



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 158273

The Registrar of Companies for Scotland hereby certifies that

CRAIGEND RESOURCE CENTRE

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the 30th May 1995



NSC158273H

J. HENDERSON

Registrar Of Companies



C O M P A N I E S H O U S E



C O M P A N I E S H O U S E

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full



F012001J

† Please delete as appropriate.

158272

CRAIGEND RESOURCE CENTRE

I,

STEPHEN PAUL PHILLIPS

of

4 West Regent Street, Glasgow G2 1RW

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Stephen Paul Phillips

Declared at

Glasgow

the

Nineteenth

day of

May

One thousand nine hundred and ninety

five

① Please print name.

before me ①

MAUREEN ANGELA NICOLSON

Signed

Maureen Nicolson

Date

19.05.95

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Alexander Stone & Co.

4 West Regent Street, Glasgow G2 1RW

Tel 0141 332 8611

DX number GW260

DX exchange Glasgow



SCT *S7YMCBMS* 434
COMPANIES HOUSE 23/05/95

Form revised March 1995

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

30(5)(a)

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full

CRAIGEND RESOURCE CENTRE



F030A01T

I,

STEPHEN PAUL PHILLIPS

of

4 West Regent Street, Glasgow G2 1RW

a [Solicitor engaged in the formation of the company] ~~person named as x~~
~~director or secretary of the company in the statement delivered under~~
~~section 10 of the Companies Act 1985~~† do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to
be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Stephen P. Phillips

Declared at

Glasgow

the

Nineteenth	day of	May
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158273

THE COMPANIES ACT 1985

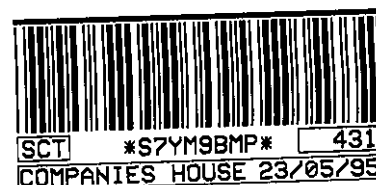
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM and ARTICLES of ASSOCIATION

of

CRAIGEND RESOURCE CENTRE

Alexander Stone & Co
Solicitors
4 West Regent Street
Glasgow G2 1RW



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM of ASSOCIATION

of

CRAIGEND RESOURCE CENTRE

COMPANIES HOUSE
FEE PAID £20
EDINBURGH

1. The company's name is "Craigend Resource Centre".
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 provide in the interests of social welfare facilities for recreation and other leisure time activity available to the public at large within the Gibshill-Weir Street area of Greenock (being that area shown outlined in red on the plan annexed to this memorandum of association and signed by the subscribers) ("the Operating Area") with a view to improving their conditions of life.
 - (2) To advance education.
 - (3) To promote 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.
 - (5) To relieve poverty.
 - (6) To promote, establish, operate and/or support other schemes of a charitable nature for the benefit of all sections of the community within the Operating Area.

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

- (a) To promote, establish, operate and/or manage a centre providing facilities for recreation and other leisure time activity and incorporating accommodation for educational, community, cultural and/or recreational events and activities and refreshment facilities.
- (b) To advise in relation to, prepare, organise and/or conduct educational, training and counselling courses and programmes of

all kinds.

- (c) To liaise with educational establishments, public authorities, community groups, voluntary bodies and others, with a view to promoting and developing initiatives, projects and events of all kinds directed towards developing interest and raising public knowledge and awareness in all areas relevant to the needs of residents of the Operating Area.
- (d) 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.
- (e) To carry on any other activity which may be advantageously carried on in connection with any of the objects of the company.
- (f) To promote companies whose activities may further one or more of the above objects, acquire and hold shares, stocks, debentures and other interests 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.
- (g) 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.
- (h) 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.
- (i) 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.
- (j) 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.
- (k) 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.
- (l) 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.
- (m) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- (n) 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.

- (o) To oppose or object to any application or proceedings which may prejudice the company's interests.
- (p) 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.
- (q) To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- (r) To effect insurance against risks of all kinds.
- (s) 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.
- (t) 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.
- (u) 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.
- (v) 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.
- (w) 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.
- (x) 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.
- (y) 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. (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3 of this memorandum of association).
- (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
- (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
- (d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.

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/she is a member or within one year after he/she ceases to be a member, for payment of the company's debts and liabilities contracted before he/she 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) operating within the Operating Area 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. 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.

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. ~~Lorna Christie~~
LORNA MARION CHRISTIE
152 Oronsay Avenue
Port Glasgow

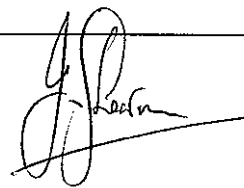
1. ~~Jean Robertson~~
JEAN ROBERTSON
12c John Wilson Street
Greenock

2. ~~James McLeod~~
JAMES KIRK TELFORD MCLEOD
6c John Wilson Street
Greenock

Dated

18th January 1995

Witness to the above signatures:-

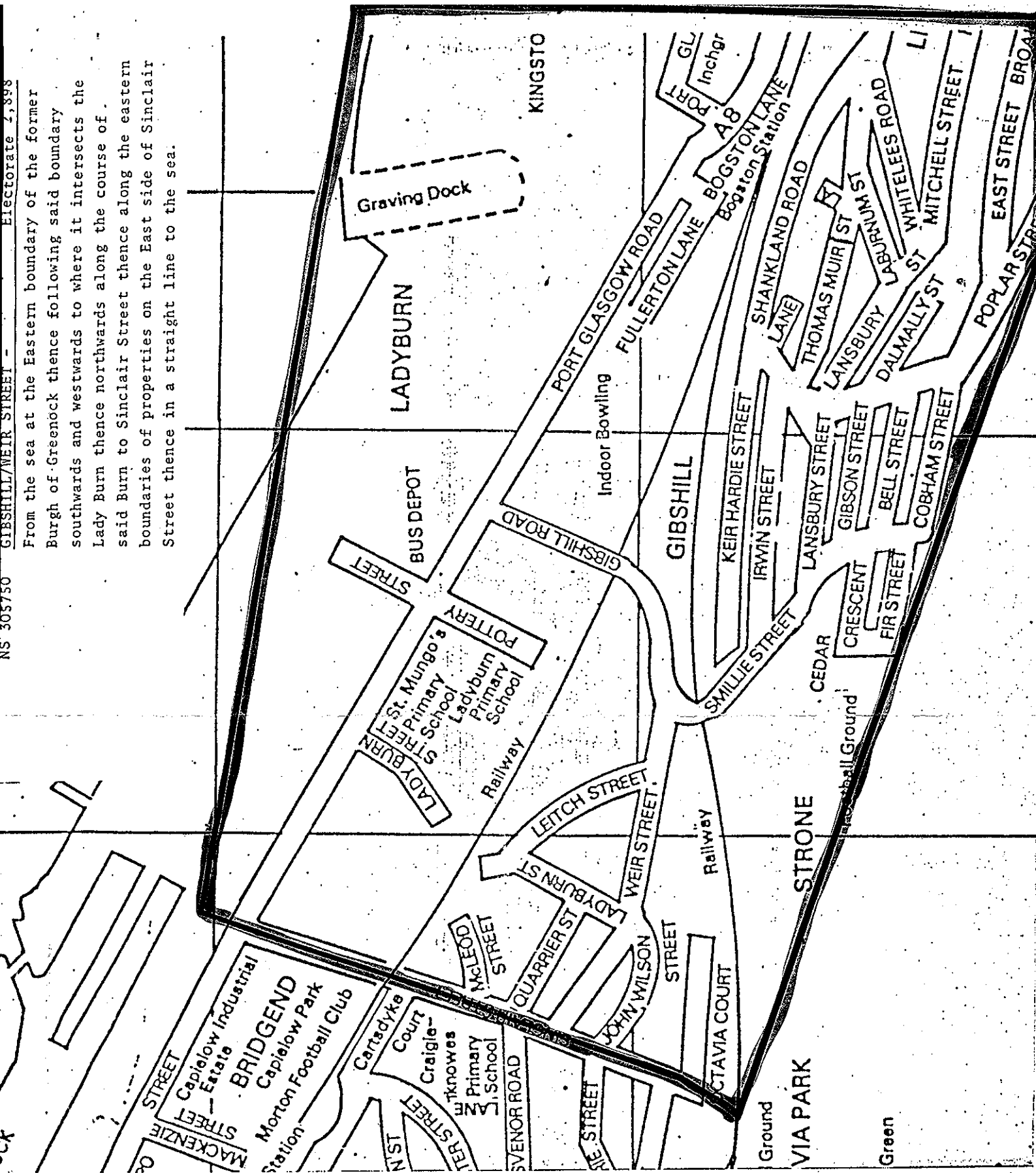


~~KELLY MACDONALD~~
~~18 Lady Lane~~
~~Paisley~~
~~PA1 2LJ~~
~~Senior Community Worker~~
~~Social Work Department~~

IAN SHEARMAN
31/33 LAMBLASH CRESCENT
GLASGOW
G3 3 8LS

NS 305750 GIBSHILL/WEIR STREET - Electorate 2,898

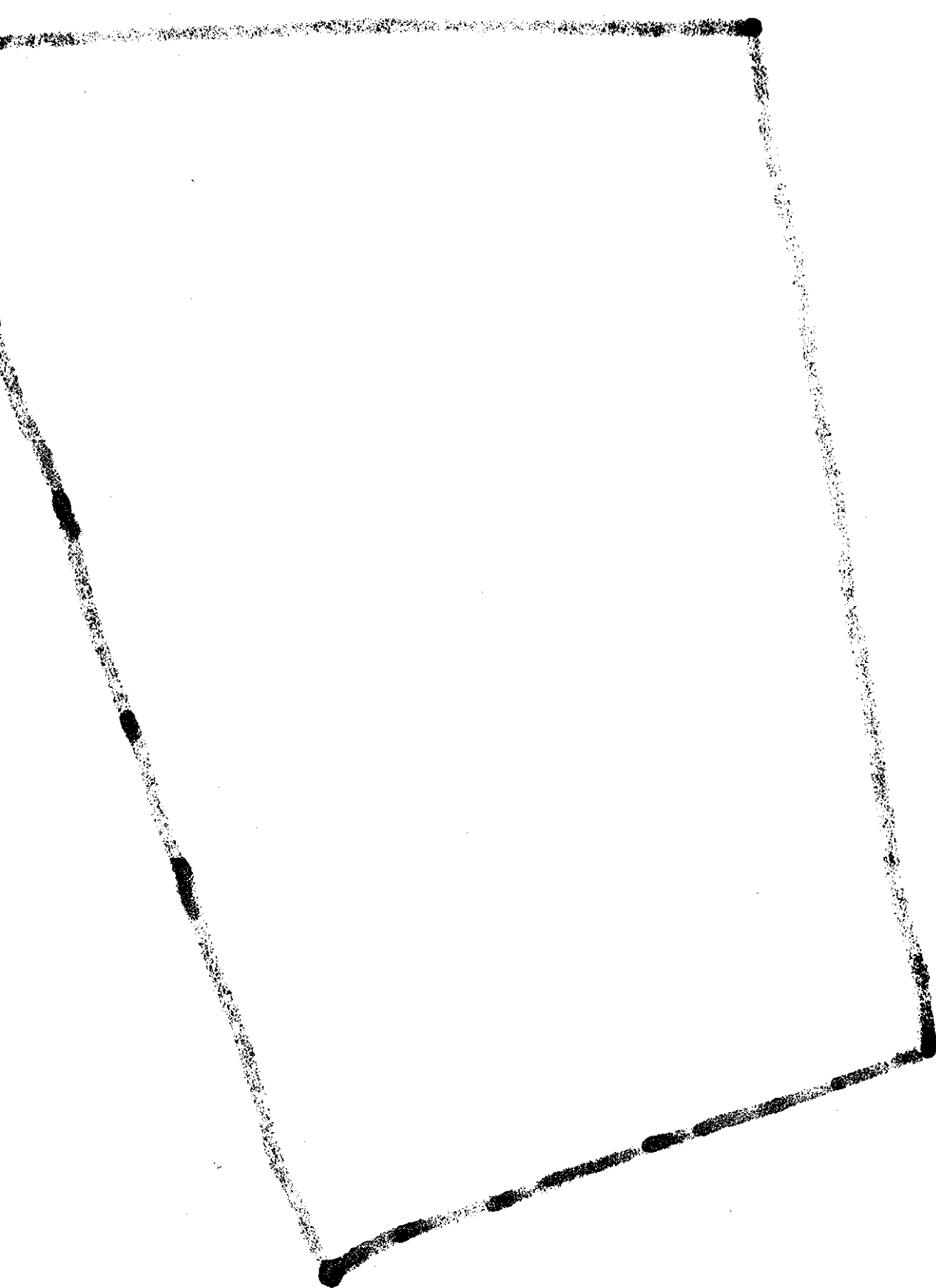
From the sea at the Eastern boundary of the former Burgh of Greenock thence following said boundary southwards and westwards to where it intersects the Lady Burn thence northwards along the course of said Burn to Sinclair Street thence along the eastern boundaries of properties on the East side of Sinclair Street thence in a straight line to the sea.



NAME (PRINT) : JEAN ROBERTSON KIRK McLEOD

SIGNIATURE : Jean Robertson Kirk McLeod

STATUS : TREASURER. DIRECTOR.



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES of ASSOCIATION

of

CRAIGEND RESOURCE CENTRE

158273

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Membership

1. The subscribers to the memorandum of association and such other persons as are admitted to membership under articles 8 to 17 shall be the members of the company.
2. Membership shall cease on death.
3. A member may not transfer his/her membership to any other person.

Qualifications for membership

4. Subject to articles 5 and 6, membership shall be open to any individual who is aged 16 years or older and who is a resident of the Gibshill - Weir Street area of Greenock being that area outlined in red on the plan annexed to the memorandum of association and signed by the subscribers ("the Operating Area")
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.
6. The directors shall be entitled at their discretion to refuse to admit any person to membership even if he/she is qualified for membership under article 4 and is not debarred from membership by article 5.

7. A person admitted to membership shall automatically cease to be a member if he/she ceases to fulfil the residential qualification under article 4.

Application for membership

8. Any person who wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her; an application for membership must be accompanied by a remittance for the full amount of the annual membership subscription.
9. An applicant shall lodge with the company such evidence of his/her age and home address as the directors require.
10. Each application for membership shall be considered by the directors at the first meeting of the directors which is held after receipt by the company of the written application and remittance (and, if appropriate, supporting evidence) required under articles 8 and 9.
11. The directors shall, within a period of seven days after the meeting at which an application for membership is considered, notify the applicant in writing of the directors' decision as to whether or not to admit him/her to membership; if the decision was to refuse admission, the directors shall return to the applicant the remittance lodged by him/her under article 8.

Register of Members

12. In addition to the particulars required by section 352 of the Act, there shall be entered in the register of members against the name of each member particulars of the qualifications under article 4 which (on the basis of the evidence last supplied by him/her to the company) he/she fulfils.

Membership subscription

13. Subject to article 14, unless otherwise determined by ordinary resolution, the amount of the annual membership subscription shall be £1.
14. No membership subscription shall be payable by members who are entitled to receive the state retirement pension.
15. The annual membership subscription shall be due on each accounting reference date of the company and shall (subject to articles 8 and 19) be taken to cover the period from one accounting reference date to the date falling immediately prior to the next accounting reference date.
16. The directors shall give to the members at least ten days' notice of each accounting reference date; each notice shall specify the amount of the membership subscription which will be due and shall state the possible consequence (under the following article) of failure to make payment.
17. If (subject to the provisions of article 14) the company has not received a member's annual membership subscription within fourteen days

after the accounting reference date on which it fell due, the directors may by resolution expel that person from membership; if, however, proper notice under article 16 was not given, a member shall not be liable to be expelled under this article unless he/she fails to pay the subscription within 24 days after notice requiring payment has been given to him/her.

Withdrawal from membership

18. Any person who 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; on receipt of the notice by the company he/she shall cease to be a member.
19. A person who ceases to be a member shall not be entitled to any refund (total or partial) of the annual membership subscription.

Expulsion from membership

20. Subject to articles 21 to 25, the company may, by special resolution, expel any person from membership.
21. Any member who wishes to propose at any meeting a resolution for the expulsion of any person from membership shall lodge with the company written notice of his/her intention to do so (identifying the member concerned and specifying the grounds for the proposed expulsion) not less than six weeks before the date of the meeting.
22. The company shall, on receipt of a notice under the preceding article, forthwith send a copy of the notice to the member concerned and the member concerned shall be entitled to make written representations to the company with regard to the notice.
23. If representations are made to the company in pursuance of the preceding article, the company shall (unless such representations are received by the company too late for it to do so)
 - (a) state the fact of the representations having been made in the notice convening the meeting at which the resolution is to be proposedand
 - (b) send a copy of the representations to every person to whom notice of the meeting is or was given.
24. Whether or not a copy of the written representations has been given to each of the persons entitled to receive notice of the meeting, the member concerned shall be entitled to be heard on the resolution at the meeting.
25. Failure to comply with any of the provisions of articles 21 to 24 shall render any resolution for the expulsion of a person from membership invalid.

26. A person expelled from membership under articles 20 to 25 shall cease to be a member with effect from the time at which the relevant resolution is passed.

General meetings

27. All general meetings other than annual general meetings are to be called extraordinary general meetings.
28. The directors must convene an extraordinary general meeting if there is a valid requisition by members representing not less than one tenth of the total voting rights of all the members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A(2) of the Act).
29. 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

30. 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 35) 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.
31. The reference to "clear days" in article 30 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.
32. 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 35) (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.
33. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
34. Notice of every general meeting shall be given to all the members and directors and to the auditors.

Special resolutions and ordinary resolutions

35. 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 30 and 32; 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.

36. 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.

37. 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, and (as applicable) the chairperson's casting vote) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 30 and 32.

Proceedings at general meetings

38. No business shall be transacted at any meeting unless a quorum is present; one third of the membership or 20 members whichever is the lower number, present in person shall be a quorum.

39. If the quorum required under article 38 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.

40. The convener shall (if present and willing to act as chairperson) preside as chairperson of the meeting; if the convener is not present and willing to act as chairperson 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, if there is only one director present and willing to act, he/she shall be chairperson.

41. A director shall, even if he/she is not a member, be entitled to attend and speak at any general meeting.

42. The chairperson 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.

43. A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or immediately after the result of the show of hands is declared, a secret ballot is demanded by the chairperson, or by at least three members present in person at the meeting.

44. 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 may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Votes of members

45. Every member shall have one vote which (whether on a show of hands or on a secret ballot) must be given personally.
46. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.

Categories of director

47. For the purposes of these articles

"Member Director" means a director (drawn from the membership of the company) elected, re-elected or appointed under articles 50 to 56

"Appointed Director" means a (non-member) director appointed or re-appointed by the directors under articles 57 to 59.

Number of directors

48. Unless otherwise determined by special resolution, the maximum number of directors shall be 12, of whom a maximum of 11 directors shall be Member Directors and a maximum of 1 director shall be an Appointed Director; the minimum number of directors shall be 4.
49. The Member Directors shall at all times constitute a majority of the directors.

Election, retirement, re-election : Member Directors

50. Any member who wishes to be considered for election as a director at an annual general meeting must lodge with the company a written notice (in such form as the directors require), confirming that he/she is willing to be appointed; the notice must be signed by him/her and must be lodged with the company at least seven days before the date of the annual general meeting.
51. Subject to article 60, at an annual general meeting the company may elect as a director (a "Member Director") any member who has given notice of his/her willingness to accept appointment in accordance with the preceding article.
52. Subject to article 60, the directors may at any time appoint any member (providing he/she is willing to act) to be a director (a "Member Director"), either to fill a vacancy or as an additional director.
53. At the second annual general meeting, all the Member Directors shall retire from office.
54. At each annual general meeting (other than the first and second)

- (a) any Member Director who was appointed by the directors (under article 52) in the period from the date of the last annual general meeting shall retire from office

and

- (b) out of the remaining Member Directors, one third shall retire from office.

55. The directors to retire under paragraph (b) of article 54 shall be those who have been longest in office since they were last appointed or re-appointed; if two or more directors were appointed or re-appointed on the same date, the question of which of them is to retire under paragraph (b) of article 54 shall be decided by some random method.

56. The company may at any annual general meeting re-elect any Member Director who retires from office at the meeting under articles 53 or 54 (providing he/she is willing to act); if any such Member Director is not re-appointed, he/she shall retain office until the meeting appoints someone in his/her place or, if it does not do so, until the end of the meeting.

Appointment, vacating of office, re-appointment : Appointed Director

57. In addition to their powers of appointment under article 52, the directors may, subject to article 60, at any time appoint any non-member (other than an employee of the company) to be a director (an "Appointed Director") providing he/she is willing to act, either to fill a vacancy or as an additional director.

58. At the conclusion of each annual general meeting (including the first) any Appointed Director shall vacate office.

59. Immediately following each annual general meeting, the directors may re-appoint any person who, as an Appointed 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.

60. No person shall be elected as a director under article 52 or appointed as a director under articles 52 or 57 where a member of his/her family is at that time a director; for the purposes of this article, "family" shall be deemed to include a person's spouse, child, parent, grandchild, grandparent, brother or sister.

Disqualification and removal of directors

61. 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 6 months

- (d) he/she becomes an employee of the company
 - (e) he/she resigns office by notice to the company
 - (f) he/she is absent for a period of more than 3 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
- (g) 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

- 62. Directors shall be appointed to hold the offices of convener, vice convener, treasurer and any other offices which the directors may consider appropriate.
- 63. The appointments under the preceding article shall be made at meetings of directors.
- 64. Each office shall be held (subject to article 65) 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-appointed to that office under article 62 (providing he/she is willing to act).
- 65. The appointment of any director to an office under article 62 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
- 66. If the appointment of a director to any office under article 62 terminates, the directors shall appoint another director to hold the office in his/her place.

Directors' interests

- 67. 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 company

and no such transaction or arrangement shall be liable to be treated as void on the ground of any such interest or benefit.

68. 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

69. 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 62.
70. 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 or meetings of committees of directors or otherwise in connection with the carrying-out of their duties.

Powers of directors

71. 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.
72. A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

73. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
74. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
75. 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 shall have a second or casting vote.
76. The quorum for the transaction of the business of the directors may be fixed by the directors and, unless so fixed at any other number, shall be 3.
77. 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.

78. Unless he/she is unwilling to do so, the convener shall preside as chairperson at every meeting of directors at which he/she is present; if the convener is unwilling to act as chairperson 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.
79. 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.
80. For the purposes of the preceding article, 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.
81. 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.
82. The company may by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of article 79.
83. The directors shall be permitted to invite representatives of outside bodies to attend board meetings in an advisory capacity only; for the avoidance of doubt, any individual attending a board meeting in such an advisory capacity shall not be entitled to vote and shall not be regarded as a director for the purposes of these memorandum and articles of association or the Act.

Delegation to committees of directors and holders of offices

84. The directors may delegate any of their powers to any committee consisting of one or more directors; they may also delegate to the convener or a director holding any other office such of their powers as they consider appropriate.
85. 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.
86. 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.

Secretary

87. 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

88. The directors shall ensure that minutes are made (in books kept for the purpose) of all proceedings at general meetings, meetings of the directors, and meetings of committees of directors; 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

89. 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.

Social and community benefits

90. The directors shall issue a report each year to the members of the company (in such form as the directors may reasonably deem appropriate), setting out the social and community benefits which they consider the activities of the company to have achieved.
91. The directors may arrange for an objective assessment (such assessment being referred to in these articles as a "social audit") to be made on an annual basis of the social and community benefits achieved by the company; the social audit, in addition to examining the effectiveness of the company in relation to pursuit of its objectives, shall address matters bearing upon the welfare of employees.

Notices

92. 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.
93. 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

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

Indemnity

95. 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

96. 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.
97. References in these articles to the singular shall be deemed to include the plural.

Names and addresses
of subscribers

Lorna Christie
LORNA MARION CHRISTIE
152 Oronsay Avenue
Port Glasgow

J. Robertson
JEAN ROBERTSON
12c John Wilson Street
Greenock

2. *James McLeod*
JAMES KIRK TELFORD MCLEOD
6c John Wilson Street
Greenock

Dated

18th January 1995

Witness to the above signatures:-

~~KELLY MACDONALD
18 Lady Lane
Paisley
PA1 2LN
Senior Community Worker
Social Work Department~~

I. Shearman

IAN SHEARMAN
81/83 LAMLASU CRESCENT
GLASGOW
G3 8LJ



COMPANIES HOUSE

10

**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

CN

158273

For official use ☐

CRAIGEND RESOURCE CENTRE

Registered office of the company on
incorporation.

RO

CRAIGEND RESOURCE CENTRE

M'LEOD STREET

Post town GREENOCK

County/Region INVERCLYDE

Postcode PA15 2HD

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

X

Name Alexander Stone & Co.

RA

4 West Regent Street

Post town Glasgow

County/Region Strathclyde

Postcode G2 1RW



SCT *S7YMABMQ* 432
COMPANIES HOUSE 23/05/95

Number of continuation sheets attached

5

To whom should Companies House
direct any enquiries about the
information shown in this form?

Alexander Stone & Co

4 West Regent Street

Glasgow

Postcode G2 1RW

Telephone 0141 332 8611

Extension

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS		
	Lorna Marion	
	Christie	
	-	
	None	
	Mitchell and Gallagher	
AD	152 Oronsay Avenue	
	Port Glasgow	
	Post town	Port Glasgow
	County/Region	Strathclyde
	Postcode	Country Scotland
I consent to act as secretary of the company named on page 1		
Signed	Lorna Marion Christie Date	

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

CD		
	Daniel	
	Kelly	
	-	
	None	
	None	
AD	22 Ladyburn Street	
	Post town	Greenock
	County/Region	Strathclyde
	Postcode	Country Scotland
	Postcode PA15 2HQ	Country Scotland
DO	1 4 1 0 6 2	Nationality NA British
OC	Unemployed	
OD	None	
I consent to act as director of the company named on page 1		
Signed	D. Kelly Date 18 TH /1/95	

* Voluntary details

Consent signature

(See notes 1 - 5)

***Style/Title**

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details


Consent signature

Delete if the form
is signed by the
subscribers.

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

CD _____
James Kirk Telford _____
McLeod _____
- _____
None _____
None _____
AD _____ 6c John Wilson Street _____
Post town _____ Greenock _____
County/Region _____ Strathclyde _____
Postcode _____ Country _____ Scotland _____
DO 1 5 1 1 4 5 _____ Nationality NA British _____
OC _____ Shipyard Worker _____
OD _____ None _____
I consent to act as director of the company named on page 1
Signed *J. McLeod* Date 18.1.95



Signature of agent on behalf of all subscribers

Date 19.5.95

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Notes

- 1 Show for an individual the full forenames NOT INITIALS and surname together with any previous forenames or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forenames or surname except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

In the case of a peer, or an individual usually known by a British title, you may state the title instead of or in addition to the forenames and surname and you need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

- 2 Directors known by another description:

A director includes any person who occupies that position even if called by a different name, for example, governor, member of council. It also includes a shadow director.

- 3 Directors details:

Show for each individual director their date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

- 4 Other directorships:

Give the name of every company of which the individual concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either is or at **all times during the past 5 years** when the person was a director **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return,
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper.

- 5 Use photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's name.

- 6 The address for companies registered in England and Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
100-102 George Street
Edinburgh
EH2 3DJ

Company Secretary (see notes 1-5)

Company name

CRAIGEND RESOURCE CENTER

NAME *Style / Title

MRS

*Honours etc

* Voluntary details

Forename(s)

MARY TIPPINS

Surname

SCOTT

Previous forename(s)

NONE

Previous surname(s)

MCKENZIE

Address

5 B QUARRIER STREET

Usual residential address

For a corporation, give the registered or principal office address.

Post town

GREENOCK

County / Region

INVERCLYDE

Postcode

PA15

Country

Scotland

I consent to act as secretary of the company named on page 1

Consent signature

M. Scott.

Date

17/5/1995

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

-

*Honours etc

-

Forename(s)

MARY TIPPINS

Surname

SCOTT

Previous forename(s)

None

Previous surname(s)

None

Address

5b Quarrier Street

Usual residential address

For a corporation, give the registered or principal office address.

Post town

Greenock

County / Region

Strathclyde

Postcode

Country

Scotland

Day Month Year

Date of birth

31

05

56

Nationality

British

Business occupation

Cleaner

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

M. Scott.

Date

17/5/1995.

Company Secretary (See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**CS****AD**

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Signed

Date

Directors (See notes 1 - 5)*Please list directors in alphabetical order.*

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

CD

Jean

Robertson

-

None

None

AD

12c John Wilson Street

Post town Greenock

County/Region Strathclyde

Postcode

Country Scotland

DO

0 6 1 0 5 8

Nationality **NA** British**OC**

Not employed

OD

None

I consent to act as director of the company named on page 1

Signed

Jean Robertson

Date

18-1-95

* Voluntary details

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**CS****AD**

Post town

County/Region

Postcode Country

I consent to act as secretary of the company named on page 1

Signed

Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

CD

George

McMaster

-

None

None

AD

22 Ladyburn Street

Greenock

Post town Greenock

County/Region Strathclyde

Postcode Country Scotland

DO 1 7 0 1 5 2Nationality **NA** British**OC** Unemployed**OD** None

I consent to act as director of the company named on page 1

Signed

Date

* Voluntary details

Consent signature

Company Secretary (See notes 1 - 5)

Name *Style/Title
 Forenames
 Surname
 *Honours etc
 Previous forenames
 Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**CS****AD**Post town County/Region Postcode Country

I consent to act as secretary of the company named on page 1

Signed

Date

Directors (See notes 1 - 5)*Please list directors in alphabetical order.*

Name *Style/Title
 Forenames
 Surname
 *Honours etc
 Previous forenames
 Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth Business occupation Other directorships

* Voluntary details

CD

Robert

Wilson

-

None

None

AD

26d Ladyburn Street

Post town GreenockCounty/Region StrathclydePostcode Country Scotland**DO** 2 2 0 2 4 2Nationality **NA** British**OC** Unemployed**OD** None

I consent to act as director of the company named on page 1

Signed

Robert Wilson

Date

18-1-98

Consent signature

Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**CS****AD**

Post town

County/Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Signed

Date

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

CD

Thomas

Power

-

None

None

AD

9b Quarrier Street

Post town Greenock

County/Region Strathclyde

Postcode

Country

Scotland

DO 2 1 1 2 5 3

Nationality

NA

British

OC

Unemployed

OD

None

I consent to act as director of the company named on page 1

Signed

Thomas Power

Date

13-1-95

Consent signature