

No of Company 168554

The Companies Acts 1985 and 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL
SPECIAL RESOLUTION
of
PATHS FOR ALL PARTNERSHIP

(Pursuant to Section 378 of the Companies Act 1985)

Passed on 26 October 2006

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Gean House, Tullibody Road, Alloa on 26th day of October 2006 the subjoined SPECIAL RESOLUTIONS were duly passed viz

RESOLUTIONS

1. THAT the Objects in the Company's Memorandum of Association be amended as follows by deleting the existing Objects a), b) and c) and replacing with the following
 - a) *to advance, encourage and facilitate the creation, improvement, management, promotion and use by everyone of paths and other routes on land and water for recreation, everyday journeys and physical activity, and in so doing advance health and well being, environmental improvement, heritage, community development, sustainable transport and economic development.*
 - b) *to advance, encourage and facilitate the creation, improvement, management, promotion and use by everyone of paths and other routes for public amenity, recreation, everyday journeys and physical activity within the vicinity of a landfill site in order to comply with Entrust's requirements for enrolment as an Environmental Body*
2. THAT Article 1 of the Company's Articles of Association be amended as follows



by adding at the end of said Article

'The Company is a charity for the purposes of the Charities and Trustee Investment (Scotland) Act 2005 '

- 3 THAT Article 42 of the Company's Articles of Association be amended as follows

by adding the following paragraphs at the end of said Article

'(g) he ceases to be a charity trustee as defined in Section 106 of the Charities and Trustee Investment (Scotland) Act 2005 by virtue of any provision of said last mentioned Act or becomes disqualified from acting as a charity trustee in terms of Section 69 of said last mentioned Act, or

(h) he does or omits to do anything contrary to the principles of good governance as required by common law or said legislation '

- 4 THAT Article 46 of the Company's Articles of Association be amended as follows

by substituting the number 'two' with the number 'five' at the end of the first sentence of said Article

- 5 THAT Article 51 of the Company's Articles of Association be amended as follows

by adding the following after the word 'company' on the fourth line of said Article

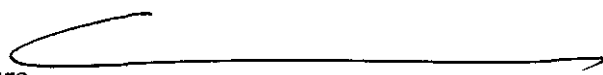
',' or conflicts with the principles of good governance required by the Act or the Charities and Trustee Investment (Scotland) Act 2005 or the common law,'

- 6 THAT Article 64 of the Company's Articles of Association be amended as follows

by adding the following after the word 'Act' of the said Article

'and the Charities and Trustee Investment (Scotland) Act 2005,'

Signature



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Secretaries