

**THE COMPANIES ACT 2006**

**WRITTEN RECORD OF RESOLUTION OF THE MEMBERS OF**

**RIVERSIDE INVERCLYDE (the “Company”)**

**COMPANY NUMBER: SC304355**

**SCOTTISH CHARITY NUMBER: SC037806**

**30 May 2017: (the “Circulation Date”)**

**12 June 2017: (the “Approval Date”)**

I, the undersigned, being a director of the Company, hereby note that:

- a. the following resolution, which is to have effect as a special resolution of the Company, was placed before the members of the company in the form of a written resolution on the Circulation Date; and
- b. the requisite level of consent required to approve the resolution was obtained by the Company on the Approval Date and therefore the resolution was duly passed by members of the Company on that date.

THAT the provisions of the articles of association of the Company be altered by:

1. the deletion of the existing provisions of paragraphs 50.3, 50.4 and 50.5 of article 50 and the insertion in their place of the following:

“50.3 five Co-opted Directors, to be comprised of:

50.3.1 a minimum of one and maximum of two directors drawn from the local community;

50.3.2 a minimum of two and maximum of three directors drawn from the private sector; and

50.3.3 a minimum of one and maximum of two directors nominated by Inverclyde Chamber of Commerce (or any successor to that body).”;

2. the deletion of the existing provisions of article 55 and the insertion in their place of the following:

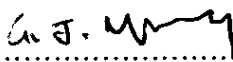
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“55

The directors shall exercise their powers under article 54 in such a way as to secure (so far as reasonably practicable) that at any given time the Co-opted Directors reflect the flexible balance as identified in article 50.3 to ensure continued representation from the local community, from the private sector, and from Inverclyde Chamber of Commerce i.e. a minimum of one and maximum of two directors drawn from the local community; a minimum of two and maximum of three directors drawn from the private sector; and a minimum of one and maximum of two directors nominated by Inverclyde Chamber of Commerce (or any successor to that body).”

  
.....  
Director

Dated: 22<sup>nd</sup> June 2017

**Registered office:-**

Suite E1  
Custom House  
Custom House Quay  
Greenock  
PA15 1EQ