

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 304355

The Registrar of Companies for Scotland hereby certifies that

RIVERSIDE INVERCLYDE

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 21st June 2006



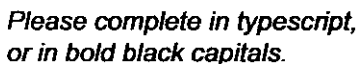
NSC304355B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



CHFP025

12

Declaration on application for registration

Company Name in full

RIVERSIDE INVERCLYDE

1. STEPHEN PAUL PHILLIPS

Burness LLP, 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] ~~(person named as secretary of the company) or the person who has been appointed as the first director 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

Declared at

Glasgow

Day Month Year

On

2	1	0	6	2	0	0	6
---	---	---	---	---	---	---	---

① Please print name.

before me ⓘ

GRAEME THOMAS PALMER

Signed

Date 21.06.2006

† A ~~California~~ ~~Notary Public~~ 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.

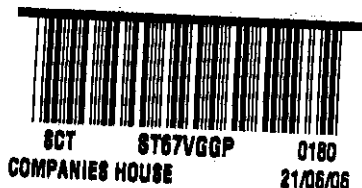
Burness LLP
242 West George Street
Glasgow
G2 4QY

SCO/21/542 687889

Tel 0141 248 4933

DX number GW154

DX exchange Glasgow



Laserform International 12/99

le

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



Please complete in typescript,
or in bold black capitals.

CHFP025

30(5)(a)

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

Company Name in full

RIVERSIDE INVERCLYDE

I, STEPHEN PAUL PHILLIPS

of Burness LLP, 242 West George Street, Glasgow G2 4QY

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] ~~XXXXXX~~
~~XXXXXX~~ do solemnly and sincerely declare
that the company complies with the requirements of section 30(3) of the
Companies Act 1985.

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

Declared at

Glasgow

Day Month Year

on

2 1 0 6 2 0 0 6

① Please print name.

before me ①

GRAEME THOMAS PALMER

Signed

Date 21.06.2006

A ~~XXXXXX~~ Notary Public ~~XXXXXX~~ 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

SCO/21/542

Tel 0141 248 4933

DX number GW154

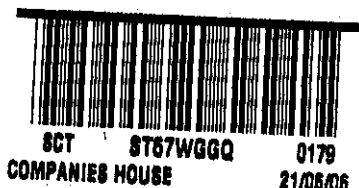
DX exchange Glasgow

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for companies registered in Scotland

DX 235 Edinburgh





10

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

Company Name in full

RIVERSIDE INVERCLYDE

Proposed Registered Office

(PO Box numbers only, are not acceptable)

18 Pottery Street

Post town

Greenock

County / Region

Inverclyde

Postcode

PA15 2UH

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.

x

Agent's Name

Burness LLP

Address

242 West George Street

Post town

Glasgow G2 4QY

County / Region

Lanarkshire

Postcode

G2 4QY

Number of continuation sheets attached

4

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

SCO/21/542 674174

Tel 0141 248 4933

DX number GW154

DX exchange Glasgow



8CT 8T67XGGR 0178
COMPANIES HOUSE 21/06/06

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**

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Burness LLP

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 ††

242 West George Street

Post town

Glasgow

County / Region

Lanarkshire

Postcode

G2 4QY

Country

Scotland

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

Consent signature

Date

21-6-06

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

ALAN JAMES

Surname

BLAIR

Previous forename(s)

None

Previous surname(s)

None

Address ††

13 Octavia Terrace

Post town

Greenock

County / Region

Inverclyde

Postcode

PA16 7SP

Country

Scotland

†† 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.

Date of birth

Day Month Year

2

4

0

2

1

9

3

9

Nationality

British

Business occupation

Retired

Other directorships

Inverclyde Leisure; Greenock Tall Ships 1999 Ltd; Greenock Tall

Ships 1999 Trading Ltd;

Former: Horshoe Developments Ltd

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

Consent signature

Date

15/06/06

CHFP025

Company name

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

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 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

GERALD JOSEPH

Surname

EDWARDS

Previous forename(s)

None

Previous surname(s)

None

Address ††

†† 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

Thorndene

Rowantreehill Road

Post town

Kilmacolm

County / Region

Ayrshire

Postcode

PA13 4NP

Country

Scotland

Day Month Year

Date of birth

0 2 0 2 1 9 5 7

Nationality

British

Business occupation

Managing Director

Other directorships

National Microelectronics Institute

Scottish Enterprise Renfrewshire

674168

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

Consent signature

Date

6-6-06.

CHFP025

Company name

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 ††

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 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

LORRAINE ANNE

Surname

McMILLAN

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 ††

9 Kessington Drive

Bearsden

Post town

Glasgow

County / Region

Lanarkshire

Postcode

G61 2HG

Country

Scotland

Day Month Year

Date of birth

1

2

0

8

1

9

6

1

Nationality

British

Business occupation

Chief Executive Scottish Enterprise Renfrewshire

Other directorships

Scottish Enterprise Renfrewshire

Innovation Centres (Scotland) Limited

674193

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

Consent signature

Date

12/6/06

Company Secretary (see notes 1-5)**NAME** *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

☐

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 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

☐

Post town

County / Region

Postcode

Country

DAVID MAURICE

ROACH

None

None

24 Denholm Street

Greenock

Inverclyde

PA16 8RJ

Scotland

Day Month Year

Date of birth

2 | 5 | 1 | 1 | 1 | 9 | 4 | 5

Nationality

British

Business occupation

Retired

Other directorships

See paper apart

674193

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

Consent signature**Date**

06/06/06

RIVERSIDE INVERCLYDE

PAPER APART

DAVID MAURICE ROACH

Current Directorships

Scottish Maritime Museum Trust
Inverclyde Community Development Trust

Former Directorships

The Scottish Veterans' Garden City Association
Inverclyde Megawatt Festival Limited

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

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 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† 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

Post town

County / Region

Postcode

Country

THOMAS

FYFE

None

None

"Drummochy"

Kilmacolm

Ayrshire

PA13 4QQ

Scotland

Day Month Year

Date of birth

0 | 7 | 0 | 1 | 1 | 9 | 3 | 9

Nationality

British

Business occupation

Retired Physician

Other directorships

None

674168

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

Consent signature


Date

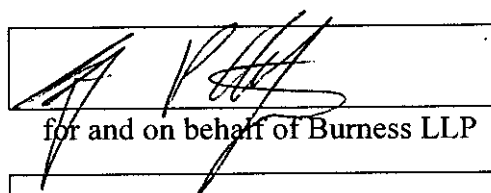
6/6/6

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)	GORDON HIGHET		
Surname	BROWN		
Previous forename(s)	None		
Previous surname(s)	None		
Address ††	4 Dunure Drive		
	Newton Mearns		
Post town	Glasgow		
County / Region	Lanarkshire	Postcode	G77 5TH
Country	Scotland		
Date of birth	Day 1 4 0 5	Month 1 9 5 4	Nationality British
Business occupation	Director		
Other directorships	GWSSB; Scottish Enterprise Renrewshire		
	Scripture Union-Scotland		
	I consent to act as director of the company named on page 1		
Consent signature			Date 16th June 2006

This section must be signed by*Either***an agent on behalf
of all subscribers****Signed**
for and on behalf of Burness LLP**Date**

21.06.2006

Or the subscribers**Signed****Date***(i.e those who signed
as members on the
memorandum of
association).***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.
The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was :**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
MEMORANDUM and
ARTICLES of ASSOCIATION
of
RIVERSIDE INVERCLYDE

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

RIVERSIDE INVERCLYDE

**COMPANIES HOUSE
FEE PAID £50
EDINBURGH**

- 1 The name of the company is "Riverside Inverclyde".
- 2 The company's registered office is to be situated in Scotland.
- 3 The company's objects are:-
 - (1) The promotion for the public benefit of urban regeneration in areas of social and economic deprivation (and in particular within Inverclyde ("the Operating Area")) by all or any of the following means:
 - (i) the creation of training and employment opportunities by the provision of workspace, buildings and/or land for use on favourable terms;
 - (ii) the provision or assistance in the provision of housing for those who are in conditions of need and in the improvement of housing in the public sector or in charitable ownership (provided that such power shall not extend to relieving any local authorities or other bodies of a statutory duty to provide or improve housing);
 - (iii) the provision or assistance in the provision of recreational facilities for the public at large and/or those who, by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances, have need of such facilities;
 - (iv) the promotion of public safety and prevention of crime;
 - (v) the provision of public artworks; and
 - (vi) such other means as may from time to time be determined, subject to the directors having satisfied themselves that such other means can reasonably be regarded as being in direct furtherance of a charitable purpose (within the meaning of s505 ICTA 1988, including any statutory modification or re-enactment of the provisions of that section);



- (2) The preservation, restoration and improvement of the environment in and around the Operating Area through the provision, maintenance and/or improvement of public open space and other public amenities and other environmental and townscape regeneration projects, and on the basis that in doing so, the company shall 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.
- (3) The promotion for the public benefit of the preservation (whether wholly or in part) of buildings and other structures of historic and/or environmental significance within the Operating Area.
- (4) The promotion of education, and with particular reference to increasing knowledge of local heritage and culture within the Operating Area
- (5) The relief of ill health and the promotion of good health among residents of the Operating Area
- (6) The promotion, operation and/or support of other charitable projects and programmes for the benefit of the community, and particularly those living within the Operating Area;

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

- (a) To initiate, promote, conduct, participate in (whether via a wholly-owned subsidiary, a joint venture company or a limited liability partnership or otherwise), 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 advise in relation to, prepare, organise, conduct and/or support conferences, seminars and workshops, and educational and training events, courses and programmes of all kinds.
- (c) To commission and/or conduct research, and to publish and promote the results of such research.
- (d) 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.
- (e) To provide information, advisory, support and/or consultancy services which further the objects and aims of the company.

- (f) To liaise with European, UK, Scottish and local government authorities and agencies, local enterprise companies, local economic development companies, voluntary sector bodies and others, all with a view to maximising the effectiveness of the company in pursuing its objectives.
- (g) To carry on any other activity which may be appropriately carried on in connection with any of the objects of the company.
- (h) 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.
- (i) 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.
- (j) 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.
- (k) 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.
- (l) 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.
- (m) 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.
- (n) 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.
- (o) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments.
- (p) 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.

- (q) To oppose or object to any application or proceedings which may prejudice the company's interests.
- (r) 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.
- (s) To enter into any arrangement for co-operation or mutual assistance with any body, whether incorporated or unincorporated.
- (t) To effect insurance against risks of all kinds.
- (u) 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.
- (v) To establish and support any charitable association or other unincorporated body having objects altogether or in part similar to those of the company and to promote any charitable company or other incorporated body formed for the purpose of carrying on any activity which the company is authorised to carry on.
- (w) 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.
- (x) 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.
- (y) 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.
- (z) 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.
- (aa) 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 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 (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 for the benefit of 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 paragraph (a) of this clause 7 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 paragraphs (a) and (b) of this clause 7, the relevant property shall be applied to some 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



for and on behalf of
INVERCLYDE COUNCIL
Municipal Buildings
Greenock
PA15 1LY

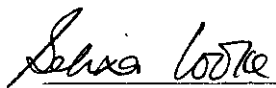


for and on behalf of
SCOTTISH ENTERPRISE
RENFREWSHIRE
27 Causeyside Street
Paisley
PA1 1UL

Dated

5/06/06

Witness to the above signature
(being the signature on behalf of
Inverclyde Council):-



SELINA COOKE

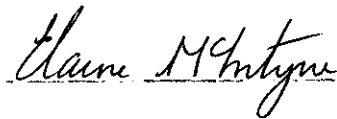
24 CORLIC WAY

KILMACOLM. PA13 4JD

Dated

16/6/06

Witness to the above signature
(being the signature on behalf of
Scottish Enterprise Renfrewshire):-



ELAINE MCINTYRE

12 DONALDSWOOD ROAD

PAISLEY, PA2 8EG.

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

RIVERSIDE INVERCLYDE

CONTENTS

Membership - qualifications, application, withdrawal, register of members	articles 1 to 10
AGMs & EGMs - notice of meetings, resolutions, quorum, voting	articles 11 to 35
Directors - appointment, vacating of office	articles 36 to 53
Directors - offices, personal interests, powers	articles 54 to 68
Board meetings - calling of meetings, voting, quorum, committees	articles 69 to 93
General - secretary, minutes, etc	articles 94 to 108

Membership

- 1 The subscribers to the memorandum of association and such other bodies (if any) as are admitted to membership under articles 4 to 8 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 retiral of the relevant body from membership under article 9.
- 3 A member may not transfer its membership to any other individual or body.

Qualifications for membership

- 4 Membership shall (subject to articles 5 and 6) be open only to the following:-
 - 4.1 Scottish Enterprise Renfrewshire
 - 4.2 Inverclyde Council.
- 5 If at any time Scottish Enterprise Renfrewshire withdraws from membership of the company, the reference to Scottish Enterprise Renfrewshire in paragraph 4.1 shall be deemed to be deleted and the words "Scottish Enterprise or any body to which Scottish Enterprise may have delegated functions at the time under section 19 of the Enterprise and New Towns (Scotland) Act 1990" shall be deemed to be inserted in its place; in that event, all other references in these articles to Scottish Enterprise Renfrewshire shall be deemed to be to the body which is entered in the register of members from time to time on the basis of an application under paragraph 4.1, as read with this article 5.
- 6 No more than one out of the bodies eligible for membership under paragraph 4.1, as read with article 5, may be a member of the company at any given time.

Application for membership

- 7 Any incorporated body eligible for membership under article 4, as read with articles 5 and 6 (other than a subscriber to the memorandum of association) 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.
- 8 A body eligible for membership under article 4, as read with article 5, shall (subject to article 6) automatically constitute a member of the company immediately upon receipt by the company of the application for membership, duly signed in accordance with article 7.

Withdrawal from membership

- 9 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

- 10 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

- 11 All general meetings other than annual general meetings are to be called extraordinary general meetings.
- 12 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).
- 13 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

- 14 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 19) 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.
- 15 The reference to "clear days" in article 14 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.
- 16 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 19) (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.
- 17 A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.
- 18 Notice of every general meeting shall be given (either in writing or, where the 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

- 19 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 14 to 18; 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.

- 20 In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution
- 20.1 to alter its name
 - 20.2 to alter its memorandum of association with respect to the company's objects; and
 - 20.3 to alter any provision of these articles or adopt new articles of association.
- 21 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 14 to 18.

Proceedings at general meetings

- 22 No business shall be transacted at any meeting unless a quorum is present; two members, represented by authorised representatives or by proxy, shall be a quorum.
- 23 If the quorum required under article 22 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.
- 24 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 Vice Chair shall act as chairperson of the meeting.
- 25 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.
- 26 Each of the directors shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
- 27 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.
- 28 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

- 29 Every member shall have one vote, which may be given either via its duly authorised representative present at the meeting or by proxy.
- 30 A member which wishes to appoint a proxy to vote on its behalf at any meeting (or adjourned meeting)
- 30.1 shall 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 that member; or
- 30.2 shall 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.
- 31 An instrument of proxy or electronic communication containing the appointment of a proxy, which does not conform with the provisions of article 30, or which is not lodged or sent in accordance with such provisions, shall be invalid.
- 32 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.
- 33 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.
- 34 The chairperson of a meeting shall not be entitled to a casting vote if an equality of votes arises in relation to any resolution.
- 35 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 before the commencement of the meeting or adjourned meeting at which the vote was given.

Categories of director

36 For the purposes of these articles

“Partner Director” means a director appointed or re-appointed under articles 39 to 41

“Co-opted Director” means a director appointed or re-appointed under articles 42 to 51.

Number of directors

37 The maximum number of directors shall be 16, of whom a maximum of 6 directors shall be Partner Directors and a maximum of 10 directors shall be Co-opted Directors.

Composition of the board

38 Subject to any vacancies which may exist from time to time, the composition of the board shall be as follows:

- 3 directors appointed by Inverclyde Council
- 3 directors (of whom at least 1 shall be drawn from the private sector) appointed by Scottish Enterprise Renfrewshire
- 1 director nominated by Communities Scotland
- 1 director nominated by James Watt College
- 1 director drawn from the local community
- 1 director nominated by Peel Ports Limited
- 6 directors drawn from the private sector (of whom 1 shall be the Chair and 1 shall be an individual nominated by Greenock Chamber of Commerce (or any successor to that body)).

Appointment, removal, retirement, etc: Partner Directors

39 Subject to article 41, each of the members may, by notice in writing signed on its behalf by an appropriate officer and given to the company

39.1 appoint any person (other than an employee of the company) who is willing so to act to be a director (a “Partner Director”); or

39.2 remove any Partner Director appointed by that member from office as a director.

- 40 Any appointment or removal of a director under article 39 shall have effect from the date on which the relevant notice is given to the company.
- 41 The powers conferred by article 39 shall be deemed to be limited such that
- 41.1 the maximum number of individuals appointed by each of the members who may hold office as a director at any given time shall be as follows:
- Inverclyde Council – 3 directors
 - Scottish Enterprise Renfrewshire – 3 directors
- 41.2 out of the 3 directors appointed by Scottish Enterprise Renfrewshire, at least 1 shall be drawn from the private sector.

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

- 42 Subject to article 37 and articles 43 to 47, 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.
- 43 The directors shall exercise their powers under article 42 in such a way as to secure (so far as reasonably practicable) that at any given time the Co-opted Directors reflect the following balance:
- 1 director nominated by Communities Scotland
 - 1 director nominated by James Watt College
 - 1 director drawn from the local community
 - 1 director nominated by Peel Ports Limited
 - up to 6 directors drawn from the private sector (of whom 1 shall be the Chair and 1 shall be an individual nominated by Greenock Chamber of Commerce (or any successor to that body)).
- 44 The directors shall give effect without undue delay to any notice given in pursuance of article 43 by a body named in that article, nominating an individual for appointment as a director.
- 45 The directors shall, prior to exercising their powers under article 42 (as read with article 43) in relation to the appointment of a director drawn from the local community, consult with Inverclyde Alliance (being the Community Planning Partnership for Inverclyde).
- 46 The directors shall be guided by the Nominations Committee (as defined in article 91) in relation to the selection of appropriate individuals for appointment as directors drawn from the private sector (excluding for this purpose the private sector director

appointed by Scottish Enterprise Renfrewshire and the private sector director nominated by Greenock Chamber of Commerce (or its successor)).

- 47 Any individual to be appointed by the directors to serve as Chair of the company must first be recommended for that office by the Nominations Committee and approved in writing by both members of the company.
- 48 At the conclusion of each annual general meeting, one third (to the nearest round number) of the Co-opted Directors (subject to article 49) shall vacate office; the directors to vacate office under the preceding provisions of this article shall be those who have been longest in office since they were last appointed or re-appointed (and on the basis that as between two directors appointed/re-appointed on the same date, the question of which of them is to retire shall be determined by some random method).
- 49 The Chair of the company shall vacate office (both as Chair and as a director) at the conclusion of the third annual general meeting which occurs after his/her appointment as a director (and, if re-appointed, at every third annual general meeting thereafter); he/she will not be subject to retiral under article 48 and shall be disregarded in determining how many directors are to retire under that article.
- 50 Immediately following each annual general meeting, the directors may (with the prior approval in writing of both members of the company, in a case where the individual is to re-appointed as the Chair) reappoint any Co-opted Director who vacated office under article 48 or 49 at the conclusion of the annual general meeting; the directors may alternatively appoint someone in his/her place (subject to articles 46 and 47) or resolve not to fill the vacancy.
- 51 The directors 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 references in the preceding articles to the directors being guided by the Nominations Committee, and to the Chair being appointed following a recommendation to that effect by the Nominations Committee, shall be disregarded.

Disqualification and removal of directors

- 52 A director shall vacate office if
- 52.1 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).
- 52.2 he/she is sequestrated
- 52.3 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

- 52.4 he/she becomes an employee of the company
 - 52.5 in the case of a Partner Director, the body which appointed him/her ceases to be a member of the company
 - 52.6 in the case of a Co-opted Director appointed on the basis of nomination by a body named in article 43, if the body withdraws his/her nomination by notice to the company to that effect
 - 52.7 in the case of the Chair, if he/she ceases to hold office as Chair of the company
 - 52.8 he/she resigns office by notice to the company
 - 52.9 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;
 - 52.10 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 conflict of interest rules and/or code of conduct for directors in force from time to time (as referred to in articles 59 and 63); or
 - 52.11 he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.
- 53 A resolution under 52.10 shall be valid only if
- 53.1 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
 - 53.2 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
 - 53.3 at least two thirds (to the nearest round number) of the directors then in office vote in favour of the resolution

Appointments to offices

- 54 The director who is to serve as Chair shall be appointed in accordance with the provisions of article 42 (as read with article 47); in addition, directors may be appointed to such other offices (which may include the office of Vice Chair) as the directors may consider appropriate.
- 55 The appointments under article 54 (disregarding the reference to the Chair) shall be made at meetings of directors.

- 56 Each office (other than the office of Chair) shall be held (subject to article 57) 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 54 (providing he/she is willing to act).
- 57 The appointment of any director as Chair, or as holder of an office under article 54, shall terminate if he/she ceases to be a director or if he/she resigns from that office by notice to the company.
- 58 If the appointment of a director to any office under article 54 (disregarding the reference to the Chair) terminates, the directors shall appoint another director to hold the office in his/her place.

Directors' interests

- 59 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 conflict of interest rules (as referred to in article 63, a director (notwithstanding his/her office)
- 59.1 may be a party to, or have some other personal interest in, any transaction or arrangement with the company or any associated company;
 - 59.2 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;
 - 59.3 may be a director or secretary of, or employed by, or have some other personal interest in, any associated company; and
 - 59.4 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.
- 60 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.

Conduct of directors

- 61 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.

62 Without prejudice to the principle set out in article 61, 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

62.1 seek, in good faith, to ensure that the company acts in a manner which is in accordance with its purposes

62.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

62.3 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.

63 Each of the directors shall comply with the code of conduct prescribed by the board of directors from time to time; for the avoidance of doubt, the code of conduct rules 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 rules in force from time to time.

Directors' remuneration and expenses

64 No director shall be entitled to any remuneration, whether in respect of his/her office as director, as holder of the office of Chair or as holder of any office under article 54.

65 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

66 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; 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.

- 67 The powers conferred by article 66 shall not be limited by any special power conferred on the directors by these articles.
- 68 A meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

Proceedings of directors

- 69 Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
- 70 Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
- 71 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.
- 72 The quorum for the transaction of the business of the directors shall (subject to articles 73 and 74) be 6.
- 73 Subject to article 75, a quorum shall not be deemed to be constituted at any meeting of the directors unless at least one director appointed by Inverclyde Council and one director appointed by Scottish Enterprise Renfrewshire are present at the meeting.
- 74 During the period of 12 weeks from the date of incorporation of the company, the quorum for the transaction of the business of the directors shall be 4.
- 75 If the quorum required under articles 72 and 73 (as read with 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; if a quorum is not present at the meeting solely because the provisions of article 73 were not satisfied, and the adjourned meeting is held within the succeeding ten days (and providing that the directors are given not less than three days' notice of the adjourned meeting), the provisions of article 73 shall not apply in relation to the adjourned meeting in determining whether a quorum is present.
- 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 (if any director holds the office of Vice Chair at the time) shall preside as chairperson.

- 78 If neither the Chair nor a director holding office as Vice Chair is present and willing to act as chairperson at 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 (subject to paragraph 83.3) 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
- 83.3 a Partner Director shall not be deemed to have a personal interest in relation to a particular matter by reason only of the fact that he/she is an employee, director, officer or elected representative of the member which appointed him/her.

- 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 (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 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 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.
- 90 In addition to their powers under article 87, 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 88 and 89 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

- 91 The directors shall establish a committee (referred to in these articles as "the Nominations Committee") to guide the directors in relation to the selection of appropriate individuals for appointment as directors drawn from the private sector.
- 92 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.
- 93 In carrying out its functions, the Nominations Committee shall give effect to the following principles:

- 93.1 vacancies for directors falling within the remit of the Nominations Committee (as referred to in article 91) should be advertised widely
- 93.2 nominations for directors falling within the remit of the Nominations Committee should also be invited from the members of the company, other partner bodies, and the senior executives of the company
- 93.3 all expressions of interest should be considered by the Nominations Committee
- 93.4 the Nominations Committee should maintain a register of suitable candidates for future reference.

Secretary

- 94 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

- 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 to be given in pursuance of these articles shall be in writing.
- 98 The company may give any notice to a member 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.
- 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 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.
- 101 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.
- 102 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

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

Indemnity

- 104 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 section 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.
- 105 For the avoidance of doubt, the company shall be entitled to purchase and maintain for any director 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).

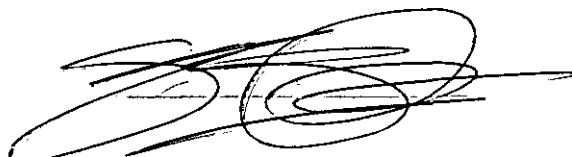
Interpretation

- 106 In these articles,
- “the Act” means (subject to article 107) the Companies Act 1985;
- “electronic communication” has the same meaning as is assigned to that expression in the Electronic Communications Act 2000.
- 107 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

Names and addresses of
subscribers



for and on behalf of
INVERCLYDE COUNCIL
Municipal Buildings
Greenock
PA15 1LY

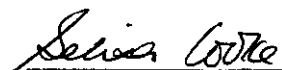


for and on behalf of
SCOTTISH ENTERPRISE
RENFREWSHIRE
27 Causeyside Street
Paisley
PA1 1UL

Dated

5/06/06

Witness to the above signature
(being the signature on behalf of
Inverclyde Council):-



SELINA COOKE

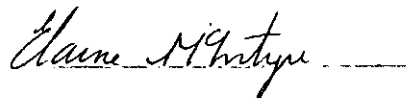
24 CORNIC WAY

KILMACOLM, PA13 4JO

Dated

16/6/06

Witness to the above signature
(being the signature on behalf of
Scottish Enterprise Renfrewshire):-



ELAINE MCINTYRE

12 DONALDSWOOD ROAD

PAISLEY, PA2 8EG