

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTIONS

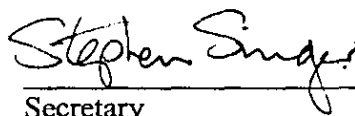
of

COMMUNITY LINKS WEST DUNBARTONSHIRE
(Company number SC229753)

At an extraordinary general meeting of COMMUNITY LINKS WEST DUNBARTONSHIRE held at Buchanan Arms Hotel, Drymen, Stirlingshire, G63 0BQ on Friday 11 November 2005, the following resolutions were duly passed as special resolutions of the company:-

- 1 That the name of the company be changed to "Community Links Scotland".
- 2 That the provisions of the memorandum of association with respect to the objects of the company be amended by the deletion from paragraph (1) of clause 3 of the words "Dunbartonshire and Argyll & Bute" and the insertion in their place of the following:-

"the Communities Scotland region referred to as North and South Clyde (covering the six local authorities of Argyll & Bute, West Dunbartonshire, East Dunbartonshire, East Renfrewshire and Inverclyde) and such other areas as the directors may consider appropriate from time to time".
- 3 That the regulations contained in the document 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 of the company.


Secretary

Registered office:

75 Kilbowie Road
Clydebank
G81 1BL



THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL
MEMORANDUM and
ARTICLES of ASSOCIATION
of
COMMUNITY LINKS WEST DUNBARTONSHIRE

Burness

242 West George Street, Glasgow G2 4QY
Telephone: 0141 248 4933 FAS: 8859
www.burness.co.uk

Stephen Snipe
Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

COMMUNITY LINKS WEST DUNBARTONSHIRE

- 1 The name of the company is "Community Links West Dunbartonshire".
- 2 The company's registered office is to be situated in Scotland.
- 3 The company's objects are:
 - (1) * To relieve poverty among the residents of the Communities Scotland region referred to as North and South Clyde (covering the six local authorities of Argyll & Bute, West Dunbartonshire, East Dunbartonshire, East Renfrewshire and Inverclyde) and such other areas as the directors may consider appropriate from time to time ("the Operating Area").
 - (2) To relieve unemployment for the public benefit in such ways as may be thought fit, including assistance to find employment.
 - (3) To advance education among the residents of the Operating area
 - (4) To preserve, restore and improve the environment through the provision, maintenance and/or improvement of public open space and other public amenities, and other environmental and townscape regeneration projects, and in doing so, to seek wherever appropriate (but subject to appropriate safeguards to ensure that the public benefit so arising clearly outweighs any private benefit thereby conferred on private landowners) to carry out works of reclamation, remediation, restoration and other operations to facilitate the use for those purposes of land whose use has been prevented or restricted because of previous use.
 - (5) To relieve the needs of people suffering from mental and/or physical disability, illness or impairment.
 - (6) To provide in the interests of social welfare facilities within the Operating Area for recreation and other leisure time occupation

* (as altered by special resolution passed on 11 November 2005)

available to the public at large with a view to improving their conditions of life.

- (7) To promote, establish, operate and/or support other schemes and projects of a charitable nature for the benefit of the community within the Operating Area.

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

- (a) To initiate, promote, conduct, co-ordinate, monitor and/or assist (whether financially or otherwise), projects, initiatives and schemes of all kinds which further any of the objects of the company.
- (b) To stimulate the formation of, and/or 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.
- (c) To advise in relation to, prepare, organise and/or conduct seminars, conferences, exhibitions and training courses, and educational and training events and programmes of all kinds.
- (d) To design, prepare, publish and/or distribute newsletters, magazines, information packs, leaflets, books and other publications, audio and video recordings, multimedia products and display materials.
- (e) To advise in relation to, commission and/or conduct research projects and programmes and to publish and promote the findings of such research.
- (f) To provide and/or assist in the provision of other information, advisory and support services which further the aims of the company.
- (g) To liaise with registered social landlords, central government authorities and agencies, local authorities, local enterprise agencies, local enterprise companies, educational establishments and others, all with a view to furthering the aims of the company.
- (h) To carry on any other activity which may be advantageously carried on in connection with any of the objects of the company.
- (i) To promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares 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.

- (j) 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.
- (k) 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.
- (l) 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.
- (m) 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.
- (n) 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.
- (o) 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.
- (p) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- (q) 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 dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person).
- (r) To oppose or object to any application or proceedings which may prejudice the company's interests.
- (s) 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.
- (t) To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or unincorporated.
- (u) To effect insurance against risks of all kinds.

- (v) 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.
- (w) 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.
- (x) 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.
- (y) 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.
- (z) 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.
- (aa) 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.
- (bb) 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; and
 - (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 the promotion of its 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 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/it is a member or within one year after he/she/it ceases to be a member, for payment of the company's debts and liabilities contracted before he/she/it 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
- (a) 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.
 - (b) The body or bodies to which property is transferred under clause 7(a) 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.
 - (c) To the extent that effect cannot be given to the provisions of clauses 7(a) and 7(b), 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. (sgd) Moira O'Neil
MOIRA O'NEIL
for and on behalf of
DUNBRITTON HOUSING ASSOCIATION
Unit 14
Leven Valley Enterprise
Castlehill
Dumbarton G82

 2. (sgd) June Todd
JUNE TODD
(being an individual nominated by
WEST DUNBARTONSHIRE SIP)
Clydebank Community Forum
47 Alexander Street
Clydebank

 3. (sgd) Laurie MacKay
LAURIE MacKAY
for and on behalf of
DALMUIR PARK HOUSING ASSOCIATION
631 Dumbarton Road
Dalmuir
G81 4EU
-

Dated 27.03.02

Witness to the above signatures:- (sgd) Stephen Singer
STEPHEN SINGER
147 High Street
Dumbarton
G82 1HZ

THE COMPANIES ACT 1985

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

ARTICLES OF ASSOCIATION

of

COMMUNITY LINKS WEST DUNBARTONSHIRE

(adopted by special resolution passed on 11 November 2005)

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Membership

- 1 The subscribers to the memorandum of association and such other individuals and bodies as are admitted to membership under articles 4 and 11 shall be the members of the company.
- 2 Membership shall cease on death or, in the case of an incorporated body, on the dissolution, winding-up, striking-off or receivership of the body which constituted the member.
- 3 A member may not transfer his/her/its membership to any other individual or body.

- 3 A member may not transfer his/her/its membership to any other individual or body.
- 4 Subject to articles 1,5,6 and 7, membership shall be open to the following:-
 - 4.1 any registered social landlord in West Dunbartonshire which is a user of the services supplied by the company;
 - 4.2 any registered social landlord in East Dunbartonshire which is a user of the services supplied by the company;
 - 4.3 any registered social landlord in Argyll and Bute which is a user of the services supplied by the company;
 - 4.4 any registered social landlord in Renfrewshire or East Renfrewshire which is a user of the services supplied by the company;
 - 4.5 the Scottish Ministers as Communities Scotland;
 - 4.6 any government body or agency which works in partnership with the company in furthering the company's aims and activities; and
 - 4.7 Business in the Community.
- 5 Any reference in article 4 to an organisation which is an unincorporated body or to the Scottish Ministers shall (subject to article 6) be interpreted as a reference to such individual as may be nominated from time to time by that unincorporated body or (as the case may be) as may be nominated from time to time by the Scottish Ministers.
- 6 No more than one individual nominated by each unincorporated body or by the Scottish Ministers under article 5 may constitute a member of the company at any given time.
- 7 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.
- 8 A body admitted to membership under paragraph 4.1 to 4.4 (inclusive) of article 4 shall cease to be a member if it ceases to be a user of the services supplied by the company.

Application for membership

- 9 Any incorporated 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 on its behalf by an authorised officer of that body.
- 10 Any individual eligible for membership under article 4 (as read with articles 5 and 6) 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 and also signed on behalf of the unincorporated body which is nominating him/her for membership or (as the case may be) signed on behalf of the Scottish Ministers nominating him/her for membership.

- 11 An individual or body eligible for membership under article 4 (as read with articles 5 and 6) who/which lodges a valid application for membership in accordance with article 9 (or, as the case may be, article 10), shall (subject to article 7) automatically constitute a member of the company immediately upon receipt by the company of the application for membership.

Membership subscription

- 12 For the avoidance of doubt, no member shall be required to pay any membership subscription, whether at the time of admission to membership or on any periodic basis.

Withdrawal from membership

- 13 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 (in the case of an incorporated body) signed on its behalf by an authorised officer of that body; on receipt of the notice by the company, he/she/it shall cease to be a member.
- 14 If any unincorporated body or the Scottish Ministers wishes/wish to withdraw its/their nomination for membership, it/they shall lodge a notice in writing with the company to that effect (in such form as the directors require), signed on its behalf by an authorised officer of that body or (as the case may be) signed on behalf of the Scottish Ministers; on receipt of the notice by the company, the individual admitted to membership on the basis of nomination by that unincorporated body, or as the case may be, on the basis of nomination by the Scottish Ministers, shall cease to be a member.

General meetings

- 15 All general meetings other than annual general meetings are to be called extraordinary general meetings.
- 16 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).
- 17 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

- 18 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 23) 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.
- 19 The reference to "**clear days**" in article 18 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice contained in an electronic communication, the day after the time of when it was sent) and also the day of the meeting, should be excluded.
- 20 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 23) (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.
- 21 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 22 Notice of every general meeting shall be given (either in writing or, where the party to whom notice is given has notified the company of an address to be used for the purpose of electronic communications, by way of an electronic communication) to all the members and directors, and (if there are auditors in office at the time) to the auditors.

Special resolutions and ordinary resolutions

- 23 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 18 to 22; 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.
- 24 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution:-
- 24.1 to alter its name;
- 24.2 to alter its memorandum of association with respect to the company's objects;
- 24.3 to alter any provision of these articles or adopt new articles of association.

- 25 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 18 to 22.

Proceedings at general meetings

- 26 No business shall be transacted at any meeting unless a quorum is present; subject to article 28, that number of members which represents one half (rounded upwards if necessary) of the total membership, present in person (in the case of an incorporated body, present via its duly authorised representative) or represented by proxy, shall (subject to article 27) be a quorum.
- 27 In determining, for the purposes of article 26, the total number of members of the company, and the number of members present or represented at any meeting, there shall be deemed to be comprised in each category of members set out below no more than the number of members set against the name of that category of members (irrespective of the total number of bodies within that category which are members of the company or (as the case may be) which are present (through their duly authorised representatives), or represented by proxy, at the meeting) as follows:-
- 27.1 the members admitted under paragraph 4.1 of article 4 (registered social landlords in West Dunbartonshire which are users of the company’s services) – 3 members;
 - 27.2 the members admitted under paragraph 4.2 of article 4 (registered social landlords in East Dunbartonshire which are users of the company’s services) – 1 member;
 - 27.3 the members admitted under paragraph 4.3 of article 4 (registered social landlords in Argyll and Bute which are users of the company’s services) – 1 member;
 - 27.4 the members admitted under paragraph 4.4 of article 4 (registered social landlords in Renfrewshire/East Renfrewshire which are users of the company’s services) – 3 members;
 - 27.5 the members admitted under paragraph 4.6 of article 4 (government bodies or agencies which work in partnership with the company in furthering the company’s aims and activities) – 3 members.
- 28 If the quorum required under articles 26 and 27 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; if there are insufficient members present or represented at that adjourned meeting to

satisfy the requirements of articles 26 and 27, a quorum will nevertheless be deemed to be constituted.

- 29 The Chair shall (if present and willing to act) preside as chairperson of the meeting; if the Chair is not present and willing to act as chairperson of the meeting within fifteen minutes after the time appointed for holding the meeting, the Vice Chair shall preside as Chairperson of the meeting.
- 30 If neither the Chair nor the Vice Chair is present and willing to act as chairperson of the meeting within 15 minutes after the time appointed for holding the meeting, the directors present shall elect one of their number to act as chairperson of the meeting or, if there is only one director present and willing to act, he/she shall be chairperson of the meeting.
- 31 A director shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
- 32 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.
- 33 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 of the meeting or by any person present at the meeting and entitled to vote (whether as a member, as proxy for a member or as the representative of a member which is an incorporated body).
- 34 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.
- 35 A resolution in writing signed by or on behalf of all the members of the company who, at the date of the resolution, would have been entitled to attend and vote at a general meeting at which the resolution was proposed shall be as effectual as if it had been passed at a general meeting duly convened and held; the signatures need not be on a single document, provided each signature is on a document which accurately states the terms of the resolution.

Votes of members

- 36 Subject to article 37, every member shall have one vote, which may be given either personally (in the case of a member which is an incorporated body, via its duly authorised representative) or (whether on a show of hands or on a secret ballot) by proxy.
- 37 In relation to each resolution which is proposed at a general meeting, each category of members set out below shall (in aggregate) be entitled to cast the

number of votes set against the name of that category of members; the question of how those votes should be cast in relation to each resolution (and the proportion of votes to be cast for and against the resolution) shall be determined by a separate vote taken at the meeting among the members within that category which are present (through their duly authorised representatives) or represented by proxy at the meeting:

- 37.1 the members admitted under paragraph 4.1 of article 4 (registered social landlords in West Dunbartonshire which are users of the company's services) – 3 votes;
 - 37.2 the members admitted under paragraph 4.2 of article 4 (registered social landlords in East Dunbartonshire which are users of the company's services) – 1 vote;
 - 37.3 the members admitted under paragraph 4.3 of article 4 (registered social landlords in Argyll and Bute which are users of the company's services) – 1 vote;
 - 37.4 the members admitted under paragraph 4.4 of article 4 (registered social landlords in Renfrewshire/East Renfrewshire which are users of the company's services – 3 votes;
 - 37.5 the members admitted under paragraph 4.6 f article 4 (government bodies or agencies which work in partnership with the company in furthering the company's aims and activities) – 3 votes.
- 38 A member who wishes to appoint a proxy to vote on his/her/its behalf at any meeting must either:
- 38.1 lodge with the company, at the company's registered office not less than 48 hours before the time for holding the meeting (or as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require), signed by him/her or (as the case may be) signed by an appropriate officer of that member; or
 - 38.2 send to the company, at the address notified to the members by the company for that purpose, an electronic communication containing the appointment of a proxy, and on the basis that to be valid such electronic communication must be received by the company at that address not less than 48 hours before the time when the meeting commences.
- 39 An instrument of proxy which does not conform with the provisions of article 38 or which is not lodged in accordance with such provisions shall be invalid.
- 40 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

- 41 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who/which appointed him/her to speak at the meeting and need not be a member of the company.
- 42 A member which is an incorporated body may authorise an individual to act as its representative at any general meeting of the company providing particulars of the individual so authorised and of the body which he/she is to represent are received by the company prior to the commencement of the relevant general meeting; the individual so authorised shall be entitled to exercise the same powers on behalf of the member which he/she represents as that incorporated body could exercise if it were an individual member.
- 43 A vote given, or ballot demanded, by proxy or by the duly authorised representative of a member which is an incorporated body 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.
- 44 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.

Categories of director

- 45 For the purposes of these articles:-

"Appointed Director" means a director appointed or re-appointed under articles 47 to 52;

"Co-opted Director" means a director appointed or re-appointed under articles 53 to 55.

Number of directors

- 46 The maximum number of directors (excluding for this purpose alternate directors) shall be 15, of whom a maximum of 12 directors shall be Appointed Directors and a maximum of 3 directors shall be Co-opted Directors.

Appointment, removal, retiral, re-appointment: Appointed Directors

- 47 Subject to articles 48 and 50 each of the members admitted under paragraphs 4.1 to 4.7 of article 4 may by notice in writing, signed on its behalf by an appropriate officer, or (in the case of an individual admitted to membership under article 6 (individuals nominated by unincorporated bodies or by the Scottish Ministers) signed by him/her, and given to the company:-

- 47.1 appoint any person (other than an employee of the company) who is willing so to act to be a director (an “**Appointed Director**”), either to fill a vacancy or as an additional director; or
- 47.2 remove any Appointed Director appointed by that member from office as a director.
- 48 In relation to the appointment of Appointed Directors by the members admitted under paragraphs 4.1 to 4.4 (inclusive) and paragraph 4.6 of article 4, the directors to be appointed by each category of members shall be determined by agreement among the members within that category, or failing such agreement by a separate vote among the members within that category.
- 49 Any appointment or removal of a director under article 47 shall have effect from the date on which the relevant notice is given to the company.
- 50 The powers conferred by article 47 shall be deemed to be limited such that:-
 - 50.1 the number of individuals appointed by each member who may hold office as director at any given time shall not exceed the number set out opposite the name of that member as follows:-
 - 50.1.1 the members admitted under paragraph 4.1 of article 4 (registered social landlords in West Dunbartonshire which are users of the company’s services) – 3 directors;
 - 50.1.2 the members admitted under paragraph 4.2 of article 4 (registered social landlords in East Dunbartonshire which are users of the company’s services) – 1 director;
 - 50.1.3 the members admitted under paragraph 4.3 of article 4 (registered social landlords in Argyll and Bute which are users of the company’s services) – 1 director;
 - 50.1.4 the members admitted under paragraph 4.4 of article 4 (registered social landlords in Renfrewshire/East Renfrewshire which are users of the company’s services) – 3 directors;
 - 50.1.5 the members admitted under paragraph 4.6 of article 4 (government bodies or agencies which work in partnership with the company in furthering the company’s aims and activities) – 3 directors.
 - 50.2 an individual shall not be eligible for appointment as a director by a member admitted under paragraphs 4.1 to 4.4 (inclusive of article 4) registered social landlords) unless he/she is a member of the management committee of that registered social landlord;
 - 50.3 an individual shall not be eligible for appointment as a director by a member admitted under paragraph 4.7 of article 4 (partner government bodies and agencies) if that individual and a serving director appointed under paragraph 4.7 of article 4 (government

partner bodies and agencies) are: (a) employees and/or officers of the same body; or (b) are employees and/or officers of different government bodies which operate primarily within the same local authority area.

- 51 Each reference in articles 47 and 50 to an unincorporated body or the Scottish Ministers shall be interpreted as a reference to the individuals admitted to membership on the basis of nomination by that unincorporated body or (as the case may be) by the Scottish Ministers; for the purposes of those articles, the individuals admitted to membership on the basis of nomination by a given unincorporated body or the Scottish Ministers shall be deemed to be one and the same person.
- 52 At the conclusion of each annual general meeting, each of the Appointed Directors appointed by members admitted under paragraphs 4.1 to 4.4 (inclusive) and 4.7 of article 4 shall vacate office, but shall then be eligible for re-appointment under article 47; each of the Appointed Directors appointed by members admitted under paragraph 4.6 of article 4 shall vacate office at the conclusion of the second annual general meeting held after his/her appointment or re-appointment, but shall then be eligible for re-appointment under article 47.

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

- 53 Subject to article 46, the directors may at any time appoint any individual (other than an employee of the company) to be a director (a “**Co-opted Director**”) providing he/she is willing so to act, on the basis that he/she has specialist skills which would be of assistance to the board or on the basis that he/she is a representative of an organisation with which the company has close contact in the course of its activities.
- 54 At the conclusion of each annual general meeting, all of the Co-opted Directors shall vacate office.
- 55 Immediately following each annual general meeting, the directors may reappoint any Co-opted Director who 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

- 56 A director shall vacate office if:-
- 56.1 he/she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director;
- 56.2 he/she is sequestered;

- 56.3 he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity has continued, or is expected to continue, for a period of more than six months;
- 56.4 he/she becomes an employee of the company;
- 56.5 in the case of an Appointed Director, the member who/which appointed him/her ceases to be a member of the company;
- 56.6 in the case of an Appointed Director appointed by a member admitted under paragraphs 4.1 to 4.4 (inclusive) of article 4 (registered social landlords), he/she ceases to be a member of the management committee of that member;
- 56.7 he/she resigns office by notice to the company;
- 56.8 he/she is absent (without permission of the directors) from more than three consecutive meetings of directors and the directors resolve to remove him/her from office; or
- 56.9 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

Appointments to offices

- 57 Directors shall be appointed to hold the offices of Chair, Vice Chair and Treasurer, and any other offices which the directors may consider appropriate.
- 58 A director shall not be eligible for appointment to any office under article 57 if he/she is a Co-opted Director.
- 59 The appointments under article 57 shall be made at meetings of directors.
- 60 Each office shall be held (subject to article 61) until the conclusion of the annual general meeting which follows appointment; a director whose period of office expires under this article may be re-appointed to that office under article 57 (providing he/she is willing to act).
- 61 The appointment of any director to an office under article 57 shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
- 62 If the appointment of a director to any office under article 57 terminates, the directors shall appoint another director to hold the office in his/her place.

Directors' interests

- 63 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):-

- 63.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company;
- 63.2 may be a party to, or have some other personal interest in, any transaction or arrangement in which the company or any associated company has an interest;
- 63.3 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and
- 63.4 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.

- 64 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

- 65 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 57.
- 66 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 otherwise in connection with the carrying-out of their duties.

Powers of directors

- 67 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.
- 68 No alteration of the memorandum of association or these articles and no direction given by special resolution shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given.

- 69 The powers conferred by article 67 shall not be limited by any special power conferred on the directors by these articles.
- 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 any 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 be one third (to the nearest round number) of the total number of directors then in office.
- 75 If the quorum required under article 74 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.
- 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 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 Chair shall preside as chairperson at every meeting of directors at which he/she is present; if the Chair is unwilling to act as chairperson of a meeting of directors or is not present within 15 minutes after the time appointed for the meeting, the Vice Chair shall preside as chairperson.
- 78 If neither the Chair nor the Vice Chair is present and willing to act as chairperson of a meeting of directors within 15 minutes after the time appointed for the meeting, the directors present shall appoint one of their number to be chairperson of the meeting.
- 79 The directors shall be entitled to allow any person to attend and speak (but not vote) at any meeting of the directors; a person invited to attend a meeting of the directors under the preceding provisions of this article shall not be entitled to exercise any of the powers of a director, and shall not be deemed to constitute a director for the purposes of the Act or any provision of these articles.

- 80 All acts done by a meeting of directors or by a meeting of a committee of directors or by a person acting as a director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 81 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held; it may consist of several documents in the same form, each signed by one or more directors.
- 82 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.
- 83 For the purposes of the preceding article:-
- 83.1 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;
- 83.2 a director shall be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has a personal interest in that matter.
- 84 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.
- 85 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 82 to 84.
- 86 If a question arises at a meeting of directors or at a meeting of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting; his/her ruling in relation to any director other than himself/herself shall be final and conclusive.

Delegation to committees of directors and holders of offices

- 87 The directors may delegate any of their powers to any committee consisting of two or more directors; they may also delegate to the Chair or a director holding any other office such of their powers as they consider appropriate.

- 88 Any delegation of powers under the preceding article may be made subject to such conditions as the directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.
- 89 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 advisory groups etc

- 90 In addition to their powers under article 87, the directors may establish advisory committees (which may include among their membership individuals who are not members or directors of the company) and shall set the remit and terms of reference for any such committees.
- 91 The functions of an advisory committee shall be to debate policy, act as a channel of communication, and prepare reports and recommendations for consideration by the board of directors; an advisory committee shall not be entitled to issue directions or instructions to the board of directors.
- 92 Each advisory committee shall comply with the general strategy and policies prescribed by the board of directors from time to time, and shall give effect to any specific instruction or direction which may be issued from time to time by the board of directors.
- 93 The mechanisms for appointing the members of an advisory committee, the procedure for removal of any individual from membership of an advisory committee, and the rules of procedure for meetings of an advisory committee, shall be as prescribed by the directors from time to time.

Secretary

- 94 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

- 95 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

- 96 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

- 97 Any notice which requires to be given to a member under these articles shall be given either in writing or by way of an electronic communication; such a notice may be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her/it to the company or (in the case of a member who has notified the company of an address to be used for the purpose of electronic communications) may be given to the member by way of an electronic communication.
- 98 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.
- 99 Any notice contained in an electronic communication shall be deemed to have been given at the expiry of 24 hours after it is sent; for the purpose of proving that any electronic communication was sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.
- 100 A member present or represented at any meeting of the company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

Winding-up

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

Indemnity

- 102 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.
- 103 For the avoidance of doubt, the company shall be entitled to purchase and maintain insurance against any loss or liability which any director or other

officer of the company may sustain or incur in connection with the execution of the duties of his/her office.

Interpretation

- 104 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; **“Electronic Communication”** has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.
- 105 References in these articles to the singular shall be deemed to include the plural.