

THE COMPANIES ACT 2006
MEMBERS' WRITTEN SPECIAL RESOLUTIONS
of
GLASGOW COMMUNITY PLANNING LIMITED

Registered number: SC187599
Scottish charity number: SC028075

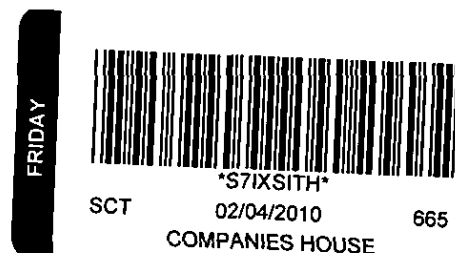
The special resolutions set out in the copy members' written special resolutions which follow were agreed to by way of written resolution in accordance with sections 288 to 300 inclusive of the Companies Act 2006, by George Black, for and on behalf of Glasgow City Council and Claire Dunning for and on behalf of Glasgow Chamber of Commerce, being all of the members of Glasgow Community Planning Limited ("**the Company**") which were entitled to vote on the resolutions on the circulation date thereof ("**Eligible Members**"). The members' written special resolutions are dated 12 March 2009, being the date on which they were agreed to by not less than 75% of the Eligible Members.

The copy of the members' written special resolutions which follow should be deemed to form part of this record.


.....
Company Secretary

Registered office:-

Community Planning Section
Chief Executive's Department
Glasgow City Council
Room 84
East Building
City Chambers
GLASGOW
G2 1DU



MEMBERS' WRITTEN SPECIAL RESOLUTIONS

OF

GLASGOW COMMUNITY PLANNING LIMITED

REGISTERED NUMBER: SC187599

SCOTTISH CHARITY NUMBER: SC028075

In accordance with sections 288 to 300 inclusive of the Companies Act 2006, we, the members whose names are set out below, being members of GLASGOW COMMUNITY PLANNING LIMITED ("the Company") who/which represent not less than 75% of the voting rights of those members who/which would be entitled to vote on each of these resolutions on the circulation date hereof, AGREE that each of the following resolutions shall have effect as if passed by the Company in general meeting as a special resolution and accordingly we resolve:-

- (1) That the memorandum of association of the Company be altered by:
 - (a) the deletion in clause 5 of the word "The" where it occurs at the beginning of that clause and by the insertion in its place of the following:

"Subject to clauses 5.1 to 5.4 (inclusive) and clause 9.1, the";
 - (b) the insertion immediately prior to the full stop at the end of paragraph 5.3 of the following:

“;
 - 5.4 the payment or transfer of the whole or any part of the income and property of the Company to Glasgow City Council, notwithstanding that it is a member of the Company, provided that the Council undertakes to use such income and property for a charitable purpose or charitable purposes (as defined in section 7 of the Charities and Trustee Investment (Scotland) Act 2005)”;
 - (c) the deletion of clause 6;
 - (d) the deletion of clause 9 and by the insertion in its place of the following:-

“9.1 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.

9.2 To the extent that effect cannot be given to the provisions of clause 9.1, the relevant property shall be applied to some charitable purpose or charitable purposes."

- (2) That the whole of the assets and undertaking of the Company be transferred (for nil consideration) to Glasgow City Council with effect from 31 March 2009, or as soon as reasonably practicable thereafter, that the directors be and are hereby authorised and directed to sign all such documents and take all such other steps as they may reasonably consider appropriate in connection with such transfer;
- (3) That the directors be and are hereby authorised and directed to make all necessary arrangements for the Company to be struck off the Register of Companies as soon as reasonably practicable after completion of the transfer.