall be given to all the members and directors and to the auditors.

Special resolutions and ordinary resolutions

28. For the purposes of these articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 23 and 25; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
29. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
- (a) to alter its name
 - (b) (subject to the provisions of the Act) to alter its memorandum of association with respect to the company's objects
 - (c) to alter any provision of these articles or adopt new articles of association.
30. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 23 and 25.

Proceedings at general meetings

31. No business shall be transacted at any general meeting unless a quorum is present; six persons present and entitled to vote (each being a member, a proxy for a member or a representative of a member which is a corporate body) shall (subject to article 32) be a quorum.

32. A quorum shall not be deemed to be constituted at any meeting at which a special resolution is to be proposed unless (a) the duly authorised representatives of at least 75% of the Community Councils who constitute members at the time and (following the second annual general meeting which is held after adoption of these articles) (b) 75% of the individuals admitted to membership under article 12 (community representatives) who constitute members at the time are present.
33. If the quorum required under article 31, or (as applicable) article 32, is not present within half an hour after the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
34. The chairperson of the board of directors shall (if present and willing to act) preside as chairperson of the meeting; if the chairperson of the board of directors is not present and willing to act as chairperson of the meeting within half an hour of the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting; if there is only one director present and willing to act, he/she shall be chairperson of the meeting.
35. A director shall, even if he/she is not a member, be entitled to attend and speak at any general meeting.
36. The chairperson of the meeting may, with the consent of the meeting at which a quorum is present (and must, if the meeting requests him/her to do so), adjourn the meeting but not for a period in excess of thirty days; no notice need be given of an adjourned meeting.
37. A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, a secret ballot is demanded by the chairperson of the meeting, or by at least two persons present at the meeting and entitled to vote (whether as members or as representatives of corporate members).
38. If a secret ballot is demanded in accordance with the preceding article, it shall be taken at once and shall be conducted in such manner as the chairperson of the meeting may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Votes of members

39. Every member shall have one vote which must be given personally (in the case of a member which is a corporate body, via its duly authorised representative present at the meeting).
40. A member which is a corporate body may authorise an individual to act as its representative at any general meeting of the company; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that corporate body could exercise if it were an individual member.
41. A vote given, or ballot demanded, by the duly authorised representative of a corporate member shall be valid notwithstanding that the authority of the person voting or demanding a ballot had

terminated prior to the giving of such vote or demanding of such ballot unless notice of such termination was received by the company at the company's registered office before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

42. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall not be entitled to a casting vote.

Composition of the board: interim period

43. Until the second annual general meeting of the company which is held after adoption of these articles, the directors of the company shall (subject to article 44) comprise (a) those individuals who held office as directors as at the conclusion of the first board meeting which was held following adoption of these articles and (b) such further individuals as the directors may appoint under the provisions of article 44.
44. The directors may (subject to article 45) at any time up to the second annual general meeting of the company which is held after adoption of these articles, appoint any resident of an APT within Inverclyde District (providing he/she is willing to act) to be a director, either to fill a vacancy or as an additional director.
45. An individual shall not be eligible for appointment as a director under article 44 if he/she constitutes an employee of the company.
46. At the conclusion of the second annual general meeting of the company which is held after adoption of these articles, all of the directors shall vacate office, but shall then be eligible for re-election/re-appointment under articles 48 to 58.
47. For the avoidance of doubt, the provisions of articles 48 to 58 shall apply only in relation to the period following the second annual general meeting of the company which is held after adoption of these articles.

Categories of director

48. For the purposes of these articles

"Appointed Director" means a director appointed or re-appointed under articles 50 to 53

"Elected Director" means an individual who constitutes a director under the provisions of articles 54 and 55

"Co-opted Director" means a director appointed or re-appointed under articles 56 to 58.

Number of directors

49. With effect from the second annual general meeting of the company which is held after adoption of these articles, the maximum number of directors shall be as follows:-

- (a) a maximum of one Appointed Director appointed by each of the members admitted under paragraphs (a), (c), (d), (e) or (f) of article 4 (Community Councils, Strathclyde Regional Council, Inverclyde District Council, Renfrewshire Enterprise and other corporate bodies (if any))
- (b) a maximum of one Elected Director elected to represent each of the APTs within Inverclyde District
- (c) a maximum of three Co-opted Directors.

Appointment, removal: Appointed Directors

- 50. Subject to article 52, each of the members admitted under paragraphs (a), (c), (d), (e) or (f) of article 4 (the Community Councils, Strathclyde Regional Council, Inverclyde District Council, Renfrewshire Enterprise and other bodies (if any)) may by notice in writing, signed by its appropriate officers and given to the company
 - (a) appoint any person (other than an employee of the company) who is willing to act to be a director (either to fill a vacancy or as an additional director) or
 - (b) remove any director appointed by that member before the expiration of his/her period of office (notwithstanding any agreement between the company and him/her).
- 51. Any appointment or removal of a director under article 50 shall have effect from the date on which the relevant notice is given to the company.
- 52. The powers conferred by article 50 shall be deemed to be limited such that no more than one director appointed by each member under article 50 may hold office as a director at any given time.
- 53. At the conclusion of each annual general meeting, all of the Appointed Directors shall vacate office - but shall then be eligible for re-appointment.

Admission, vacating of office: Elected Directors

- 54. Each individual admitted to membership under article 12 (community representatives) shall (providing he/she is willing to act and is not an employee of the company) automatically constitute a director immediately upon his/her admission to membership.
- 55. An Elected Director shall cease to be a director immediately upon his/her ceasing to constitute a member of the company.

Appointment, vacating of office, re-appointment : Co-opted Directors

- 56. The directors may at any time appoint any person (other than an employee of the company) to be a director providing he/she is willing to act, either on the basis that he/she represents a body with which the company has contact in the course of its activities or on the basis that he/she has special expertise which is likely to be of assistance to the board of directors.

57. At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office.
58. Immediately following each annual general meeting, the directors may re-appoint any person who, as a Co-opted Director, vacated office under the preceding article at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place or resolve not to fill the vacancy.

Disqualification and removal of directors

59. A director shall vacate office if
- (a) he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director
 - (b) he/she is sequestered
 - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (d) he/she becomes an employee of the company
 - (e) in the case of an Appointed Director, the body which appointed him/her ceases to be a member of the company
 - (f) he/she resigns office by notice to the company
 - (g) he/she is absent for a period of more than three months (without permission of the directors) from meetings of directors held during that period and the directors resolve to remove him/her from office
- or
- (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

Appointments to office

60. Directors shall be appointed to hold the offices of chairperson, vice chairperson, finance director and any other offices which the directors may consider appropriate.
61. The appointments under the preceding article shall (subject to article 64) be made
- (a) in relation to the period up to the second annual general meeting which is held after adoption of these articles, by the directors at a board meeting held as soon as reasonably practicable after adoption of these articles
 - (b) thereafter, by way of elections (in relation to which only the members of the company present (in the case of a corporate member, via its duly authorised representative) shall be

entitled to vote) held at each annual general meeting.

62. Each office shall be held (subject to article 63) until the conclusion of the annual general meeting which next follows appointment; a director whose period of office expires under this article may be re-elected to that office under article 61 (providing he/she is willing to act).
63. The appointment of any director to an office under article 60 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
64. If the appointment of a director to any office under article 60 terminates (other than at an annual general meeting under article 62), the directors shall appoint another director to hold the office in his/her place.

Directors' interests

65. Subject to the provisions of the Act and of clause 4 of the memorandum of association and provided that he/she has disclosed to the directors the nature and extent of any personal interest which he/she has (unless immaterial), a director (notwithstanding his/her office)
 - (a) may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company
 - (b) may be a party to, or have some other personal interest in, any transaction in which the company or any associated company has an interest
 - (c) may be a director or secretary of, or employed by, or have some other personal interest in, any associated company
and
 - (d) shall not, because of his/her office, be accountable to the company for any benefit which he/she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such companyand no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.
66. For the purposes of the preceding article, an interest of which a director has no knowledge and of which it is unreasonable to expect him/her to have knowledge shall not be treated as an interest of his/hers; the references to "associated company" shall be interpreted as references to any subsidiary of the company or any other company in which the company has a direct or indirect interest.

Directors' remuneration and expenses

67. No director shall be entitled to any remuneration, whether in respect of his/her office as director or as holder of any office under article 60.

68. The directors may be paid all travelling and other expenses properly incurred by them in connection with their attendance at meetings of directors, general meetings, meetings of committees of directors or meetings of General Committees or otherwise in connection with the carrying-out of their duties.

Powers of directors

69. Subject to the provisions of the Act, the memorandum of association and these articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company.
70. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

71. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
72. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
73. Questions arising at a meeting of directors shall be decided by a majority of votes; in the case of an equality of votes, the chairperson of a meeting of directors shall have a second or casting vote.
74. The quorum for the transaction of the business of the directors shall (subject to article 75) be six.
75. A quorum shall not be deemed to be constituted at any meeting of the directors unless the directors appointed by Community Councils and Elected Directors present at the meeting (taken together) constitute a majority of the directors attending the meeting; in relation to the period prior to the second annual general meeting of the company which is held after adoption of these articles, the reference in the preceding provisions of this article to "Elected Directors" shall be interpreted as a reference to directors who are residents of APTs within Inverclyde District.
76. The continuing directors or a sole continuing director may act notwithstanding vacancies but if the number of remaining directors is less than the number fixed as the quorum they or he/she may act only for the purpose of filling vacancies or of calling a general meeting.
77. Unless he/she is unwilling to do so, the chairperson of the board of directors shall preside as chairperson at every meeting of directors at which he/she is present; if the chairperson of the board of directors is unwilling to act as chairperson of a meeting of directors or is not present within fifteen minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairperson of the meeting.
78. A director shall not vote at a meeting of directors or at a meeting of a committee of directors on any resolution concerning a matter in which he/she has, directly or indirectly, a personal interest or duty

(unless immaterial) which conflicts or may conflict with the interests of the company.

79. For the purposes of the preceding article,

(a) an interest of a person who is taken to be connected with a director for any purpose of the Act (excluding any statutory modification not in force at the date of incorporation of the company), shall be treated as a personal interest of the director

(b) an interest of a body of which a director is employee or director (or a member of its management committee) shall be treated as a personal interest of the director.

80. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

81. The company may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 78 to 80.

Delegation to committees of directors and holders of offices

82. The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the chairperson or a director holding any other office such of their powers as they consider appropriate.

83. Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and may be revoked or altered.

84. Subject to any condition imposed in pursuance of the preceding article, the proceedings of a committee consisting of two or more directors shall be governed by the articles regulating the proceedings of meetings of directors so far as they are capable of applying.

Delegation to General Committees

85. For the purposes of these articles, "General Committee" means a committee appointed by the directors whose constitution complies with article 86.

86. The directors may form committees consisting only partly of directors; the members of a General Committee shall include at least one director, but the remaining members of the committee need not be members or directors of the company.

87. The director included among the members of a General Committee (or, if more than one director is included among the members of the committee, the director appointed to such office at a meeting of directors) shall hold office as convener of the committee.

88. Each General Committee shall regulate its proceedings in accordance with the directions issued by the directors of the company and shall give effect to any instruction or decision on a matter of principle issued or made by the directors of the company.

89. The functions of a General Committee shall be limited to the preparation of reports and recommendations for consideration by the board of directors.

Secretary

90. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

91. The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors, meetings of committees of directors and meetings of General Committees; a minute of a meeting of directors or of a committee of directors shall include the names of the directors present and the minutes of each meeting shall be signed by the chairperson of that meeting.

Accounts

92. No member shall (as such) have any right of inspecting any accounting records or other book or document of the company except as conferred by statute or as authorised by the directors or by ordinary resolution of the company.

Notices

93. Any notice to be given in pursuance of these articles shall be in writing; the company may give any such notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address.
94. Any notice, if sent by post, shall be deemed to have been given at the expiry of twenty four hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

Winding-up

95. If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

Indemnity

96. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office including, without prejudice to that generality, any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in

which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.

Interpretation

97. In these articles, "the Act" means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.
98. For the purposes of these articles, an "APT" means an Area for Priority Treatment (or such reasonably equivalent designation as the directors may reasonably determine), as designated by the relevant authority or authorities from time to time.
99. References in these articles to "Strathclyde Regional Council" and "Inverclyde District Council" shall be deemed to include their respective statutory successors.
100. References in these articles to the singular shall be deemed to include the plural.