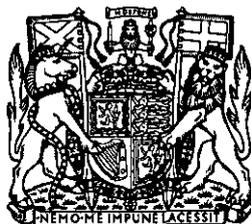


FILE COPY



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

Company No. 313851

The Registrar of Companies for Scotland hereby certifies that

CULTURE AND SPORT GLASGOW

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 22nd December 2006



NSC313851C



Companies House
— for the record —



Please complete in typescript, or in bold black capitals

CHFP025

Declaration on application for registration

313851

Company Name in full

CULTURE AND SPORT GLASGOW

I, GRAEME THOMAS PALMER of 242 WEST GEORGE STREET, GLASGOW, G2 4QY

† Please delete as appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] 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

[Handwritten signature]

Declared at GLASGOW

On Day Month Year 2 1 1 2 2 0 0 6

Please print name

before me GILLIAN ANNE HARKNESS

Signed

[Handwritten signature: Gillian Harkness]

Date 21 DECEMBER 2006

† A Commissioner of 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

Burness LLP 242 West George Street Glasgow G2 4QY GLA/43/13 GLA775465 Tel 0141 248 4933 DX number GW154 DX exchange Glasgow



When you have completed and signed the form please send it to the Registrar of Companies at Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh for companies registered in Scotland



Please complete in typescript, or in bold black capitals

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

[Empty box]

Company Name in full

CULTURE AND SPORT GLASGOW

Proposed Registered Office

(PO Box numbers only, are not acceptable)

20 TRONGATE

[Empty box]

Post town

GLASGOW

County / Region

LANARKSHIRE

Postcode

G1 5BS

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address

Agent's Name

BURNESSE LLP

Address

242 WEST GEORGE STREET

[Empty box]

Post town

GLASGOW

County / Region

LANARKSHIRE

Postcode

G2 4QY

Number of continuation sheets attached

1

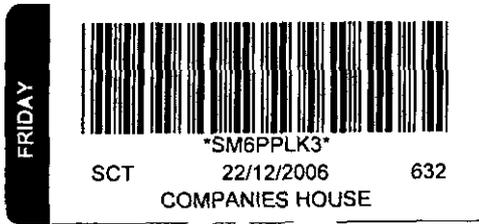
You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

Burness LLP
242 West George Street
Glasgow
G2 4QY
GLA/43/13 Tel 0141 248 4933
DX number GW154 DX exchange Glasgow

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

Companies House, Crown Way, Cardiff, CF14 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



CHFP025 Company name

NAME *Style / Title *Honours etc

* Voluntary details Forename(s) **Burness LLP**
Surname

Previous forename(s) **None**
Previous surname(s) **None**

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **50 Lothian Road**
Festival Square
Post town **Edinburgh**
County / Region Postcode **EH3 9WJ**
Country **Scotland**

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

Consent signature *[Signature]* Date **21/11/06**

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title *Honours etc **As**

Forename(s) **ELIZABETH ANNE**
Surname **CAMERON**
Previous forename(s) **NONE**
Previous surname(s) **GREGORY**

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address †† **122 EARLBANK AVENUE**
Post town **GLASGOW**
County / Region **LANARKSHIRE** Postcode **G14 9EA**
Country **SCOTLAND**

Date of birth **06 07 1949** Nationality **BRITISH**

Business occupation **COUNCILLOR - LORD PROVOST OF GLASGOW**

Other directorships **SEE ATTACHED**

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

Consent signature *[Signature]* Date **20 Dec 2006**

CHFP025

Company name

[Empty box for company name]

NAME *Style / Title

[Empty box for name and style]

*Honours etc

[Empty box for honours]

* Voluntary details

Forename(s)

[Empty box for forename(s)]

Surname

[Empty box for surname]

Previous forename(s)

[Empty box for previous forename(s)]

Previous surname(s)

[Empty box for previous surname(s)]

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

[Empty box for address line 1]

[Empty box for address line 2]

Post town

[Empty box for post town]

County / Region

[Empty box for county/region]

Postcode

[Empty box for postcode]

Country

[Empty box for country]

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

Consent signature

[Empty box for consent signature]

Date

[Empty box for consent date]

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

MR

*Honours etc

[Empty box for honours]

Forename(s)

STEVEN JOHN

Surname

PURCELL

Previous forename(s)

NONE

Previous surname(s)

NONE

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

2458 DUMBARTON ROAD

[Empty box for address line 2]

Post town

GLASGOW

County / Region

LANARKSHIRE

Postcode

G14 0PY

Country

SCOTLAND

Day Month Year

Date of birth

19 09 1972

Nationality

BRITISH

Business occupation

LEADER OF GLASGOW CITY COUNCIL

Other directorships

SCOTTISH EXHIBITION AND CONFERENCE CENTRE LTD
SCOTTISH ENTERPRISE GLASGOW
GLASGOW COMMUNITY PLANNING LTD
GLASGOW CULTURAL ENTERPRISES LTD

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

Consent signature

[Handwritten signature]

Date

20 12 06

Company Secretary (see notes 1-5)

| | | | | | |
|---|--------------------------|--|--|--------------|--|
| * Voluntary details | NAME | *Style / Title | | *Honours etc | |
| | | Forename(s) | | | |
| | | Surname | | | |
| | | Previous forename(s) | | | |
| | | Previous surname(s) | | | |
| †† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address | Address †† | | | | |
| | <input type="checkbox"/> | | | | |
| | | Post town | | | |
| | | County / Region | | Postcode | |
| | | Country | | | |
| | | I consent to act as secretary of the company named on page 1 | | | |

Consent signature

Date

Directors (see notes 1-6)

Please list directors in alphabetical order

| | | | | | |
|---|-------------------|----------------------|---------------|--------------|--|
| †† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address | NAME | *Style / Title | MRS | *Honours etc | |
| | | Forename(s) | BRIDGET MARY | | |
| | | Surname | McCONNELL | | |
| | | Previous forename(s) | NONE | | |
| | | Previous surname(s) | McLUCKIE | | |
| | Address †† | | 104 GLEN ROAD | | |
| <input type="checkbox"/> | | | | | |
| | Post town | WISHAW | | | |
| | County / Region | LANARKSHIRE | Postcode | ML2 7NP | |
| | Country | SCOTLAND | | | |

Day Month Year

Date of birth

28 05 1958

Nationality

BRITISH

Business occupation

EXECUTIVE DIRECTOR (CULTURE + SPORT) GLASGOW CITY COUNCIL

Other directorships

RSMD; :

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

Consent signature

Bridget McConnell

Date

19.12.06

Directors (see notes 1-5)

Please list directors in alphabetical order

| | | | | |
|--|---|-------|--------------|-------------|
| NAME | *Style / Title | | *Honours etc | |
| * Voluntary details | Forename(s) | | | |
| | Surname | | | |
| | Previous forename(s) | | | |
| | Previous surname(s) | | | |
| †† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address. | Address †† | | | |
| | <input type="checkbox"/> | | | |
| | Post town | | | |
| | County / Region | | Postcode | |
| | Country | | | |
| | Day | Month | Year | |
| | Date of birth | | | Nationality |
| | Business occupation | | | |
| | Other directorships | | | |
| | I consent to act as director of the company named on page 1 | | | |
| | Consent signature | | Date | |

This section must be signed by

Either

an agent on behalf of all subscribers

Signed Andrew Steyn Menden
for and on behalf of Burness LLP

Date 21/12/2006

Or the subscribers

(i e those who signed as members on the memorandum of association)

Signed _____ Date _____

Paper apart

CULTURAL AND SPORT GLASGOW

ELIZABETH ANNE CAMERON DIRECTORSHIPS

Arches Theatre

Arches Retail Company Limited

Glasgow Cultural Enterprises Limited

Glasgow Cultural Enterprises Trading Limited

The Glasgow Film Theatre

The Mungo Foundation

The Queen Mother's Memorial Fund for Scotland

Royal Scottish Academy of Music and Drama

Scottish Chamber Orchestra

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL
MEMORANDUM and ARTICLES
of ASSOCIATION
of
CULTURE AND SPORT GLASGOW

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

THE COMPANIES ACT 1985

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

MEMORANDUM OF ASSOCIATION



of

CULTURE AND SPORT GLASGOW

- 1 The name of the company is "Culture and Sport Glasgow"
- 2 The company's registered office is to be situated in Scotland
- 3 The objects of the company are
 - (a) To advance the arts, heritage, culture and science,
 - (b) To advance education,
 - (c) To advance public participation in sport which involves physical skill and exertion,
 - (d) To advance health,
 - (e) To advance citizenship and community development (which may include the promotion of civic responsibility, volunteering, the voluntary sector and/or the effectiveness or efficiency of charities),
 - (f) To provide recreational facilities, and organise recreational activities, where such facilities/activities are available to members of the public at large with the object of improving their conditions of life,
 - (g) To relieve those in need by reason of age, ill health, disability, financial hardship or other disadvantage,
 - (h) To advance such similar charitable purposes as the directors may consider appropriate from time to time,

through the provision of services (including those entrusted to it by Glasgow City Council) which contribute to advancing well being (primarily the well being of residents of Glasgow) including (i) the operation, management and development of museums, art galleries and other facilities which provide public access to collections of works of art, antiquities and objects of scientific interest, (ii) the development and delivery of arts and cultural activities and events, artistic programmes, scientific/research programmes and educational projects, (iii) the operation, management and development of



libraries and the provision of library and archive services, (iv) the operation, management and development of indoor and outdoor sports facilities (including arrangements to facilitate access to such facilities by those on lower incomes or having special needs and to encourage wider participation in healthy exercise), (v) the development and delivery of sports activities and events directed towards wider participation in sport, (vi) the development and delivery of community learning and adult learning initiatives, and (vii) the delivery of services focussed on social renewal and the needs of young people

In pursuance of those objects (but not otherwise) the company shall have the following powers

- 3 1 To initiate, promote, conduct, participate in, co ordinate, monitor and/or assist (whether financially or otherwise), operations, projects, initiatives and events of all kinds which further any of the objects of the company.
- 3 2 To advise in relation to, prepare, organise, conduct and/or support exhibitions, conferences, seminars and workshops, and educational and training events, courses and programmes of all kinds
- 3 3 To commission and/or conduct research, and to publish and promote the results of such research
- 3 4 To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, multimedia products and display materials, and to create and maintain a database or databases
- 3 5 To provide information, advisory, support, consultancy and/or other services which further the objects of the company
- 3 6 To liaise with European, UK, Scottish and local government authorities and agencies, local enterprise companies, local economic development companies, voluntary sector bodies and others
- 3.7 To carry on any other activity which may be appropriately carried on in connection with, or as ancillary to, any of the objects of the company
- 3 8 To establish and/or participate in joint ventures and to promote companies and/or other bodies 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, stocks, debentures and other interests in such companies or other bodies, 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
- 3 9 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

- 3 10 To purchase, take on 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
- 3 11 To improve, manage, enhance, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the company
- 3 12 To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the undertaking, property and rights of the company
- 3 13 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
- 3 14 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
- 3 15 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments
- 3.16 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
- 3 17 To oppose or object to any application or proceedings which may prejudice the company's interests
- 3 18 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
- 3 19 To enter into any arrangement for co operation or mutual assistance with any body, whether incorporated or unincorporated
- 3 20 To effect insurance against risks of all kinds
- 3 21 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, and to dispose of and vary such investments and securities
- 3 22 To establish and support any association or other unincorporated body which is a charity having objects altogether or in part similar to those of the company and to promote any company or other incorporated body which is a charity formed for the purpose of carrying on any activity which the company is authorised to carry on

- 3 23 To subscribe and make contributions to or otherwise support charities, 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
- 3 24 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
- 3 25 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
- 3 26 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
- 3 27 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,
- (A) the expression “charity” shall mean a “Scottish charity” within the meaning of section 13 of, and paragraph 5 of schedule 4 to, the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 96 of the Charities Act 1993
- (B) the expression “charitable purpose” shall have the meaning assigned to it by section 7 of the Charities and Trustee Investment (Scotland) Act 2005,
- (iii) any reference in this memorandum of association to a provision of any legislation shall include any statutory modification or re enactment of that provision in force from time to time.

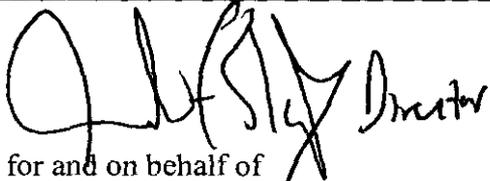
4.1 Subject to clauses 4 2 and 7 1

- 4 1 1 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),

- 4 1 2 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,
- 4 1 3 no director of the company (other than the Executive Director) shall be appointed to any office under the company in respect of which a salary or fee is payable, and
- 4 1 4 no benefit (in money or money's worth) shall be given by the company to any director (other than the Executive Director) except repayment of out of pocket expenses
- 4 2 The company shall, notwithstanding the provisions of clause 4 1, be entitled
 - 4 2.1 to pay a rent not exceeding the market rent for premises let to the company by any member of the company,
 - 4 2 2 to make any transfer or payment to a member where such transfer or payment is made in direct furtherance of the charitable purposes of 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 it is a member or within one year after it ceases to be a member, for payment of the company's debts and liabilities contracted before 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 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 be paid or transferred to Glasgow City Council to be used solely for a charitable purpose or charitable purposes
- 7 2 To the extent that effect cannot be given to clause 7 1, the relevant property shall be applied to some charitable purpose or purposes
- 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 subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum

Name and address of subscriber


for and on behalf of
BURNES (NOMINEES) LIMITED
242 West George Street
Glasgow G2 4QY

Dated 21 December 2006

Witness to the above signature

GRAEME THOMAS PALMER
SOLICITOR
242 WEST GEORGE STREET
GLASGOW
G2 4QY



THE COMPANIES ACT 1985

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

ARTICLES OF ASSOCIATION

of

CULTURE AND SPORT GLASGOW

| CONTENTS | | |
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| MEMBERS | general, qualifications, application, withdrawal, register | articles 1 8 |
| GENERAL MEETINGS (meetings of members) | general, notice, special/ordinary resolutions, procedure, voting | articles 9 34 |
| DIRECTORS | categories, maximum number, eligibility, appointment/removal/retirement, termination of office, office bearers, personal interests, conduct, remuneration and expenses, powers | articles 35 75 |
| DIRECTORS' MEETINGS | procedure | articles 76 92 |
| ADMINISTRATION | committees, secretary, minutes, accounts, notices | articles 93 112 |
| MISCELLANEOUS | winding up, indemnity, interpretation | articles 113 118 |

Membership

- 1 The subscribers to the memorandum of association and such other bodies (if any) as are admitted to membership under articles 4 to 6 shall be the members of the company
- 2 Membership shall cease on the dissolution, winding up, striking off or receivership of the body which constituted the member or on receipt of a notice of retrial of the relevant body from membership under article 7
- 3 A member may not transfer its membership to any other individual or body

Qualifications for membership

- 4 Membership shall be open only to Glasgow City Council

Application for membership

- 5 Any incorporated body (other than a subscriber to the memorandum of association) eligible for membership under article 4 (as amended from time to time) which wishes to become a member shall lodge with the company a

written application for membership (in such form as the directors require), the application for membership shall be signed on the relevant body's behalf by an authorised officer of that body.

- 6 A body eligible for membership under article 4 shall automatically constitute a member of the company immediately upon receipt by the company of the application for membership, duly signed in accordance with article 5

Withdrawal from membership

- 7 Any body which wishes to withdraw from membership shall lodge with the company a written notice of retiral (in such form as the directors require), signed on its behalf by an authorised officer of that body, on receipt of the notice by the company, it shall cease to be a member

Register of members

- 8 The directors shall procure that a register of members is maintained in accordance with the provisions of the Act and shall ensure that the appropriate entries in the register of members are made immediately after any change in the membership of the company occurs.

General meetings

- 9 All general meetings other than annual general meetings are to be called extraordinary general meetings.
- 10 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 of the Act)
- 11 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

- 12 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 17) 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
- 13 The reference to "clear days" in article 12 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
- 14 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 17) (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.

- 15 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting
- 16 Notice of every general meeting shall be given (either in writing or, where the individual or body to which notice is given has notified the company of an address to be used for the purpose of electronic communication, by way of electronic communications) to all the members and directors and (if there are auditors in office at the time) to the auditors

Special resolutions and ordinary resolutions

- 17 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 12 to 16; 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
- 18 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution
 - 18 1 to alter its name,
 - 18 2 to alter its memorandum of association with respect to the company’s objects, and
 - 18 3 to alter any provision of these articles or adopt new articles of association
- 19 For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes cast against) at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 12 to 16

Proceedings at general meetings

- 20 No business shall be transacted at any meeting unless a quorum is present, one person present and entitled to vote (being a proxy for a member or a duly authorised representative of a member which is a corporate body) shall be a quorum
- 21 If the quorum required under article 20 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

- 22 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 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
- 23 If the Chair is not present and willing to act as chairperson of the meeting within 15 minutes after the time appointed for holding the meeting and there is only one director present and willing to act, he/she shall be chairperson of the meeting
- 24 Each of the directors shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting
- 25 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
- 26 A resolution in writing signed by or on behalf of all the members of the company who, as 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

- 27 Every member shall have one vote, which may be given either via its duly authorised representative present at the meeting or by proxy
- 28 A member which wishes to appoint a proxy to vote on its behalf at any meeting (or any adjourned meeting) shall
 - 28 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 an appropriate officer of the member, or
 - 28 2 send to the company at such address as may have been notified to the members by the company for that purpose, an electronic communication containing the appointment of a proxy, providing such electronic communication is received by the company at such address not less than 48 hours before the time for holding the meeting

- 29 An instrument of proxy, or electronic communication containing the appointment of a proxy, which does not conform with the provisions of article 28, or which is not lodged or sent in accordance with such provisions, shall be invalid
- 30 A member shall not be entitled to appoint more than one proxy to attend on the same occasion
- 31 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member which appointed him/her to speak at the meeting and need not be a member of the company.
- 32 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 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
- 33 The chairperson of a meeting shall not be entitled to a casting vote if an equality of votes arises in relation to any resolution
- 34 A vote given 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 had terminated prior to the giving of such vote unless notice of such termination was received by the company at the company's registered office (or, where contained in an electronic communication, was received by the company at the address notified by the company to the members for the purpose of electronic communication) before the commencement of the meeting or adjourned meeting at which the vote was given

Categories of director

- 35 For the purposes of these articles

“Partner Director” means a director appointed or re appointed under articles 38 to 42,

“Independent Director” means a director appointed or re appointed under articles 43 to 52,

“Independent Chair” means the Independent Director appointed or re appointed under paragraph 45 2 to serve as chair,

“Executive Director” means a director appointed under articles 53 and 54

Number of directors

- 36 The maximum number of directors shall be eleven, out of that number

- a maximum of six directors shall be Partner Directors
- a maximum of four directors shall be Independent Directors (of whom one shall be the Independent Chair)
- no more than one shall be the Executive Director

Eligibility

37 Except in the case of the Executive Director, an individual shall not be eligible for appointment as a director if he/she is an employee of the company

Appointment, removal, retirement: Partner Directors

38 Subject to articles 36 and 40, Glasgow City Council, so long as it remains a member of the company, may by notice in writing, signed on its behalf by an appropriate officer and given to the company

38 1 appoint any elected member of Glasgow City Council who is willing so to act to be a director (a "Partner Director"); or

38 2 remove any Partner Director from office as a director

39 Any appointment or removal of a director under article 38 shall have effect from the date on which the relevant notice is given to the company

40 The powers conferred by article 38 shall be deemed to be limited such that no more than six individuals appointed by Glasgow City Council may hold office as Partner Directors at any given time.

41 At the conclusion of each annual general meeting, two of the Partner Directors shall vacate office but shall then be eligible for re appointment under article 38

42 The Partner Directors to vacate office under the provisions of article 41 shall be those who have been longest in office since they were last appointed or re appointed; as between two or more Partner Directors who were last appointed/re appointed on the same date, the question of which of them is to retire shall be determined by some random method

Appointment, removal: Independent Directors

43 Subject to articles 36 and 45, Glasgow City Council, so long as it remains a member of the company, may by notice in writing, signed on its behalf by an appropriate officer and given to the company

43 1 appoint any person (other than an elected representative or officer of Glasgow City Council) who is willing so to act to be a director (an "Independent Director"), or

43 2 remove any Independent Director from office as a director

- 44 Any appointment or removal of a director under article 43 shall have effect from the date on which the relevant notice is given to the company
- 45 The powers conferred by article 43 shall be deemed to be limited such that
- 45 1 no more than four individuals appointed by Glasgow City Council may hold office as Independent Directors at any given time,
- 45 2 one of the Independent Directors (“the Independent Chair”) shall be appointed on the basis that, in the opinion of Glasgow City Council, he/she possesses the appropriate skills and experience to serve as chair of the company,
- 45 3 the remainder of the Independent Directors shall be appointed on the basis of their having skills and experience which, in the opinion of Glasgow City Council, would allow them to make a substantial contribution to the work of the board of directors
- 46 Glasgow City Council shall be guided by the Nominations Committee (as defined in article 97) in relation to the selection of appropriate individuals for appointment as Independent Directors (including the Independent Chair)
- 47 The directors of the company shall endeavour to establish the Nominations Committee within a reasonable period after the incorporation of the company; until such time as it is established, the reference in article 46 to Glasgow City Council being guided by the Nominations Committee shall be disregarded

Retirement: Independent Directors (other than the Independent Chair)

- 48 At the conclusion of each annual general meeting, one of the Independent Directors (excluding for this purpose the Independent Chair) shall vacate office but shall then be eligible for re appointment under article 43
- 49 The Independent Director to vacate office under the provisions of article 48 shall be the director who has been longest in office since he/she was last appointed or re appointed, as between two or more Independent Directors appointed/re appointed on the same date, the question of which of them is to retire shall be determined by some random method

Retirement: Independent Chair

- 50 The Independent Chair shall retire from office (as Chair, and as a director) with effect from the conclusion of the third annual general meeting which follows the date on which he/she was appointed as the Independent Chair, but shall then be eligible for re appointment under article 43 as the Independent Chair
- 51 If the Independent Chair is re appointed as the Independent Chair pursuant to article 50, he/she shall retire from office (as Chair, and as a director) with effect from the conclusion of the third annual general meeting which follows (and, if reappointed, with effect from every third annual general meeting

which follows), but (in each case) shall then be eligible for re appointment under article 43 as the Independent Chair

- 52 For the avoidance of doubt, if Glasgow City Council declines to re appoint an individual as the Independent Chair on any occasion, it may instead appoint him/her as one of the other three Independent Directors, or may decline entirely to re appoint him/her as an Independent Director

Executive Director

- 53 The directors shall, at the first meeting of the directors which is held after the appointment of any individual to the post of chief executive officer of the company, appoint that individual as a director (“the Executive Director”) of the company
- 54 The Executive Director shall continue to hold office as a director of the company unless and until he/she ceases (for whatever reason) to hold the post of chief executive officer of the company

Disqualification and removal of directors

- 55 A director shall vacate office if
- 55 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 or a charity trustee (within the meaning of the Charities and Trustee Investment (Scotland) Act 2005),
 - 55 2 he/she is sequestrated,
 - 55.3 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,
 - 55 4 in the case of a Partner Director, the body which appointed him/her ceases to be a member of the company,
 - 55 5 in the case of the Independent Chair, he/she resigns office as Chair of the company,
 - 55 6 (except in the case of the Executive Director) he/she becomes an employee of the company,
 - 55 7 in the case of the Executive Director, he/she ceases to hold the post of chief executive officer under the company,
 - 55 8 he/she resigns office by notice to the company;
 - 55 9 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,

- 55 10 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have committed a material breach of the code of conduct for directors in force from time to time (as referred to in article 68),
- 55 11 he/she is removed from office by resolution of the directors on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005, or
- 55 12 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.
- 56 A resolution under paragraph 55 10 or 55 11 shall be valid only if
- 56 1 the director who is the subject of the resolution is given reasonable prior written notice by the directors of the grounds upon which the resolution for his/her removal is to be proposed,
- 56 2 the director concerned is given the opportunity to address the meeting of directors at which the resolution is proposed, prior to the resolution being put to the vote, and
- 56 3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution

Appointments to offices

- 57 The office of Chair shall at all times be held by the Independent Chair
- 58 Directors shall be appointed to hold such other offices (which shall include the chair of the Audit Committee (as defined in article 101) as the directors may consider appropriate
- 59 The appointments under article 58 shall be made at meetings of directors
- 60 Each office (other than the office of Chair) shall be held (subject to article 61) until the conclusion of the annual general meeting which next follows, a director whose period of office expires under this article may be re appointed to that office under article 58 (providing he/she is willing to act).
- 61 The appointment of any director as Chair, or as holder of an office under article 58, 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 58 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) and has complied with the code of conduct (as referred to in article 68), 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 in the case of the Executive Director, may be employed by the company,
- 63 4 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company, and
- 63 5 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
- 65 The directors shall procure that a register of directors' interests is maintained in accordance with the provisions in this regard contained in the code of conduct for directors referred to in article 68

Conduct of directors

- 66 It is the duty of each director of the company to take decisions (and exercise his/her other powers and responsibilities as a director) in such a way as he/she considers will be in the best interests of the company, and irrespective of any office, post, engagement or other connection which he/she may have with any other body which may have an interest in the matter in question
- 67 Without prejudice to the principle set out in article 66, each of the directors shall have a duty, in exercising functions as a charity trustee, to act in the interests of the company, and, in particular, must
 - 67 1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its purposes,

- 67 2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person,
- 67 3 in circumstances giving rise to the possibility of a conflict of interest between the company and any party responsible for the appointment of that director
- (a) put the interests of the company before that of the other party,
 - (b) where any other duty prevents him/her from doing so, disclose the conflicting interest to the company and refrain from participating in any deliberation or decision of the other directors with regard to the matter in question,
- 67 4 ensure that the company complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005
- 68 Each of the directors shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board of directors from time to time, for the avoidance of doubt, the code of conduct shall be supplemental to the provisions relating to the conduct of directors contained in these articles of association, and the relevant provisions of these articles shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time

Directors' remuneration and expenses

- 69 No director (other than the Executive Director) may serve as an employee of the company, and (subject to article 70) no director may be given any remuneration by the company for carrying out his/her duties as a director or as Chair or as the holder of any other office under article 58
- 70 The Executive Director shall, notwithstanding that he/she is a director of the company, be entitled to retain all remuneration, and all pension and/or other benefits, paid or provided to him/her in his/her capacity as an employee of the company.
- 71 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

- 72 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

- 73 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
- 74 The powers conferred by article 72 shall not be limited by any special power conferred on the directors by these articles
- 75 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors

Proceedings of directors

- 76 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit
- 77 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors
- 78 Questions arising at any meeting of directors shall be decided by a majority of votes, the chairperson of a meeting of directors shall be entitled to a casting vote
- 79 The quorum for the transaction of the business of the directors shall (subject to article 80) be six
- 80 During the period of 18 weeks from the date of incorporation of the company, the quorum for the transaction of the business of the directors shall be three
- 81 If the quorum required under article 79 (as read with article 80) 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
- 82 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
- 83 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 directors present shall appoint one of their number to be chairperson of the meeting
- 84 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

- 85 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
- 86 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
- 87 Subject to article 89, 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
- 88 For the purposes of the preceding article
- 88 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, and
- 88 2 a director shall (subject to article 89) 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 an interest in that matter
- 89 A Partner Director shall, notwithstanding the provisions of article 87 and paragraph 88 2) be entitled to vote in relation to a particular matter notwithstanding that Glasgow City Council has an interest in that matter, but on the basis that in exercising their voting rights in respect of any such matter, the Partner Directors shall comply with the provisions of articles 66, 67 and 68
- 90 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
- 91 The company may (subject to the Charities and Trustee Investment (Scotland) Act 2005) by ordinary resolution suspend or relax to any extent, either generally or in relation to any particular matter, the provisions of articles 87 to 90

- 92 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

- 93 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.
- 94 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
- 95 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
- 96 In addition to their powers under article 93, the directors may delegate their powers to any committee consisting of one or more directors and such other individuals (who need not be directors or employees of the company) as the directors may consider appropriate, the provisions of articles 94 and 95 shall apply in relation to any such committee, subject to the qualification that the role of any committee formed under the preceding provisions of this article shall be limited (except to the extent that the directors otherwise determine) to the issue of reports and recommendations for consideration by the board of directors

Nominations Committee

- 97 The directors shall establish a committee (referred to in these articles as “the Nominations Committee”) to guide Glasgow City Council in relation to the selection of appropriate individuals for appointment as Independent Directors (including the Independent Chair)
- 98 The Nominations Committee shall comprise the Chair of the company and at least three individuals (who shall not be directors of the company) appointed by the board of directors
- 99 Subject to article 98, the composition and proceedings of the Nominations Committee shall be governed by such standing orders as may be issued by the directors from time to time
- 100 In carrying out its functions, the Nominations Committee shall give effect to the following principles

- 100 1 the Nominations Committee should set an appropriate skills matrix to guide it in selecting and evaluating appropriate candidates, and should review and adjust that skills matrix from time to time,
- 100 2 nominations for directors falling within the remit of the Nominations Committee should be sought from a range of appropriate sources,
- 100 3 all expressions of interest should be considered by the Nominations Committee, and
- 100 4 the Nominations Committee should maintain a register of suitable candidates for future reference

Audit Committee

- 101 The directors shall establish a committee (referred to in these articles as “the Audit Committee”) to assist the board of directors in fulfilling its responsibilities with regard to oversight of (a) the company’s financial statements and auditing, accounting and related reporting processes and (b) the company’s systems of internal control regarding finances, accounting and financial reporting
- 102 The Audit Committee shall comprise the chair of the Audit Committee (as appointed in pursuance of article 58) and at least two other individuals (who need not be directors of the company) appointed by the board of directors
- 103 Subject to article 102, the composition and proceedings of the Audit Committee shall be governed by such standing orders as may be issued by the directors from time to time

Secretary

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

Minutes

- 105 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

- 106 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

- 107 Any notice to be given in pursuance of these articles shall be in writing.
- 108 The company may give any notice to a member in pursuance of these articles either personally or by sending it by post in a pre paid envelope addressed to the member at its registered address or by leaving it at that address, alternatively, in the case of a member which has notified the company of an address to be used for the purpose of electronic communications, the company may give any notice to that member by way of an electronic communication
- 109 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
- 110 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
- 111 A member may give any notice to the company either by sending it by post in a pre paid envelope addressed to the company at its registered office or by leaving it, addressed to the company secretary, at the company's registered office
- 112 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

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

Indemnity

- 114 Every director or other officer or auditor of the company shall be indemnified (to the extent permitted by sections 309A, 309B and 310 of the Act) 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 (but only to the extent permitted by those sections of the Act) 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

- 115 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, and such insurance may extend to liabilities of the nature referred to in Section 309A(1) of the Act (negligence etc of a director).

Interpretation

- 116 In these articles,

“**the Act**” means (subject to article 117) the Companies Act 1985;

“**electronic communication**” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000

- 117 Any reference in these articles to a statutory provision shall be taken to include any statutory modification or re enactment of that provision which is in force at the time

118 References in these articles to the singular shall be deemed to include the plural

Name and address of subscriber


for and on behalf of
BURNES (NOMINEES) LIMITED
242 West George Street
Glasgow G2 4QY

Dated 21 December 2006

Witness to the above signature

GRAEME THOMAS PALMER
SOLICITOR
242 WEST GEORGE STREET
GLASGOW
G2 4QY

